

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	RELEASE BY SECURED PARTY

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Internet HealthCare Group, LLC		05/07/2004	LIMITED LIABILITY COMPANY: DELAWARE
Johnson & Johnson Development Corporation		05/07/2004	CORPORATION: NEW JERSEY
Prism Venture Principal Lenders III, L.P.		05/07/2004	LIMITED PARTNERSHIP: DELAWARE
Prism Venture Principal Lenders III-A, L.P.		05/07/2004	LIMITED PARTNERSHIP: DELAWARE

RECEIVING PARTY DATA

Name:	RealMed Corporation
Street Address:	510 East 96th Street, Suite 400
City:	Indianapolis
State/Country:	INDIANA
Postal Code:	46240
Entity Type:	CORPORATION: DELAWARE

Name:	RealMed L.P.
Street Address:	510 East 96th Street, Suite 400
City:	Indianapolis
State/Country:	INDIANA
Postal Code:	46240
Entity Type:	LIMITED PARTNERSHIP: INDIANA

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2471833	REALMED

CORRESPONDENCE DATA

900169576

**TRADEMARK
 REEL: 004262 FRAME: 0080**

OP \$40.00 2471833

Fax Number: (317)637-7561
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 317-634-3456
Email: tjcole@uspatent.com
Correspondent Name: Troy J. Cole
Address Line 1: 111 Monument Circle, Suite 3700
Address Line 4: Indianapolis, INDIANA 46204

ATTORNEY DOCKET NUMBER:	3425-23
NAME OF SUBMITTER:	Erica Clark
Signature:	/Erica Clark/
Date:	08/17/2010

Total Attachments: 29
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**AMENDMENT NUMBER 8 TO
SENIOR SECURED WORKING CAPITAL DEMAND LOAN AGREEMENT
AND EXERCISE OF CONVERSION RIGHT**

This Amendment Number 8 to Senior Secured Working Capital Demand Loan Agreement and Exercise of Conversion Right (this "Amendment"), dated as of May 7, 2004, is by and among RealMed Corporation, a Delaware corporation (the "Company"), RealMed, L.P., an Indiana limited partnership ("RealMed L.P.") and, together with RealMed, the "Borrower"), Internet HealthCare Group, L.L.C., a Delaware limited liability company ("IHCG"), Johnson & Johnson Development Corporation, a New Jersey corporation ("J&J Development"), and Prism Venture Principal Lenders III, L.P. and Prism Venture Principal Lenders III-A, L.P., both Delaware limited partnerships (collectively, "Prism" and, together with IHCG and J&J Development, the "Principal Lenders"), and the other Lenders party hereto.

Background Statement

WHEREAS, the Principal Lenders entered into that certain Senior Secured Working Capital Demand Loan Agreement, dated June 27, 2003, as amended, (the "Loan Agreement"), pursuant to which the Principal Lenders and certain other shareholders of the Company have contributed toward the making of a Loan to the Borrower.

WHEREAS, Section 1.4 of the Loan Agreement provides that any decisions relating to the Loan, including waivers, enforcement and amendments, may be made by Lenders holding Notes representing at least 85% of the Loan.

WHEREAS, the Principal Lenders and other Lenders party hereto collectively hold in excess of 85% of the Loan.

WHEREAS, the Principal Lenders and other Lenders party hereto desire to amend the Loan Agreement (i) to change the type of preferred stock of the Company into which the Loan may be converted pursuant to the Loan Agreement, and (ii) to delete certain provisions thereof regarding the mandatory conversion of the Loan into securities issued by the Company in a new financing.

WHEREAS, the Principal Lenders and other Lenders party hereto further desire to cause the conversion of the Loan into preferred stock of the Company as contemplated by the Loan Agreement, as amended pursuant hereto.

NOW, THEREFORE, for valuable consideration and intending to be legally bound hereby, the parties hereby agree as follows:

Statement of Agreement

1. Definitions. Capitalized terms used herein without definition shall have the terms given to them in the Loan Agreement.
2. Amendment to Definitions in Loan Agreement. There is hereby inserted into the Loan Agreement, between the definition of "Security Documents" and the definition of "Series C Preferred Shares," a new defined term, as follows:

"Series B Preferred Shares" means the Series B Preferred Shares of RealMed.

In addition, the parties agree that for purposes of the Seventh Closing, the definition of "New Lender" shall be deemed to include Candel & Partners, SA.

