

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM553073

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Change Healthcare Inc.		12/06/2019	Corporation: DELAWARE
Change Healthcare Business Fulfillment, LLC		12/06/2019	Limited Liability Company: DELAWARE
Change Healthcare Operations, LLC		12/06/2019	Limited Liability Company: DELAWARE
National Decision Support Company		12/06/2019	Corporation: DELAWARE
Change Healthcare Solutions, LLC		12/06/2019	Limited Liability Company: DELAWARE
Integreat, LLC		12/06/2019	Limited Liability Company: DELAWARE

RECEIVING PARTY DATA

Name:	Bank of America, N.A.
Street Address:	101 N. Tryon Street
City:	Charlotte
State/Country:	NORTH CAROLINA
Postal Code:	28255
Entity Type:	National Banking Association: UNITED STATES

PROPERTY NUMBERS Total: 20

Property Type	Number	Word Mark
Serial Number:	76465189	HEALTHPAYERS USA
Serial Number:	86641597	CHANGE HEALTHCARE
Serial Number:	86732992	CH CHANGE HEALTHCARE
Serial Number:	86733010	CH CHANGE HEALTHCARE
Serial Number:	87257824	CHANGE HEALTHCARE
Serial Number:	87257828	CHANGE HEALTHCARE
Serial Number:	87257835	CHANGE HEALTHCARE
Serial Number:	87257839	CHANGE HEALTHCARE
Serial Number:	87257841	CHANGE HEALTHCARE
Serial Number:	87257846	CHANGE HEALTHCARE
Serial Number:	87289160	CHANGE HEALTHCARE

TRADEMARK

Property Type	Number	Word Mark
Serial Number:	87289171	CHANGE HEALTHCARE
Serial Number:	87289176	CHANGE HEALTHCARE
Serial Number:	87289178	CHANGE HEALTHCARE
Serial Number:	87289180	CHANGE HEALTHCARE
Serial Number:	87289184	CHANGE HEALTHCARE
Serial Number:	86945417	NDSC CARESELECT
Serial Number:	86717359	POKITDOK
Serial Number:	87408627	INTEGREAT
Serial Number:	88705561	INTERQUAL

CORRESPONDENCE DATA

Fax Number: 6172359493

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: 212-596-9287

Email: nicole.mollica@ropesgray.com

Correspondent Name: Nicole Mollica, Ropes & Gray LLP

Address Line 1: 1211 Avenue of the Americas

Address Line 4: New York, NEW YORK 10036

ATTORNEY DOCKET NUMBER:	BLCK-026-036
NAME OF SUBMITTER:	Nicole Mollica
SIGNATURE:	/nicole mollica/
DATE SIGNED:	12/12/2019

Total Attachments: 10

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TRADEMARK SECURITY AGREEMENT

Trademark Security Agreement, dated as of December 6, 2019, by Change Healthcare Inc., Change Healthcare Business Fulfillment, LLC, Change Healthcare Operations, LLC, National Decision Support Company, Change Healthcare Solutions, LLC, Integreat, LLC (individually, a “**Grantor**”, and, collectively, the “**Grantors**”), in favor of BANK OF AMERICA, N.A., in its capacity as collateral agent pursuant to the Credit Agreement (in such capacity, the “**Collateral Agent**”).

W I T N E S S E T H:

WHEREAS, the Grantors are party to a Security Agreement dated as of March 1, 2017 (as amended, amended and restated, supplemented or otherwise modified from time to time, the “**Security Agreement**”) in favor of the Collateral Agent pursuant to which the Grantors are required to execute and deliver this Trademark Security Agreement;

NOW, THEREFORE, in consideration of the premises and to induce the Collateral Agent, for the benefit of the Secured Parties, to enter into the Credit Agreement, the Grantors hereby agree with the Collateral Agent as follows:

SECTION 1. Defined Terms. Unless otherwise defined herein, terms defined in the Security Agreement and used herein have the meaning given to them in the Security Agreement.

SECTION 2. Grant of Security Interest in Trademark Collateral. Each Grantor hereby pledges and grants to the Collateral Agent for the benefit of the Secured Parties a lien on and security interest in and to all of its right, title and interest in, to and under all the following Collateral (excluding any Excluded Assets) of such Grantor:

(a) all registered Trademarks and Trademarks with respect to which applications for registration are pending of such Grantor listed on Schedule I attached hereto.

SECTION 3. The Security Agreement. The security interest granted pursuant to this Trademark Security Agreement is granted in conjunction with the security interest granted to the Collateral Agent pursuant to the Security Agreement and the Grantors hereby acknowledge and affirm that the rights and remedies of the Collateral Agent with respect to the security interest in the Trademarks made and granted hereby are more fully set forth in the Security Agreement. In the event that any provision of this Trademark Security Agreement is deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall control.

SECTION 4. Termination. Upon the termination of the Security Agreement in accordance with Section 6.11 thereof, the Collateral Agent shall, at the expense of the Grantors, execute, acknowledge, and deliver to the Grantors an instrument reasonably requested by any Grantor in writing in recordable form releasing the lien on and security interest in the Trademarks under this Trademark Security Agreement.

