

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM363190

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
GENERAL ELECTRIC CAPITAL CORPORATION, AS RETIRING AGENT		11/17/2015	CORPORATION:
RECEIVING PARTY DATA			
Name:	HEALTHCARE FINANCIAL SOLUTIONS, LLC, AS SUCCESSOR AGENT		
Street Address:	2 Bethesda Metro Center		
Internal Address:	Suite 600		
City:	Bethesda		
State/Country:	MARYLAND		
Postal Code:	20814-5318		
Entity Type:	LIMITED LIABILITY COMPANY: UNITED STATES		
PROPERTY NUMBERS Total: 15			
Property Type	Number	Word Mark	
Registration Number:	3806082	APEX	
Registration Number:	3887634	ATLAS	
Registration Number:	3660503		
Registration Number:	2513915	DIAMOND-TRUST	
Registration Number:	2560948	EMERALD-TRAC	
Registration Number:	4541611	EXCHANGELINK	
Registration Number:	2511552	G	
Registration Number:	2511553	GEMGROUP	
Registration Number:	4531731	GO-TO-EXCHANGE	
Registration Number:	2521638	RUBY-PLUS	
Registration Number:	2459158	TOPAZ-DIRECT	
Registration Number:	1597781	ZENITH ADMINISTRATORS	
Registration Number:	4037806	Z ZENITH ADMINISTRATORS	
Registration Number:	4266690	ZENITH AMERICAN SOLUTIONS	
Registration Number:	4413421	ZENITH AMERICAN SOLUTIONS	
CORRESPONDENCE DATA			

OP \$390.00 3806082

TRADEMARK

Fax Number: 7037125050

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 703-712-5352

Email: jmiller@mcguirewoods.com

Correspondent Name: Joyce Miller

Address Line 1: 1750 Tysons Blvd.

Address Line 2: Suite 1800

Address Line 4: Tysons Corner, VIRGINIA 22102

ATTORNEY DOCKET NUMBER:	2060236-0110
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NAME OF SUBMITTER:	Joyce Miller
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SIGNATURE:	/Joyce Miller/
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DATE SIGNED:	11/20/2015
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Total Attachments: 7

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**ASSIGNMENT OF INTELLECTUAL PROPERTY
SECURITY AGREEMENT**

This **ASSIGNMENT OF INTELLECTUAL PROPERTY SECURITY AGREEMENT** (this “Assignment”), dated as of November 17, 2015, is by **GENERAL ELECTRIC CAPITAL CORPORATION**, (as the current and resigning administrative agent, the “Retiring Agent”) and **HEALTHCARE FINANCIAL SOLUTIONS, LLC**¹ (as the successor administrative agent together with its successors and assigns, the “Successor Agent”).

RECITALS:

WHEREAS, Zenith American Solutions, Inc., GEMGroup, Inc., HealthPlan Services, Inc., Harrington Health Services, Inc., HealthPlan Services Insurance Agency, Inc., Zenith American Holding, Inc., and HealthPlan Holding, Inc., as “Grantor”, and Retiring Agent are parties to one or more intellectual property security agreements identified in Exhibit A attached hereto (as the same have been and may hereafter be amended, restated, supplemented or otherwise modified from time to time, collectively, the “Agreements”) pursuant to which Grantor granted a security interest in and to and lien upon the intellectual property identified in Exhibit B (the “Subject IP”); and

WHEREAS, pursuant to that certain Omnibus Agency Transfer Agreement by and between Retiring Agent and Successor Agent, Retiring Agent has assigned to Successor Agent all of its rights, remedies, duties and other obligations under, among other documents, the Agreements and the Subject IP, in each instance, in its capacity as administrative agent and collateral agent, as the case may be.

NOW, THEREFORE, in consideration of the foregoing, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Retiring Agent hereby assigns and transfers to Successor Agent and its successors and assigns, all of its rights, title and interest in and to the Agreements.

This Assignment may be executed in any number of counterparts, each of which when so executed shall be deemed an original and all of which taken together shall constitute one and the same instrument.

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¹ Healthcare Financial Solutions, LLC is a Delaware limited liability company that does business as HFS Healthcare Financial Solutions, LLC in Alabama, California, Florida, Illinois, Maryland, Missouri, New Jersey, New Mexico and Texas and as HFS Healthcare Financial Solutions in New Hampshire

IN WITNESS WHEREOF, Retiring Agent and Successor Agent have caused this Assignment to be duly executed as of the date first above written.