3. Amendment to Section 1.3(a) of the Loan Agreement. Section 1.3(a) of the Loan Agreement is hereby amended and restated in its entirety to read as follows:

(a) Lender's Option. At any time prior to repayment and subject to the Borrower obtaining any necessary shareholder votes and/or consents, Lenders holding eighty five percent (85%) of the amount owed on the Loan (including accrued interest) may convert the entire Loan, including all accrued interest, into Series B Preferred Shares at \$1.00 per share. Upon conversion, each Lender shall be entitled to all rights presently enjoyed by holders of Series B Preferred Shares.

4. Amendment to Section 1.3(b) of the Loan Agreement. Section 1.3(b) of the Loan Agreement is hereby deleted in its entirety. The remaining portions of Section 1.3 of the Loan Agreement shall retain their current numbering.

5. Amendment to Section 3.2.7 of Loan Agreement. The lead-in to Section 3.2.7 of the Loan Agreement is deleted and replaced with the following:

It is understood that the Note and any certificates representing shares into which the Note may be converted, may bear the following legend, or any other legend deemed by RealMed to be necessary or desirable.

6. Conversion of Loans. The Principal Lenders and other Lenders party hereto hereby elect, on behalf of all of the Lenders, to convert the entire Loan (including accrued interest) into Series B Preferred Shares pursuant to Section 1.3(a) of the Loan Agreement, as amended pursuant hereto, effective immediately upon the execution of this Amendment. Certificates representing the Series B Stock into which the Loan is hereby converted shall be issued to the Lenders as and when their Notes are tendered to the Company. No certificates or scrip representing less than one share of Series B Stock shall be issued in exchange for any Loans. In lieu of any such fractional share, each Lender who would otherwise have been entitled to a fraction of a share of Series B Stock shall be entitled to receive, upon the tender of all of the Notes representing all of such Person's share of the Loan, an amount equal to such fraction multiplied by \$1.00.

7. Waivers. On behalf of all of the Lenders, the Principal Lenders and other Lenders party hereto hereby (i) waive any and all Events of Default under the Loan Documents occurring prior to or existing as of the date hereof, and (ii) waive the application of any provisions of the Loan Documents triggered by any and all Events of Default or other events not constituting an Event of Default under the Loan Documents, including without limitation the provisions of Sections 4.5 and 4.6 of the Loan Agreement.

8. Termination of Loan Documents. Effective immediately upon the conversion of Loan under paragraph 6 above, the parties hereto hereby terminate the Loan Agreement and all associated documents, including, without limitation, each of the Loan Documents and the First Amended and Restated Intercreditor Agreement by and among the Principal Lenders, and each party to this Amendment hereby waives any and all rights accrued under such documents.

9. Execution. This Amendment may be executed in separate counterparts, each of which shall be deemed an original and all of which, when taken together, shall constitute one agreement. It is intended that each Lender will execute this Agreement, which for Lenders other than the Principal

Lenders shall be done via the execution of a Certification Page in the form attached hereto as Exhibit A. Notwithstanding the foregoing, to the extent permissible under applicable law and the Loan Agreement, this Amendment shall be binding on all of the Lenders, irrespective of whether each and every Lender executes this Agreement or such Certification Page.

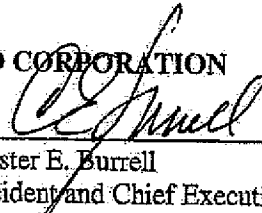
10. Further Assurances. At any time or from time to time after the closing, each party hereto shall cooperate with each other, and at the request of the other, execute and deliver any further instruments or documents and take all such further action as the other parties may reasonably request in order to evidence or give effect to the transactions contemplated hereby and to otherwise carry out the intent of the parties hereunder.

11. Related Transactions. The amendments to the Loan Agreement contemplated by Sections 2 through 5 hereof, the conversion of the Loan contemplated by Section 6 hereof, and the waivers contemplated by Section 7 hereof shall be void and of no force or effect if the merger of the Company with RealMed Acquisition Corporation contemplated by the Agreement of Merger, dated as of the date hereof, by and among the Company, RealMed Acquisition Corporation, the Principal Lenders and the other parties thereto, shall not be consummated within two business days after the date hereof.

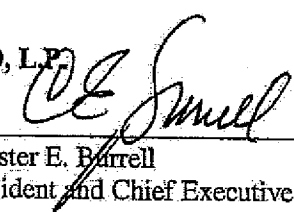
[Signatures on following pages.]

