

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Intellectual Property Release and Reassignment (Initial filing:16016/200; Assignment 22757/906)
CONVEYING PARTY DATA	
Name	Execution Date
General Electric Capital Corporation, as Collateral Agent	04/02/2012
RECEIVING PARTY DATA	
Name:	SHPS, Inc.
Street Address:	9200 Shelbyville Road, 7th Floor
City:	Louisville
State/Country:	KENTUCKY
Postal Code:	40222
Name:	SHPS Holdings, Inc.
Street Address:	9200 Shelbyville Road, 7th Floor
City:	Louisville
State/Country:	KENTUCKY
Postal Code:	40222
Name:	SHPS Human Resource Solutions, Inc.
Street Address:	9200 Shelbyville Road, 7th Floor
City:	Louisville
State/Country:	KENTUCKY
Postal Code:	40222
Name:	Carewise Health, Inc. (fka SHPS Health Management Solutions, Inc.)
Street Address:	9200 Shelbyville Road, 7th Floor
City:	Louisville
State/Country:	KENTUCKY
Postal Code:	40222
Name:	Landacorp, Inc. (successor by merger to Promedex, Inc.)

Street Address:	9200 Shelbyville Road, 7th Floor
City:	Louisville
State/Country:	KENTUCKY
Postal Code:	40222

PROPERTY NUMBERS Total: 1

Property Type	Number
Patent Number:	6067522

CORRESPONDENCE DATA

Fax Number: 3125774565
 Phone: 312-577-8265
 Email: kristin.brozovic@kattenlaw.com
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
 Correspondent Name: Kristin Brozovic c/o Katten Muchin
 Address Line 1: 525 West Monroe Street
 Address Line 4: Chicago, ILLINOIS 60661

ATTORNEY DOCKET NUMBER:	332658-4
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NAME OF SUBMITTER:	Kristin Brozovic
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Total Attachments: 9
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INTELLECTUAL PROPERTY RELEASE AND REASSIGNMENT

THIS INTELLECTUAL PROPERTY RELEASE AND REASSIGNMENT is made as of April 2, 2012, by GENERAL ELECTRIC CAPITAL CORPORATION, as Collateral Agent for the Lenders ("**GECC**").

WITNESSETH:

WHEREAS, JPMORGAN CHASE BANK, N.A. ("**JPMorgan**"), SHPS HOLDINGS, INC., a Delaware corporation, SHPS, INC., a Delaware corporation, SHPS HUMAN RESOURCE SOLUTIONS, INC., a Kentucky corporation, CAREWISE HEALTH, INC., a Delaware corporation, fka SHPS HEALTH MANAGEMENT SOLUTIONS, INC., LANDACORP, INC. (successor by merger to Promedex, Inc.), a Delaware corporation (collectively, the "**Grantors**"), were parties to that certain that certain Guarantee and Collateral Agreement dated as of October 27, 2004 (as amended, restated, reaffirmed, supplemented or otherwise modified from time to time, the "**Guarantee and Collateral Agreement**"), pursuant to which Grantors granted a security interest to JPMorgan in certain Patent, Trademark and Copyright Collateral (as defined below) as security for certain obligations owing by Grantors to JPMorgan, including the Trademarks (as defined below) set forth on Schedule A, the Patents (as defined below) set forth on Schedule B and the Copyrights (as defined below) set forth on Schedule C hereto;

WHEREAS JPMorgan, GECC and Grantors entered into that certain Notice of Change of Collateral Agent- Patent and Trademark Security Agreement, dated as of May 28, 2009 (as amended, restated, supplemented or otherwise modified from time to time, the "**Assignment Agreement**") pursuant to which JPMorgan resigned as Collateral Agent and assigned all of its rights, powers, privileges and duties as Collateral Agent to GECC;

WHEREAS JPMorgan, GECC and Grantors entered into that certain Notice of Change of Collateral Agent- Copyright Security Agreement, dated as of May 28, 2009 (as amended, restated, supplemented or otherwise modified from time to time, the "**Copyright Assignment Agreement**") pursuant to which JPMorgan resigned as Collateral Agent and assigned all of its rights, powers, privileges and duties as Collateral Agent to GECC;

WHEREAS, the Guarantee and Collateral Agreement was recorded by the Trademark Division of the United States Patent and Trademark Office on (i) November 26, 2004, at Reel 3085 and Frame 0242, (ii) November 26, 2004, at Reel 3084 and Frame 0825, (iii) November 26, 2004, at Reel 3085 and Frame 00001, (iv) November 26, 2004, at Reel 3085 and Frame 0440, (v) November 26, 2004, at Reel 3085 and Frame 0341, (vi) November 26, 2004, at Reel 3085 and Frame 0140 and (vii) November 1, 2005, at Reel 3185 and Frame 331;

WHEREAS, the Assignment Agreement was recorded by the Trademark Division of the United States Patent and Trademark Office on June 1, 2009, at Reel 3997, Frame 0185;

WHEREAS, the Guarantee and Collateral Agreement was recorded in the Patent Division of the United States Patent and Trademark Office, on November 26, 2004, at Reel 016016 and Frame 0200;

WHEREAS, the Assignment Agreement was recorded by the Patent Division of the United States Patent and Trademark Office on June 1, 2009, at Reel 22757, Frame 0906;

WHEREAS, the Guarantee and Collateral Agreement was recorded in the United States Copyright Office on November 26, 2004, in Volume 3519, Page 926;

WHEREAS, the Copyright Assignment Agreement was recorded in the United States Copyright Office on June 10, 2009, at Volume 3577, Document 566;

WHEREAS, Grantor has requested that GECC release its security interest in the Patents, Trademark and Copyright Collateral and reassign the same to Grantors.