SECTION 5. Counterparts. This Trademark Security Agreement may be executed in any number of counterparts, all of which shall constitute one and the same instrument. Delivery of an executed signature page to this Trademark Security Agreement by telecopier or other electronic transmission shall be effective as delivery of a manually signed counterpart of this Trademark Security Agreement.

SECTION 6. Intercreditor Agreements. Notwithstanding any provision to the contrary contained herein, the terms of this Trademark Security Agreement, the Liens created hereby and the rights and remedies of the Collateral Agent hereunder are subject to the terms of each applicable Intercreditor

Agreement. In the event of any conflict or inconsistency between the terms of this Trademark Security Agreement and an Intercreditor Agreement, the terms of that Intercreditor Agreement shall govern.

[Signature pages follow.]

CHANGE HEALTHCARE INC.

**CHANGE HEALTHCARE BUSINESS
FULFILLMENT, LLC**

CHANGE HEALTHCARE OPERATIONS, LLC

NATIONAL DECISION SUPPORT COMPANY

CHANGE HEALTHCARE SOLUTIONS, LLC

INTEGREAT, LLC

By: *Loretta A. Cecil*
Name: Loretta A. Cecil
Title: EVP & General Counsel

BANK OF AMERICA, N.A., as Collateral Agent

By: *Aamir Saleem*



Name:

Title:



**Aamir Saleem
Vice President**

Schedule I
Trademark Registrations and Trademark Applications

Owner	Trademark	Country	Application No	Application Date	Int. Classes	Trademark Status
Change Healthcare Inc.	INTERQUAL	Brazil	819483010	19 Sept 1996		Registered
Change Healthcare Inc.	INTERQUAL	Brazil	819821842	02 Feb 1997		Registered
Change Healthcare Inc.	INTERQUAL	Canada	806255	6 Mar 1996		Registered
Change Healthcare Inc.	INTERQUAL	New Zealand	265440	6 Aug 1996	9	Registered
Change Healthcare Inc.	INTERQUAL	New Zealand	265441	6 Aug 1996	16	Registered
Change Healthcare Inc.	INTERQUAL	EUM	000343848	19 Aug 1996	9, 16, 35	Registered
Change Healthcare Business Fulfillment, LLC	HEALTHPAYERS USA	United States of America	76465189	7 Nov 2002	36	Registered
Change Healthcare Inc.	CAREENHANCE	Malaysia	2013012664	10 Sep 2013	9	Registered
Change Healthcare Inc.	INTERQUAL	Malaysia	2013012665	10 Sep 2013	9	Registered
Change Healthcare Inc.	CAREENHANCE	Singapore	T1314579A	11 Sep 2013	9	Registered
Change Healthcare Inc.	INTERQUAL	Singapore	T1314572D	11 Sep 2013	9	Registered

Owner	Trademark	Country	Application No	Application Date	Int. Classes	Trademark Status
Change Healthcare Operations, LLC	CHANGE HEALTHCARE	United States of America	86641597	26 May 2015	9, 35, 36, 42	Registered
Change Healthcare Inc.	CAREENHANCE	EUM	014170203	27 May 2015	9	Registered
Change Healthcare Operations, LLC		United States of America	86732992	21 Aug 2015	35, 36, 42	Registered
Change Healthcare Operations, LLC		United States of America	86733010	21 Aug 2015	35, 36, 42	Registered
Change Healthcare Inc.	CONSERUS	EUM	015025653	21 Jan 2016	42	Registered
Change Healthcare Inc.	CONSERUS	Australia	1747916	22 Jan 2016	42	Registered
Change Healthcare Inc.	CONSERUS	Saudi Arabia	1437019060	25 May 2016	9	Registered
Change Healthcare Inc.	CONSERUS	Saudi Arabia	1437019062	25 May 2016	42	Registered
Change Healthcare Operations, LLC	CHANGE HEALTHCARE	United States of America	87257824	5 Dec 2016	9	Registered
Change Healthcare Operations, LLC	CHANGE HEALTHCARE	United States of America	87257828	5 Dec 2016	35	Registered

Owner	Trademark	Country	Application No	Application Date	Int. Classes	Trademark Status
Change Healthcare Operations, LLC	CHANGE HEALTHCARE	United States of America	87257835	5 Dec 2016	36	Registered
Change Healthcare Operations, LLC	CHANGE HEALTHCARE	United States of America	87257839	5 Dec 2016	38	Registered
Change Healthcare Operations, LLC	CHANGE HEALTHCARE	United States of America	87257841	5 Dec 2016	42	Registered
Change Healthcare Operations, LLC	CHANGE HEALTHCARE	United States of America	87257846	5 Dec 2016	44	Registered
Change Healthcare Operations, LLC	CHANGE HEALTHCARE	United States of America	87289160	4 Jan 2017	9	Registered
Change Healthcare Operations, LLC	CHANGE HEALTHCARE	United States of America	87289171	4 Jan 2017	35	Registered
Change Healthcare Operations, LLC	CHANGE HEALTHCARE	United States of America	87289176	4 Jan 2017	36	Registered
Change Healthcare Operations, LLC	CHANGE HEALTHCARE	United States of America	87289178	4 Jan 2017	38	Registered
Change Healthcare Operations, LLC	CHANGE HEALTHCARE	United States of America	87289180	4 Jan 2017	42	Registered
Change Healthcare Operations, LLC	CHANGE HEALTHCARE	United States of America	87289184	4 Jan 2017	44	Registered