IN WITNESS WHEREOF, each of the parties hereto has executed this Amendment to Senior Secured Working Capital Demand Loan Agreement and Exercise of Conversion Right as of the date first set forth above.

REALMED CORPORATION

By: 
Name: Chester E. Burrell
Title: President and Chief Executive Officer

REALMED, L.P.

By: 
Name: Chester E. Burrell
Title: President and Chief Executive Officer

INTERNET HEALTHCARE GROUP, L.L.C

By: _____
Name: _____
Title: _____

JOHNSON & JOHNSON DEVELOPMENT CORPORATION

By: _____
Name: _____
Title: _____

PRISM VENTURE PARTNERS III, L.P.

By: Prism Investment Partners III, L.P.
its General Partner

By: Prism Venture Partners III, L.L.C.
its General Partner

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, each of the parties hereto has executed this Amendment to Senior Secured Working Capital Demand Loan Agreement and Exercise of Conversion Right as of the date first set forth above.


REALMED CORPORATION

By: _____
Name: _____
Title: _____

REALMED, L.P.

By: _____
Name: _____
Title: _____

INTERNET HEALTHCARE GROUP, L.L.C

By: 
Name: RENE LERNER
Title: PRESIDENT

JOHNSON & JOHNSON DEVELOPMENT CORPORATION

By: _____
Name: _____
Title: _____

PRISM VENTURE PARTNERS III, L.P.

By: Prism Investment Partners III, L.P.
its General Partner

By: Prism Venture Partners III, L.L.C.
its General Partner

By: _____
Name: _____
Title: _____

[Signatures continued on following page.]

IN WITNESS WHEREOF, each of the parties hereto has executed this Amendment to Senior Secured Working Capital Demand Loan Agreement and Exercise of Conversion Right as of the date first set forth above.

REALMED CORPORATION

By: _____
Name: _____
Title: _____

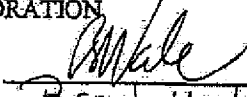
REALMED, L.P.

By: _____
Name: _____
Title: _____

INTERNET HEALTHCARE GROUP, L.L.C

By: _____
Name: _____
Title: _____

JOHNSON & JOHNSON DEVELOPMENT CORPORATION

By: 
Name: Brad Vale
Title: Vice President

PRISM VENTURE PARTNERS III, L.P.

By: Prism Investment Partners III, L.P.
its General Partner

By: Prism Venture Partners III, L.L.C.
its General Partner

By: _____
Name: _____
Title: _____

[Signatures continued on following page.]

IN WITNESS WHEREOF, each of the parties hereto has executed this Amendment to Senior Secured Working Capital Demand Loan Agreement and Exercise of Conversion Right as of the date first set forth above.

REALMED CORPORATION

By: _____
Name: _____
Title: _____

REALMED, L.P.

By: _____
Name: _____
Title: _____

INTERNET HEALTHCARE GROUP, L.L.C

By: _____
Name: _____
Title: _____


JOHNSON & JOHNSON DEVELOPMENT CORPORATION

By: _____
Name: _____
Title: _____

PRISM VENTURE PARTNERS III, L.P.

By: Prism Investment Partners III, L.P.
its General Partner

By: Prism Venture Partners III, L.L.C.
its General Partner

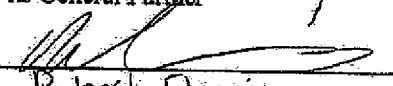
By: 
Name: Robert Fleming
Title: Managing Director

[Signatures continued on following page.]

PRISM VENTURE PARTNERS III-A, L.P.

By: Prism Investment Partners III, L.P.
its General Partner

By: Prism Venture Partners III, L.L.C.
its General Partner

By: 
Name: Robert Fleming
Title: Managing Director

OTHER LENDERS SHALL BECOME PARTIES
TO THIS AGREEMENT BY EXECUTING THE
CERTIFICATION PAGE ATTACHED HERETO
AS EXHIBIT A, WHICH PAGE SHALL BE
ATTACHED TO THIS AMENDMENT AND
CONSTITUTE A PART HEREOF.