NOW THEREFORE, for good and valuable consideration, receipt and sufficiency of which are hereby acknowledged:

1. GECC hereby releases its security interest in all of Grantors' right, title and interest in and to the following (collectively the **"Patent, Trademark and Copyright Collateral"**):

(a) all letters patent of the United States or any other country, all registrations and recording thereof, and all applications for letters patent of the United States or any other country, including registrations, recordings and pending applications in the United States Patent and Trademark Office or any similar offices in any other country, including those listed on Schedule B attached hereto (the "Patents");

(b) all reissues, continuations, divisions, continuations-in-part, renewals or extensions of the Patents, and the inventions disclosed or claimed in the Patents, including the right to make, use and/or sell the inventions disclosed or claimed in the Patents;

(c) all trademarks, service marks, trade names, corporate names, company names, business names, fictitious business names, trade styles, trade dress, logos, other source or business identifiers, designs and general intangibles of like nature, now existing or hereafter adopted or acquired, all registrations and recordings thereof, and all registration and recording applications filed in connection therewith, including registrations and

registration applications in the United States Patent and Trademark Office or any similar offices in any State of the United States or any other country or any political subdivision thereof, and all extensions or renewals thereof, including those listed on Schedule A attached hereto (the "Trademarks");

(d) all goodwill associated with or symbolized by the Trademarks;
and

(e) all other assets, rights and interests that uniquely reflect or embody such goodwill.

(f) all copyright rights in any work subject to the copyright laws of the United States or any other country, whether as author, assignee, transferee or otherwise, and all registrations and applications for registration of any such copyright in the United States or any other country, including registrations, recordings, supplemental registrations and pending applications for registration in the United States Copyright Office, including those listed on Schedule C attached hereto (the "Copyrights").

2. GECC hereby reassigns, grants and conveys to Grantors, without any representation, recourse or undertaking by GECC, all of GECC's right, title and interest in and to the Patent, Trademark and Copyright Collateral.

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[Signature Page Follows]*

IN WITNESS WHEREOF, Collateral Agent has caused this Release and Reassignment of Intellectual Property to be executed as of the day and year first above written.

**GENERAL ELECTRIC CAPITAL
CORPORATION., as Collateral Agent**

By: 

Name: Peter B. Zone

Title: Duly Authorized Signatory

SCHEDULE A

REGISTERED TRADEMARKS

Mark	Registration Number	Registration Date
LIVINGWISE	2023281	12/17/96
BABYWISE	2012144	10/29/96
CAREWISE	3357100	12/18/07
CAREWISE	1574030	12/26/89
CAREWISE LOGO	2805695	1/13/04
BEN-NET	3119101	7/25/06
EBENX	2723906	6/10/03
EBENX WEBINQUIRY	2721087	6/3/03
EBENX WEBREMIT	2721088	6/3/03
FOR THE HEALTH AND WELFARE OF YOUR BUSINESS	2719169	5/27/03
HEALTHVIEWS	2940284	4/12/05
LANDACORP	2193444	10/6/98
MANAGING FOR TOMORROW	2372279	8/1/00
MAXMC	2687735	2/18/03
MAXSYS	2548779	3/19/02
NETCARE	2657486	12/10/02
PEOPLETECHNOLOGY	2705082	4/8/03
SHPS	2388299	9/19/00
SHPS	2451339	5/15/01
SHPS and Design	2517784	12/11/01
CAREREVIEW	1411602	9/30/86
WEBELECT	2196935	10/20/98
Design Only	3211085	1/25/00
SMOKE-FREE TOMORROW & Design	2393132	10/10/00
CARESUPPORT	2023280	12/17/96
SHPS	2449548	5/8/01

SCHEDULE B

REGISTERED PATENTS

Description	Patent No.	Date of Issuance	Application No.	Application Date
Health and Welfare Benefit Enrollment and Billing System and Method	6067522	5/23/00	08609478	3/1/96

PATENT APPLICATIONS

None

SCHEDULE C

COPYRIGHTS

Title	Registration Number	Registration Date
CareReview version 2.0 patient certification and coordinated care modules	TX4016396	5/1/95
NHS- CareReview 2.0 Program	TX4032984	5/3/95
CareReview 2.0 coordinated care module: reference guide	TX4049856	5/8/95
Physician developed criteria	TX4050235	5/1/95
CareReview 2.0 reference guide	TX4050837	5/2/95
NHS- CareReview 2.0 reference guide for the coordinated care module	TX4110739	10/10/95
NHS- CareReview 2.0 program	TX4110740	10/10/95
NHS- CareReview 2.0 reference guide	TX4110741	10/10/95

Title	Registration Number	Registration Date
NHS- technical reference manual	TX4110742	10/10/95
X-Act	TX4180023	6/11/99
Job control system: JCS	TX4180222	6/11/99
N.H.S. CareReview occupational medical management module	TX4298917	5/14/96
BEN-NET- Computer program	TX4387185	5/21/96
PLS PPO locator system manual	TX4415885	11/20/96
CareReview version 2.0	TX4415886	11/20/96
PPO locator systems (PLSDAL)	TX4511000	11/20/96
Physician developed criteria	TX4786433	6/1/98

Title	Registration Number	Registration Date
Maxsys II	TX4893505	6/10/99
PC Rate	TXu397906	12/15/89
CYMON IVF/GIFT	TXu398199	12/19/89
CareWise Guide: Self Care from Head to Toe	TX4138942	9/25/95