

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM400184

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Notice of Succession of Agency		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Goldman Sachs Bank USA, as Collateral Agent		09/28/2016	Bank: UNITED STATES
RECEIVING PARTY DATA			
Name:	JPMorgan Chase Bank, N.A., as Successor Agent		
Street Address:	4 Chase Metrotech Center		
Internal Address:	CIB DMO WLO, NY1-C413		
City:	Brooklyn		
State/Country:	NEW YORK		
Postal Code:	11245-0001		
Entity Type:	Association: UNITED STATES		
PROPERTY NUMBERS Total: 19			
Property Type	Number	Word Mark	
Registration Number:	3314787	RETRIEVER	
Registration Number:	3314788	DECIPHER	
Registration Number:	2898160	CLAIMSPUS	
Registration Number:	3733592	CONNOLLY	
Registration Number:	4333970	POWERBARS	
Registration Number:	4292405	DISCOVERY CONNECT	
Registration Number:	4773230	CONNOLLY INSIGHT	
Registration Number:	4879205	CONNOLLYCONNECT	
Registration Number:	4390494	IHEALTH TECHNOLOGIES	
Registration Number:	3875113	INSPECTOR	
Registration Number:	3905979	PPO PERFORMANCE REPORT	
Registration Number:	2826723	ECOM PPO.COM	
Registration Number:	3923698	ORIGIN	
Registration Number:	3923696	ECOM NAVIGATOR	
Registration Number:	3614704	ECOM PPO ADVISORS	
Registration Number:	2632388	ECOM	
Registration Number:	3220093	WHITE SPACE ELIMINATION	
Registration Number:	3132743	VIRTUAL PPO	
TRADEMARK			

OP \$490.00 3314787

Property Type	Number	Word Mark
Registration Number:	3416318	MEMBER LEVEL PPO MANAGEMENT

CORRESPONDENCE DATA

Fax Number: 8009144240

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: 800-713-0755

Email: Michael.Violet@wolterskluwer.com

Correspondent Name: Michael Violet

Address Line 1: 4400 Easton Commons Way

Address Line 2: Suite 125

Address Line 4: Columbus, OHIO 43219

NAME OF SUBMITTER:	Elaine Carrera
SIGNATURE:	/Elaine Carrera/
DATE SIGNED:	09/29/2016

Total Attachments: 6

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NOTICE OF SUCCESSION OF AGENCY
5281/0901

This NOTICE OF SUCCESSION OF AGENCY (this “Notice”), dated as of September 28, 2016 (the “Effective Date”), is executed by Goldman Sachs Bank USA, in its capacity as Administrative Agent and Collateral Agent under the Original Agreements (as defined below) (“GS Bank” or the “Prior Agent”), and JPMorgan Chase Bank, N.A., in its capacity as Administrative Agent and Collateral Agent under the Current Agreements (as defined below) (the “Successor Agent”).

WHEREAS, pursuant to that certain First Lien Credit Agreement, dated as of May 14, 2014, by and among, *inter alios*, Cotiviti Intermediate Holdings, Inc. (“Holdings”), Cotiviti Corporation (the “Top Borrower”), the other borrowers party thereto, the financial institutions party thereto, GS Bank, as administrative agent and swingline lender, and Royal Bank of Canada, as issuing bank, as amended by the First Amendment to the Credit Agreement, dated as of May 27, 2015, (the “Original Credit Agreement”), the Prior Agent and certain grantor parties identified on the signature page hereto (the “Grantors”) entered into that certain First Lien Pledge and Security Agreement, dated as of May 14, 2014 (the “Original Security Agreement”), and the First Lien Intellectual Property Security Agreement, dated as of May 14, 2014 (the “Intellectual Property Security Agreement”), pursuant to which the Grantors granted a security interest in and to certain collateral;

WHEREAS, the Intellectual Property Security Agreement was recorded with the United States Patent and Trademark Office on May 19, 2014 at Reel/Frame 5282/0800 with respect to the trademarks identified on Schedule A attached hereto;

WHEREAS, the Original Credit Agreement and the Original Security Agreement were amended and restated, as of September 28, 2016 (as amended and restated, collectively, the “Current Agreements”), and in connection with the transactions under the Current Agreements, the Prior Agent, the Successor Agent, Holdings, the Top Borrower and certain other parties have into that certain Resignation and Assignment Agreement, dated as of September 28, 2016 (the “Resignation Agreement”), whereby the Prior Agent resigned as Administrative Agent and Collateral Agent and is succeeded to and replaced by the Successor Agent as successor Administrative Agent and Collateral Agent;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. Defined Terms. All capitalized terms used, but not otherwise defined herein, shall have the respective meanings ascribed in or otherwise referenced in the Resignation Agreement.
2. Succession and Replacement of Agency. Pursuant to the terms and conditions set forth in the Resignation Agreement, the Prior Agent has ceased to be Administrative Agent and Collateral Agent under such capacity and is succeeded to and replaced by the Successor Agent as Administrative Agent and Collateral Agent under such capacity. Nothing herein shall be deemed to terminate, interrupt or impair the continuity of the security interest in the collateral originally granted to the Prior Agent under the Intellectual Property Security Agreement, which security interest is now succeeded by and transferred to the Successor Agent.

IN WITNESS WHEREOF, the parties have executed this Notice effective as of the Effective Date:

[signature pages to follow]

GOLDMAN SACHS BANK USA, as existing
Administrative Agent and Collateral Agent

By: 

Name:

Elizabeth Fischer
Authorized Signatory

Title:

Signature Page to Notice of Succession of Agency (Trademarks)

Signature Page to Notice of Succession of Agency (Trademarks)

TRADEMARK
REEL: 005886 FRAME: 0881

JPMORGAN CHASE BANK, N.A., as successor
Administrative Agent and Collateral Agent

By: 

Name: Dawn Lee Lum

Title: Executive Director

SCHEDULE A

TRADEMARKS

REGISTERED OWNER	REGISTRATION NUMBER	TRADEMARK
Cotiviti Corporation	3314787	RETRIEVER
Cotiviti Corporation	3314788	DECIPHER
Cotiviti Corporation	2898160	CLAIMSPUS
Cotiviti Corporation	3733592	CONNOLLY
Cotiviti Corporation	4333970	POWERBARS
Cotiviti Corporation	4292405	DISCOVERY CONNECT
Cotiviti Corporation	4773230	CONNOLLY INSIGHT
Cotiviti Corporation	4879205	CONNOLLYCONNECT
Cotiviti Corporation	4390494	IHEALTH TECHNOLOGIES
Cotiviti Corporation	3875113	INSPECTOR (stylized)
Cotiviti Corporation	3905979	PPO PERFORMANCE REPORT
Cotiviti Corporation	2826723	ECOM PPO.COM
Cotiviti Corporation	3923698	ORIGIN
Cotiviti Corporation	3923696	ECOM NAVIGATOR
Cotiviti Corporation	3614704	ECOM PPO ADVISORS & design
Cotiviti Corporation	2632388	ECOM (MARK PLUS DESIGN)
Cotiviti Corporation	3220093	WHITE SPACE ELIMINATION
Cotiviti Corporation	3132743	VIRTUAL PPO
Cotiviti Corporation	3416318	MEMBER LEVEL PPO MANAGEMENT