EXHIBIT A

CERTIFICATION PAGE TO THE
AMENDMENT TO SENIOR SECURED WORKING CAPITAL DEMAND LOAN AGREEMENT
AND EXERCISE OF CONVERSION RIGHT

[certification page follows this page]

CERTIFICATION PAGE

AMENDMENT TO
SENIOR SECURED WORKING CAPITAL DEMAND LOAN AGREEMENT
AND EXERCISE OF CONVERSION RIGHT

REALMED CORPORATION
(a Delaware corporation)

By signing this Certification Page, the undersigned accepts and agrees to be a party to and bound by and perform all the terms and provisions of that certain Amendment to Senior Secured Working Capital Demand Loan Agreement and Exercise of Conversion Right, dated as of May __, 2004, as it may be amended from time to time.

Dated this 3rd day of May, 2004.

PLEASE SIGN BELOW IF AN INDIVIDUAL:

Printed Name: _____

PLEASE SIGN BELOW IF AN ENTITY:

Blue Cross And Blue Shield of NC
Name of Entity

By: Fredrich Goldwater
Name: FREDRICH GOLDWATER
Title: SVP

CERTIFICATION PAGE

**AMENDMENT TO
SENIOR SECURED WORKING CAPITAL DEMAND LOAN AGREEMENT
AND EXERCISE OF CONVERSION RIGHT**

REALMED CORPORATION
(a Delaware corporation)

By signing this Certification Page, the undersigned accepts and agrees to be a party to and bound by and perform all the terms and provisions of that certain Amendment to Senior Secured Working Capital Demand Loan Agreement and Exercise of Conversion Right, dated as of May __, 2004, as it may be amended from time to time.

Dated this 3rd day of May, 2004.

PLEASE SIGN BELOW IF AN INDIVIDUAL:

Printed Name: _____

PLEASE SIGN BELOW IF AN ENTITY:

Health Care Service Corporation,
a Mutual Legal Reserve Company
Name of Entity

By: Bradford A. Buxton
Name: Bradford A. Buxton
Title: Senior Vice President

CERTIFICATION PAGE

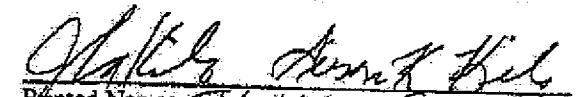
**AMENDMENT TO
SENIOR SECURED WORKING CAPITAL DEMAND LOAN AGREEMENT
AND EXERCISE OF CONVERSION RIGHT**

REALMED CORPORATION
(a Delaware corporation)

By signing this Certification Page, the undersigned accepts and agrees to be a party to and bound by and perform all the terms and provisions of that certain Amendment to Senior Secured Working Capital Demand Loan Agreement and Exercise of Conversion Right, dated as of May 5, 2004, as it may be amended from time to time.

Dated this 5th day of May, 2004.

PLEASE SIGN BELOW IF AN INDIVIDUAL:


Printed Name: Deborah Susan Kels

PLEASE SIGN BELOW IF AN ENTITY:

Name of Entity

By: _____

Name: _____

Title: _____

CERTIFICATION PAGE

**AMENDMENT TO
SENIOR SECURED WORKING CAPITAL DEMAND LOAN AGREEMENT
AND EXERCISE OF CONVERSION RIGHT**

REALMED CORPORATION
(a Delaware corporation)

By signing this Certification Page, the undersigned accepts and agrees to be a party to and bound by and perform all the terms and provisions of that certain Amendment to Senior Secured Working Capital Demand Loan Agreement and Exercise of Conversion Right, dated as of May 4, 2004, as it may be amended from time to time.

Dated this 4th day of MAY, 2004.

PLEASE SIGN BELOW IF AN INDIVIDUAL:



Printed Name: Philip Dulberger

PLEASE SIGN BELOW IF AN ENTITY:

Name of Entity

By: _____
Name: _____
Title: _____

FOR: SCOTT HERBST

CERTIFICATION PAGE


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SENIOR SECURED WORKING CAPITAL DEMAND LOAN AGREEMENT
AND EXERCISE OF CONVERSION RIGHT**

REALMED CORPORATION
(a Delaware corporation)

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Dated this 6th day of May 2004.

PLEASE SIGN BELOW IF AN INDIVIDUAL:


Printed Name: LEE D. GOUGE

PLEASE SIGN BELOW IF AN ENTITY:

Name of Entity

By: _____
Name: _____
Title: _____

CERTIFICATION PAGE


**AMENDMENT TO
SENIOR SECURED WORKING CAPITAL DEMAND LOAN AGREEMENT
AND EXERCISE OF CONVERSION RIGHT**

REALMED CORPORATION
(a Delaware corporation)

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Dated this 2 day of May, 2004.

