

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT														
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL														
CONVEYING PARTY DATA															
<table border="1"> <thead> <tr> <th>Name</th> <th>Formerly</th> <th>Execution Date</th> <th>Entity Type</th> </tr> </thead> <tbody> <tr> <td>CP Technologies LLC</td> <td></td> <td>12/31/2013</td> <td>LIMITED LIABILITY COMPANY: OREGON</td> </tr> </tbody> </table>				Name	Formerly	Execution Date	Entity Type	CP Technologies LLC		12/31/2013	LIMITED LIABILITY COMPANY: OREGON				
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PROPERTY NUMBERS Total: 2															
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CORRESPONDENCE DATA															
<p>Fax Number: 5039723873  <i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i></p> <p>Phone: (503) 802-1440        Email: lisa.gabel@tonkon.com        Correspondent Name: Tonkon Torp LLP        Address Line 1: 888 SW Fifth Avenue        Address Line 2: 1600 Pioneer Tower        Address Line 4: Portland, OREGON 97204</p>															
ATTORNEY DOCKET NUMBER:	CAREPAYMENT 33552														
NAME OF SUBMITTER:	Christopher D. Erickson														

Signature:	/Christopher D. Erickson/
Date:	02/28/2014
Total Attachments: 3 source=Assignment (CAREPAYMENT)#page1.tif source=Assignment (CAREPAYMENT)#page2.tif source=Assignment (CAREPAYMENT)#page3.tif	

## BILL OF SALE AND ASSIGNMENT AND ASSUMPTION AGREEMENT

This Bill of Sale and Assignment and Assumption Agreement (this "**Agreement**"), dated effective as of December 31, 2013 (the "**Effective Date**"), is between CP Technologies LLC, an Oregon limited liability company ("**Assignor**"), and CarePayment Technologies, Inc., an Oregon corporation ("**Assignee**").

### RECITALS

A. As of the Effective Date, Assignee owns all the issued and outstanding membership interests of Assignor.

B. Assignee, as the sole member of Assignor, has determined that it is advisable that Assignor be liquidated and dissolved pursuant to that certain Plan of Dissolution previously adopted by Assignee as the sole member of Assignor (the "**Plan of Dissolution**"). This Agreement is being executed and delivered in connection with the Plan of Dissolution.

### AGREEMENT

Assignor and Assignee agree as follows:

1. Assignor hereby transfers and assigns to Assignee all of Assignor's right, title and interest in and to all of the tangible and intangible personal property (including interests in contracts) that Assignor owns or otherwise holds an interest in as of the Effective Date (collectively, the "**Transferred Property**"), including, without limitation, the Transferred Property set forth on attached Schedule 1.

2. Assignor makes no express or implied representation or warranty concerning the Transferred Property, including, without limitation, any representation or warranty relating to title to, or the merchantability, fitness for a particular purpose or physical condition of, any of the Transferred Property.

3. Assignee accepts the transfer and assignment of the Transferred Property "AS IS, WHERE IS, WITH ALL FAULTS." Assignee assumes and agrees to pay, satisfy, perform and discharge in full, as and when due, all of Assignor's duties, obligations and responsibilities under or with respect to the Transferred Property, regardless of when they first accrued or arose.

4. This Agreement will be interpreted under, and any disputes relating to or otherwise arising out of this Agreement will be governed by, the laws of the State of Oregon, without regard to its conflict of laws principles.

5. This Agreement binds and inures to the benefit of Assignor and Assignee and their successors and assigns.

6. This Agreement may be executed in counterparts, each of which will be deemed to be an original, but all of which together will be deemed one and the same instrument. Counterparts may be delivered via facsimile, electronic mail (including PDF), or other

transmission method, and any counterpart so delivered will be deemed to have been duly and validly delivered and will be valid and effective for all purposes.

Assignor and Assignee have executed this Agreement as of the Effective Date.

**ASSIGNOR:**

**CP TECHNOLOGIES LLC**

By: Patricia J. Brown  
Name: Patricia J. Brown  
Title: Chief Financial Officer

**ASSIGNEE:**

**CAREPAYMENT TECHNOLOGIES, INC.**


By: [Signature]  
Name: Craig J. Froude  
Title: President

**Schedule 1**

Internet Domain Names

CarePayment.com

Service Marks

<i>Mark</i>	<i>Jurisdiction</i>	<i>Registration/Serial No.</i>
CarePayment	United States	3817445
 CarePayment	United States	85951419

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BILL OF SALE AND ASSIGNMENT AND ASSUMPTION AGREEMENT  
SCHEDULE I