Owner	Trademark	Country	Application No	Application Date	Int. Classes	Trademark Status
Change Healthcare Operations, LLC	CHANGE HEALTHCARE	Israel	294003	1 May 2017	9, 35, 36, 38, 42, 44	Registered
Change Healthcare Operations, LLC	CHANGE HEALTHCARE	Israel	294005	1 May 2017	9, 35, 36, 38, 42, 44	Registered
Change Healthcare Operations, LLC	CHANGE HEALTHCARE	New Zealand	1066633	11 May 2017	9, 35, 36, 38, 42, 44	Registered
Change Healthcare Operations, LLC	CHANGE HEALTHCARE	New Zealand	1066634	11 May 2017	9, 35, 36, 38, 42, 44	Registered
Change Healthcare Operations, LLC	CHANGE HEALTHCARE	EUTM	016741993	17 May 2017	9, 35, 36, 38, 42, 44	Registered
Change Healthcare Operations, LLC	CHANGE HEALTHCARE	EUTM	016742025	17 May 2017	9, 35, 36, 38, 42, 44	Registered
Change Healthcare Operations, LLC	Delta Device	EUTM	016742082	17 May 2017	9, 35, 36, 38, 42, 44	Registered
Change Healthcare Operations, LLC	CHANGE HEALTHCARE	United Kingdom	UK00003231836	17 May 2017	9, 35, 36, 38, 42, 44	Registered
Change Healthcare Operations, LLC		United Kingdom	UK00003231841	17 May 2017	9, 35, 36, 38, 42, 44	Registered
Change Healthcare Operations, LLC		Australia	1849339	2 Jun 2017	9, 35, 36, 38, 42, 44	Registered

Owner	Trademark	Country	Application No	Application Date	Int. Classes	Trademark Status
Change Healthcare Operations, LLC	CHANGEHEALTHCARE	Australia	1849340	2 Jun 2017	9, 35, 36, 38, 42, 44	Registered
Change Healthcare Operations, LLC	CHANGEHEALTHCARE	Philippines	4-2017-008632	5 Jun 2017	9, 35, 36, 38, 42, 44	Pending
Change Healthcare Operations, LLC	CHANGEHEALTHCARE	Philippines	4-2017-009241	15 Jun 2017	9, 35, 36, 38, 42, 44	Pending
Change Healthcare Operations, LLC		Philippines	4-2017-009242	15 Jun 2017	9, 35, 36, 38, 42, 44	Registered
Change Healthcare Operations, LLC		Singapore	40201718090Y	15 May 2017	9, 35, 36, 38, 42, 44	Registered
Change Healthcare Operations, LLC		Israel	295628	20 Jun 2017	9, 35, 36, 38, 42, 44	Registered
Change Healthcare Operations, LLC		Canada	1849183	25 Jul 2017	9, 35, 36, 38, 42, 44	Pending
Change Healthcare Operations, LLC		Canada	1849184	25 Jul 2017	9, 35, 36, 38, 42, 44	Pending
National Decision Support Company	NDSC Care Select	United States	86945417	03 Mar 2016	42	Registered
Change Healthcare Solutions, LLC	POKIDOK	United States	86717359	06 Aug 2015	9, 35, 36, 42	Registered

Owner	Trademark	Country	Application No	Application Date	Int. Classes	Trademark Status
Change Healthcare Solutions, LLC	POKIDOK	WIPO (IR)	1309178	05 Feb 2016	9, 35, 36, 42	Registered
Change Healthcare Solutions, LLC	POKIDOK	Canada	1766741	05 Feb 2016	9, 35, 36, 42	Pending
Change Healthcare Solutions, LLC	POKIDOK	China (WIPO Extension)	1309178	05 Feb 2016	9, 35, 36, 42	Registered
Change Healthcare Solutions, LLC	POKIDOK	EU	015079064	05 Feb 2016	9, 35, 36, 42	Registered
Change Healthcare Solutions, LLC	DOKCHAIN	EU	017052162	31 Jul 2017	38, 42	Registered
Change Healthcare Solutions, LLC	POKIDOK	India (WIPO Extension)	1309178	05 Feb 2016	9, 35, 36, 42	Registered
Change Healthcare Solutions, LLC	POKIDOK	Japan (WIPO Extension)	1309178	05 Feb 2016	9, 35, 36, 42	Registered
Integreat, LLC DBA Integreat Leadership	INTEGREAT	United States	87408627	12 Apr 2017	41	Registered
Change Healthcare Operations, LLC	INTERQUAL	United States	88705561	25 Nov 2019	9, 16, 35, 42, 44	Pending