PLEASE SIGN BELOW IF AN INDIVIDUAL:


Printed Name: Jeffrey B. Hellman
Peggy C. Hellman

PLEASE SIGN BELOW IF AN ENTITY:

Name of Entity

By: _____
Name: _____
Title: _____

CERTIFICATION PAGE

**AMENDMENT TO
SENIOR SECURED WORKING CAPITAL DEMAND LOAN AGREEMENT
AND EXERCISE OF CONVERSION RIGHT**

REALMED CORPORATION
(a Delaware corporation)

By signing this Certification Page, the undersigned accepts and agrees to be a party to and bound by and perform all the terms and provisions of that certain Amendment to Senior Secured Working Capital Demand Loan Agreement and Exercise of Conversion Right, dated as of May __, 2004, as it may be amended from time to time.

Dated this 3RD day of MAY, 2004.

PLEASE SIGN BELOW IF AN INDIVIDUAL:

Rodney E. Corson
Printed Name: RODNEY E. CORSON

PLEASE SIGN BELOW IF AN ENTITY:

Name of Entity

By: _____
Name: _____
Title: _____

CERTIFICATION PAGE

AMENDMENT TO
SENIOR SECURED WORKING CAPITAL DEMAND LOAN AGREEMENT
AND EXERCISE OF CONVERSION RIGHT

REALMED CORPORATION
(a Delaware corporation)

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Dated this 6 day of May, 2004.

PLEASE SIGN BELOW IF AN INDIVIDUAL:

Printed Name: _____

PLEASE SIGN BELOW IF AN ENTITY:

Carroll 2 Partners
Name of Entity

By: [Signature]
Name: ALAN GREEN
Title: CEO

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CERTIFICATION PAGE

**AMENDMENT TO
SENIOR SECURED WORKING CAPITAL DEMAND LOAN AGREEMENT
AND EXERCISE OF CONVERSION RIGHT**

REALMED CORPORATION
(a Delaware corporation)

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Dated this _____ day of _____, 2004.

PLEASE SIGN BELOW IF AN INDIVIDUAL:


Printed Name: A. B. [unclear]

PLEASE SIGN BELOW IF AN ENTITY:

Name of Entity _____

By: _____
Name: _____
Title: _____

CERTIFICATION PAGE

AMENDMENT TO
SENIOR SECURED WORKING CAPITAL DEMAND LOAN AGREEMENT
AND EXERCISE OF CONVERSION RIGHT

REALMED CORPORATION
(a Delaware corporation)

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Dated this _____ day of _____, 2004.

PLEASE SIGN BELOW IF AN INDIVIDUAL:


Printed Name: Michael Ziegler

PLEASE SIGN BELOW IF AN ENTITY:

Name of Entity

By: _____
Name: _____
Title: _____

CERTIFICATION PAGE

AMENDMENT TO
SENIOR SECURED WORKING-CAPITAL DEMAND LOAN AGREEMENT
AND EXERCISE OF CONVERSION RIGHT

REALMED CORPORATION
(a Delaware corporation)

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Dated this 4 day of May, 2004.

PLEASE SIGN BELOW IF AN INDIVIDUAL:

Richard Boyd + Jerree Boyd
Printed Name: Richard Boyd & Jerree Boyd

PLEASE SIGN BELOW IF AN ENTITY:

Name of Entity

By: _____
Name: _____
Title: _____

CERTIFICATION PAGE


AMENDMENT TO
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AND EXERCISE OF CONVERSION RIGHT

REALMED CORPORATION
(a Delaware corporation)

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Dated this _____ day of _____, 2004.

PLEASE SIGN BELOW IF AN INDIVIDUAL:


Printed Name: LISA JACKSON

PLEASE SIGN BELOW IF AN ENTITY:

Name of Entity

By: _____
Name: _____
Title: _____

CERTIFICATION PAGE

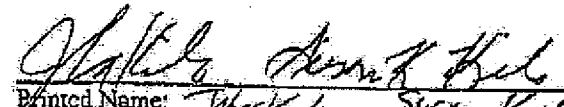
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REALMED CORPORATION
(a Delaware corporation)

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Dated this 5th day of May, 2004.