RETIRING AGENT:

**GENERAL ELECTRIC CAPITAL
CORPORATION** as Retiring Agent

By: 

Name: H. Darren Alcus

Title: Duly Authorized Signatory

SUCCESSOR AGENT:

**HEALTHCARE FINANCIAL
SOLUTIONS, LLC**, as Successor Agent

By: 

Name: H. Darren Alcus

Title: Duly Authorized Signatory

EXHIBIT A

Copyright Security Agreement dated as of November 12, 2014 and sent for recordation with the United States Copyright Office on November 14, 2014.

Trademark Security Agreement dated as of November 12, 2014 and filed with the United States Patent and Trademark Office on November 12, 2014 at Reel 5400, Frame 0236.

Patent Security Agreement dated as of November 12, 2014 and filed with the United States Patent and Trademark Office on November 12, 2014 at Reel 034159, Frame 0315.

Assignment of Intellectual Property Security Agreement

TRADEMARK
REEL: 005673 FRAME: 0667

EXHIBIT B

[See attached]

Schedule 1

Trademarks

Name of Mark	Record Owner	Jurisdiction	Serial Number	Registration Number
Apex	Zenith	US	77830175	3806082
Atlas	Zenith	US	77830200	3887634
Design Mark	HealthPlan Holdings, Inc.	US	77633966	3660503
Diamond-Trust	GEMGroup, Inc.	US	75782268	2513915
Emerald-Trac	GEMGroup, Inc.	US	75781938	2560948
ExchangeLink	HealthPlan	US	85809801	4541611
G Design	GEMGroup, Inc.	US	75781937	2511552
GEMGROUP	GEMGroup, Inc.	US	75781958	2511553
Go-To-Exchange	HealthPlan	US	85809806	4531731
RUBY-PLUS	GEMGroup, Inc.	US	75782269	2521638
Topaz Direct	GEMGroup, Inc.	US	75782008	2459158
Zenith Administrators	Zenith	US	73805058	1597781
Zenith Administrators – Logo (Design)	Zenith	US	85239088	4037806
Zenith American Solutions	Zenith	US	85445761	4266690
Zenith American Solutions – Logo (Design)	Zenith	US	85754852	4413421

Schedule 1

Patents

Name of Patent	Record Owner	Jurisdiction	Patent Number	Serial Number
System for Administering Insurance	HealthPlan Holdings Inc.	US	2008/0162,535	11/647,515

Schedule 1**Copyrights**

Copyright Title	Record Owner	Registration No.	Registration Date
ABPA Claims manual, laborers medical claims (recorded document)	HealthPlan Services, Inc.	TX161109 (V3571 D560 P1-6)	12/8/1978 (10/14/2008)
AIRES (Horizon version)	HealthPlan Services, Inc.	TXU989344	7/13/2001
APBA-TPA.com and TPA-ABPA.com	HealthPlan Services, Inc.	TXU989340	7/17/2001
ARIES (Kaiser Version)	HealthPlan Services, Inc.	TXU989354	7/13/2001
Emerald Trac	GemGroup, LP	TX5926667	4/8/2004
Encounter tracking	HealthPlan Services, Inc.	TXU989358	7/13/2001
ER: Electronic reference	HealthPlan Services, Inc.	TXU989357	7/13/2001
Fred	HealthPlan Services, Inc.	TXU989348	7/13/2001
Healthcare Alliance software (Florida version)	HealthPlan Services, Inc.	TXU989342	7/13/2001
Healthcare Alliance Software (Kentucky version)	Healthplan Services, Inc.	TXU989345	7/13/2001
Healthcare Alliance software (North Carolina version)	HealthPlan Services, Inc.	TXU989351	7/13/2001
Healthcare Alliance software (Washington version)	HealthPlan Services, Inc.	TXU989352	7/13/2001
Healthplan.com	Healthplan Services, Inc.	TXU989339	7/17/2001
Intelligent workstation: claims	HealthPlan Services, Inc.	TXU989353	7/13/2001
Letter systems	HealthPlan Services, Inc.	TXU989356	7/13/2001
Managed care solution	HealthPlan Services, Inc.	TXU989341	7/13/2001
NEF-HPS.com.	HealthPlan Services, Inc.	TXU989343	7/13/2001
PDS: Proposal delivery system	HealthPlan Services, Inc.	TXU989347	7/13/2001
PreQuote	HealthPlan Services, Inc.	TXU989355	7/13/2001
PSI Family Services, Inc.	PSI Family Services, Inc.	VA 1-082-398	10/2/2000
Quickquote: pt. 1-3	HealthPlan Services, Inc.	TXU989350	7/13/2001
Scoreboard	HealthPlan Services, Inc.	TXU989349	7/13/2001
Secure.healthplan.com	HealthPlan Services, Inc.	TXU989338	7/17/2001
TAS	HealthPlan Services, Inc.	TXU989346	7/13/2001