

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Grant of Security Interest

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Magellan Health Services, Inc.		04/30/2008	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Deutsche Bank AG
Street Address:	60 Wall Street
City:	New York
State/Country:	NEW YORK
Postal Code:	10005
Entity Type:	Collateral Agent:

PROPERTY NUMBERS Total: 12

Property Type	Number	Word Mark
Serial Number:	78680630	MAGELLAN ENHANCED
Serial Number:	78637639	LIVING HEALTHY CHOOSING WELL
Serial Number:	78700033	LIVING HEALTHY BEING WELL
Serial Number:	78700032	LIVING HEALTHY BEING WELL
Serial Number:	77300251	NAVIGO
Registration Number:	2885788	TRUSTED SOLUTIONS TO LIFE'S CHALLENGES
Registration Number:	2777230	LIVING HEALTHY WORKING WELL
Registration Number:	2517926	
Registration Number:	2426114	MAGELLAN BEHAVIORAL HEALTH
Registration Number:	2252289	MAGELLAN HEALTH SERVICES
Registration Number:	3056887	MAGELLAN HEALTH SERVICES
Registration Number:	3227013	MAGELLAN CONDITION CARE MANAGEMENT

CORRESPONDENCE DATA

CH \$315.00 78680630

Fax Number: (212)354-8113
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 212-819-8200
Email: trademarkdocket@whitecase.com
Correspondent Name: Matthew Bart
Address Line 1: White & Case LLP
Address Line 2: 1155 Avenue of the Americas
Address Line 4: New York, NEW YORK 10036

ATTORNEY DOCKET NUMBER:	1111779-1892
NAME OF SUBMITTER:	Matthew Bart
Signature:	/Matthew Bart/
Date:	06/11/2008

Total Attachments: 6
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**GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS**

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, MAGELLAN HEALTH SERVICES, INC., a Delaware corporation (the "Grantor") with principal offices at 55 Nod Road, Avon, CT 06001, hereby grants to Deutsche Bank AG, as Collateral Agent, with principal offices at 60 Wall Street, New York, NY 10005 (the "Grantee"), a security interest in (i) all of the Grantor's right, title and interest in and to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT is made to secure the satisfactory performance and payment of all the Obligations of the Grantor, as such term is defined in the Security Agreement among the Grantor, the other assignors from time to time party thereto and the Grantee, dated as of April 30, 2008 (as amended, modified, restated and/or supplemented from time to time, the "Security Agreement"). Upon the occurrence of the Termination Date (as defined in the Security Agreement), the Grantee shall execute, acknowledge, and deliver to the Grantor an instrument in writing releasing the security interest in the Marks acquired under this Grant.


This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this

Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

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IN WITNESS WHEREOF, the undersigned have executed this Grant as of the
30th day of April, 2008.

MAGELLAN HEALTH SERVICES, INC.,
as Grantor

By: 
Name:
Title:


Magellan Health Services TM Grant

NEWYORK 6594512 (2K)

TRADEMARK
REEL: 003794 FRAME: 0388

DEUTSCHE BANK AG,
as Collateral Agent and Grantee

By: 
Name: **Anthony F. Calabrese**
Title: **Director**

By: 
Name: **Robert Qualtrick**
Assistant Vice President

Magellan Health Services THX Grant

NEW YORK 6294513 (2K)

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TRADEMARK
REEL: 003794 FRAME: 0389

1. Applications

MARK	REG NO.	REG. DATE
MAGELLAN ENHANCEDMED (Stylized)	78/680,630	7/28/2005
LIVING HEALTHY, CHOOSING WELL	78/637,639	5/26/2005
LIVING HEALTHY BEING WELL	78/700,033	8/25/2005
LIVING HEALTHY BEING WELL	78/700,032	8/25/2005
NAVIGO	77/300,251	10/10/2007

2. Registrations

MARK	REG NO.	REG. DATE
TRUSTED SOLUTIONS TO LIFE'S CHALLENGES	2,885,788	9/21/2004
LIVING HEALTHY WORKING WELL	2,777,230	10/28/2003
DESIGN ONLY	2,517,926	12/11/2001
MAGELLAN BEHAVIORAL HEALTH	2,426,114	2/6/2001
MAGELLAN HEALTH SERVICES	2,252,289	6/15/1999

MAGELLAN HEALTH SERVICES and DESIGN	3,056,887	02/07/2006
MAGELLAN CONDITION CARE MANAGEMENT	3,227,013	4/10/2007