

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	NUNC PRO TUNC ASSIGNMENT
EFFECTIVE DATE:	07/30/2007

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
MHCA Acquisitions, Inc.		02/19/2013	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Managed Health Care Associates, Inc.
Street Address:	25-A Vreeland Road
Internal Address:	Suite 200
City:	Florham Park
State/Country:	NEW JERSEY
Postal Code:	07932
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	1337114	MEDECON

CORRESPONDENCE DATA

Fax Number: 2159814750
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 215.981.4194
 Email: kennedyp@pepperlaw.com
 Correspondent Name: Paul J. Kennedy c/o Pepper Hamilton LLP
 Address Line 1: 3000 Two Logan Square
 Address Line 2: 18th and Arch Streets
 Address Line 4: Philadelphia, PENNSYLVANIA 19103

ATTORNEY DOCKET NUMBER: 129401.68

NAME OF SUBMITTER:	Paul J. Kennedy
Signature:	/Paul J. Kennedy/
Date:	02/19/2013
Total Attachments: 10 source=MEDECON Assignment#page1.tif source=MEDECON Assignment#page2.tif source=MEDECON Assignment#page3.tif source=MEDECON Assignment#page4.tif source=MEDECON Assignment#page5.tif source=MEDECON Assignment#page6.tif source=MEDECON Assignment#page7.tif source=MEDECON Assignment#page8.tif source=MEDECON Assignment#page9.tif source=MEDECON Assignment#page10.tif	

TRADEMARK ASSIGNMENT

THIS *NUNC PRO TUNC* TRADEMARK ASSIGNMENT (the "Assignment") is executed this 19th day of February 2013, and is effective as of July 30, 2007 (the date of the distribution of assets as referenced herein) by and between MHCA Acquisitions, Inc. (the "Subsidiary"), as the Assignor, and Managed Health Care Associates, Inc., a Delaware corporation ("MHA"), as the Assignee.

WITNESSETH:

WHEREAS, prior to July 30, 2007, the Subsidiary owned the entire right, title and interest in and to the U.S. trademark registration identified on Exhibit A attached hereto (the "Trademark"), together with the goodwill of the business symbolized thereby; and

WHEREAS, on July 30, 2007, MHA, in its capacity as the sole stockholder of the Subsidiary, as evidenced by the shareholder consent attached as Exhibit B hereto, dissolved the Subsidiary, as evidenced by the certificate of dissolution attached as Exhibit C hereto and, pursuant to Section 281 of the Delaware General Corporation Law, as amended, the assets of the Subsidiary were distributed by operation of law to MHA as the sole stockholder of the Subsidiary.

NOW, THEREFORE, MHA acknowledges and confirms that Subsidiary did, on July 30, 2007, assign, transfer and convey over to MHA all of Subsidiary's legal and beneficial right, title, and interest in and to the Trademark, together with the goodwill of the business associated with the Trademark, which business was ongoing at the time of the assignment, *nunc pro tunc*, as of July 30, 2007.

The rights so transferred and conveyed included the right to bring all legal actions related to the Trademark, including actions for any infringement, whether the infringement occurred before or after the assignment, transfer and conveyance, and the right to recover damages therefor.

This Assignment shall be binding upon and inure to the benefit of MHA, its successors and assigns. This Assignment shall be governed by the laws of the State of Delaware without regard to the principles of conflicts of law.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned hereby executes this Assignment as of the date first above written.

**MANAGED HEALTH CARE
ASSOCIATES, INC.**

By: _____



Stephen J. Andrew
Chief Operating Officer & Chief
Financial Officer

EXHIBIT A

Trademark

<u>MARK</u>	<u>REGISTRATION NO.</u>
MEDECON (Stylized)	1337114

EXHIBIT B

Written Consent of the Sole Stockholder of MHCA Acquisition, Inc.

See attached.

WRITTEN CONSENT OF THE SOLE STOCKHOLDER

**MHCA ACQUISITION, INC.
CNL ACQUISITION, INC.**

The undersigned, being the sole stockholder (the "Sole Stockholder"), respectively, of MHCA Acquisition, Inc., a Delaware corporation ("MHCA") and CNL Acquisition, Inc., a Delaware corporation ("CNL" and together with MHCA, the "Companies"), hereby consents in writing to taking the following actions and the adoption of the following resolutions effective the date hereof.