PLEASE SIGN BELOW IF AN INDIVIDUAL:


Printed Name: Deborah L. Susan Kub

PLEASE SIGN BELOW IF AN ENTITY:

Name of Entity

By: _____
Name: _____
Title: _____

CERTIFICATION PAGE


AMENDMENT TO
SENIOR SECURED WORKING CAPITAL DEMAND LOAN AGREEMENT
AND EXERCISE OF CONVERSION RIGHT

REALMED CORPORATION
(a Delaware corporation)

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Dated this _____ day of _____, 2004.

PLEASE SIGN BELOW IF AN INDIVIDUAL:



Printed Name: THOMAS J. LAIRD

PLEASE SIGN BELOW IF AN ENTITY:

Name of Entity

By: _____

Name: _____

Title: _____

CERTIFICATION PAGE

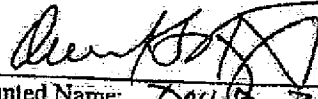
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REALMED CORPORATION
(a Delaware corporation)

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Dated this 3rd day of May, 2004.

PLEASE SIGN BELOW IF AN INDIVIDUAL:



Printed Name: DAVID B. NEITZEL

PLEASE SIGN BELOW IF AN ENTITY:

Name of Entity

By: _____
Name: _____
Title: _____

CERTIFICATION PAGE

**AMENDMENT TO
SENIOR SECURED WORKING CAPITAL DEMAND LOAN AGREEMENT
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REALMED CORPORATION
(a Delaware corporation)

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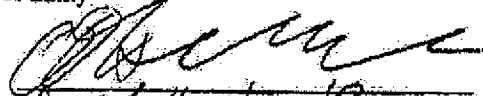
Dated this 6 day of May, 2004.

PLEASE SIGN BELOW IF AN INDIVIDUAL:

Printed Name: _____

Common Equity Group Fund II, LP
PLEASE SIGN BELOW IF AN ENTITY:

Common Equity Group Fund II, LP
Name of Entity _____

By: 
Name: David Heigbarle
Title: President

Error! Unknown document property name.

CERTIFICATION PAGE

**AMENDMENT TO
SENIOR SECURED WORKING CAPITAL DEMAND LOAN AGREEMENT
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REALMED CORPORATION
(a Delaware corporation)

By signing this Certification Page, the undersigned accepts and agrees to be a party to and bound by and perform all the terms and provisions of that certain Amendment to Senior Secured Working Capital Demand Loan Agreement and Exercise of Conversion Right, dated as of May __, 2004, as it may be amended from time to time.

Dated this 4th day of May, 2004.

PLEASE SIGN BELOW IF AN INDIVIDUAL:

C. J. Saunders
Printed Name: CAOJ SAUNDERS

PLEASE SIGN BELOW IF AN ENTITY:

Name of Entity

By: _____
Name: _____
Title: _____

CERTIFICATION PAGE

**AMENDMENT TO
SENIOR SECURED WORKING CAPITAL DEMAND LOAN AGREEMENT
AND EXERCISE OF CONVERSION RIGHT**

REALMED CORPORATION
(a Delaware corporation)

By signing this Certification Page, the undersigned accepts and agrees to be a party to and bound by and perform all the terms and provisions of that certain Amendment to Senior Secured Working Capital Demand Loan Agreement and Exercise of Conversion Right, dated as of May __, 2004, as it may be amended from time to time.

Dated this 4th day of May, 2004.

PLEASE SIGN BELOW IF AN INDIVIDUAL:

Jeffrey A. Saunders
Printed Name: Jeffrey A. Saunders

PLEASE SIGN BELOW IF AN ENTITY:

Name of Entity

By: _____
Name: _____
Title: _____

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CERTIFICATION PAGE

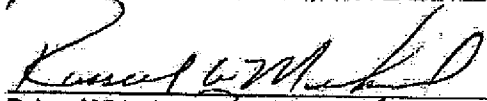
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Dated this 4th day of May, 2004.

PLEASE SIGN BELOW IF AN INDIVIDUAL:


Printed Name: Russell W. Mitchell

PLEASE SIGN BELOW IF AN ENTITY:

Name of Entity

By: _____
Name: _____
Title: _____

CERTIFICATION PAGE

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Dated this _____ day of _____, 2004.

PLEASE SIGN BELOW IF AN INDIVIDUAL:


Printed Name: Susan Adams Michael

PLEASE SIGN BELOW IF AN ENTITY:

Name of Entity

By: _____

Name: _____

Title: _____

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