

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM365833

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
<b>SEQUENCE:</b>	1		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Cambia Health Solutions, Inc.		12/11/2015	CORPORATION:
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	SpendWell Health, Inc.		
<b>Street Address:</b>	100 SW Market Street		
<b>City:</b>	Portland		
<b>State/Country:</b>	OREGON		
<b>Postal Code:</b>	97201		
<b>Entity Type:</b>	CORPORATION: OREGON		
<b>PROPERTY NUMBERS Total: 7</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	86220593	SPENDWELL	
<b>Serial Number:</b>	86242570	SPENDWELL HEALTH	
<b>Serial Number:</b>	86242578	SHOP SMART FOR HEALTH CARE.	
<b>Serial Number:</b>	86249779		
<b>Serial Number:</b>	86366028	SHOP SMART. SPENDWELL.	
<b>Serial Number:</b>	86366035	EHEALTHRECEIPT	
<b>Serial Number:</b>	86366039	HEALTHSKU	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>			
<i>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.</i>			
<b>Email:</b>	emily.brewood@cambiahealth.com		
<b>Correspondent Name:</b>	Gary H. Lau		
<b>Address Line 1:</b>	100 SW Market Street		
<b>Address Line 4:</b>	Portland, OREGON 97201		
<b>ATTORNEY DOCKET NUMBER:</b>	SPENDWELL TM ASSIGNMENTS		
<b>NAME OF SUBMITTER:</b>	Gary H. Lau		
<b>SIGNATURE:</b>	/Gary H. Lau/		

OP \$190.00 86220593

<b>DATE SIGNED:</b>	12/15/2015
<b>Total Attachments: 2</b> source=2015-12-11 SpendWell Trademark Assignment Agreement (signed)#page1.tif source=2015-12-11 SpendWell Trademark Assignment Agreement (signed)#page2.tif	

### ASSIGNMENT OF TRADEMARK

This **Trademark Assignment** between Cambia Health Solutions, Inc. ("**Assignor**"), an Oregon corporation, and SpendWell Health, Inc. ("**Assignee**"), an Oregon corporation.

NOW THEREFORE, the parties agree as follows:

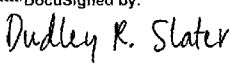
1. Assignor is the owner of the trademark described on the attached Schedule A (the "Assigned Trademark"). For good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby irrevocably conveys, transfers and assigns to Assignee, and Assignee hereby accepts, all of Assignor's worldwide right, title and interest in and to the Assigned Trademarks, and all federal, state, and foreign registrations and applications", together with the goodwill of the business connected with the use of, and symbolized by, the Assigned Trademarks.

2. This assignment includes:

- (a) with respect to the United States intent-to-use trademark applications set forth on Schedule 1 hereto, the transfer of such applications include the transfer of Assignor's business, or portion of the business to which the trademark pertains, and that business is ongoing and existing;
- (b) all rights of any kind whatsoever of Assignor accruing under any of the foregoing provided by applicable law of any jurisdiction, by international treaties and conventions and otherwise throughout the world;
- (c) any and all royalties, fees, income, payments and other proceeds now or hereafter due or payable with respect to any and all of the foregoing; and
- (d) any and all claims and causes of action with respect to any of the foregoing, whether accruing before, on and/or after the date hereof, including all rights to and claims for damages, restitution and injunctive and other legal and equitable relief for past, present and future infringement, dilution, misappropriation, violation, misuse, breach or default, with the right but no obligation to sue for such legal and equitable relief and to collect, or otherwise recover, any such damages in Assignee's own name and that of its successors, assigns and other legal representatives.

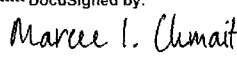
This Assignment is effective December 11, 2015.

CAMBIA HEALTH SOLUTIONS, INC.

DocuSigned by:  
  
 By: \_\_\_\_\_  
 Name: Dudley R. Slater  
 Title: Cambia Officer & Division President,  
Direct Health Solutions Corporation  
 Date: 12/13/2015 | 5:37 PM PT

100 SW Market Street  
Portland, OR 97201

SPENDWELL HEALTH, INC.

DocuSigned by:  
  
 By: \_\_\_\_\_  
 Name: Marcee I. Chmait  
 Title: President & CEO  
 Date: 12/11/2015 | 2:42 PM PT

100 SW Market Street  
Portland, OR 97201

**Schedule 1****ASSIGNED TRADEMARK REGISTRATIONS AND APPLICATIONS**

<b>Mark</b>	<b>Registration No.</b>	<b>Serial No.</b>	<b>Registration Date</b>
SPENDWELL	4744860	86220593	May 26, 2015
SPENDWELL HEALTH	4744937	86242570	May 26, 2015
SHOP SMART FOR HEALTH CARE.	4765598	86242578	June 30, 2015
	4769958	86249779	July 7, 2015
SHOP SMART. SPENDWELL.		86366028	
EHEALTHRECEIPT		86366035	
HEALTHSKU		86366039	