RESOLVED, that the Sole Stockholder of the Companies, pursuant to 8 Del. C. § 275(c), does hereby consent to the dissolution of the Companies; and be it

FURTHER RESOLVED, that each of the Companies abandon its corporate authority, surrender its charter, and dissolve; and that the Chief Executive Officer, President, Chief Financial Officer and Secretary of each of the Companies (each an "Authorized Officer" and together the "Authorized Officers") be, and each of them hereby is, authorized, empowered and directed to execute and file the Certificate of Dissolution and all documentation related thereto to effect the voluntary dissolution of the Companies in accordance with 8 Del. C. § 275, and in accordance with § 332 of the Internal Revenue Code, as amended; and be it

FURTHER RESOLVED, that the Authorized Officers shall have full power to wind up and settle the affairs of the Companies in accordance with 8 Del. C. § 278 and to distribute the assets of the Companies in accordance with the provisions set forth in 8 Del. C. § 281(b); and be it

FURTHER RESOLVED, that any one or more of the Authorized Officers be, and each of them hereby is, authorized, empowered and directed on behalf of the Companies, to make, enter into, execute, deliver, file and record any and all documents and instruments, to pay all filing fees and to take any and all such other actions as such Authorized Officer or Authorized Officers may determine, in his/her or their sole discretion, to be necessary or advisable to carry out the terms, provisions, purposes or intent of the foregoing resolutions and the transactions contemplated thereby, the taking of any such actions to constitute conclusive evidence of the exercise of such discretionary authority; and be it

FURTHER RESOLVED, that any and all of the actions of the Authorized Officers taken prior to the date hereof to carry out the purposes of the foregoing resolutions and the transactions contemplated thereunder, the taking of any such actions to constitute conclusive evidence of the exercise of such discretionary authority be, and they hereby are, ratified, approved and confirmed in all respects.

IN WITNESS WHEREOF, the undersigned, being the Sole Stockholder of the
Companies, has executed this Written Consent of the Sole Stockholder as of this 30th day of July, 2007.

MANAGED HEALTH CARE ASSOCIATES,
INC.

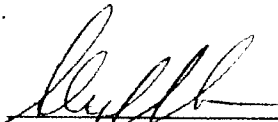
By: 
Name: Stephen J. Andrew
Title: Chief Operating Officer

EXHIBIT C

Certificate of Dissolution

See attached.

Delaware

PAGE 1

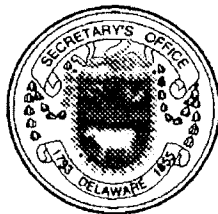
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF DISSOLUTION OF "MHCA ACQUISITION, INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF JULY, A.D. 2007, AT 11:37 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

2922226 8100

070866016



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5885930

DATE: 07-30-07

TRADEMARK
REEL: 004965 FRAME: 0987

**CERTIFICATE OF DISSOLUTION
OF
MHCA ACQUISITION, INC.**

(Pursuant to 8 Del. C. § 275(c))

MHCA Acquisition, Inc. (the "Corporation"), a corporation organized and existing under the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY AS FOLLOWS:

The dissolution of the Company has been duly authorized by the sole stockholder of the Company entitled to vote on a dissolution by written consent on July 30, 2007 in accordance with Section 275(c) of the General Corporation Law of the State of Delaware.

The following is the name and address of the sole director and the officers of the Company:

NAME	ADDRESS
Constantine S. Mihas	c/o Managed Health Care Associates, Inc. 25-B Vreeland Road, Suite 300 Florham Park, NJ 07932

NAME	TITLE	ADDRESS
Douglas A. Present	Chief Executive Officer, Chairman of the Board	c/o Managed Health Care Associates, Inc. 25-B Vreeland Road, Suite 300 Florham Park, NJ 07932
Michael Sicilian	President	c/o Managed Health Care Associates, Inc. 25-B Vreeland Road, Suite 300 Florham Park, NJ 07932
Teresa DiCaro	Executive Vice President	c/o Managed Health Care Associates, Inc. 25-B Vreeland Road, Suite 300 Florham Park, NJ 07932
Stephen J. Andrew	Treasurer, Chief Financial Officer, Chief Operating Officer and Secretary	c/o Managed Health Care Associates, Inc. 25-B Vreeland Road, Suite 300 Florham Park, NJ 07932

Constantine S.
Mihas

Vice President and
Assistant
Secretary

c/o Managed Health Care Associates, Inc.
25-B Vreeland Road, Suite 300
Florham Park, NJ 07932

THE UNDERSIGNED, said Company has caused this certificate to be signed by
Stephen J. Andrew, its Treasurer, Chief Financial Officer, Chief Operating Officer and
Secretary, this ~~29~~²⁸ day of July, 2007.

MHCA ACQUISITION, INC.

By: 

Name: Stephen J. Andrew

Title: Treasurer, Chief Financial Officer, Chief Operating
Officer and Secretary

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