

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
America Service Group Inc., a Delaware Corporation		06/03/2011	CORPORATION: DELAWARE
Prison Health Services, Inc., a Delaware corporation		06/03/2011	CORPORATION: DELAWARE
Correctional Medical Services, Inc., a Missouri corporation		06/03/2011	CORPORATION: MISSOURI
PharmaCorr, LLC, a Delaware corporation		06/03/2011	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Barclays Bank PLC, as Administrative Agent
Street Address:	745 7th Avenue, 26th Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10119
Entity Type:	Banking: UNITED KINGDOM

PROPERTY NUMBERS Total: 15

Property Type	Number	Word Mark
Registration Number:	2931641	PHARMACORR
Registration Number:	2878412	AMERICA SERVICE GROUP
Registration Number:	2878396	AMERICA SERVICE GROUP INC.
Registration Number:	3952279	AMERICA SERVICE GROUP
Registration Number:	3094691	CORRECTIONAL HEALTH SERVICES
Registration Number:	3019475	CORRECTIONAL HEALTH SERVICES
Registration Number:	3390866	PHS
Registration Number:	3416778	PHS PRISON HEALTH SERVICES, INC.
Registration Number:	2734569	PRISON HEALTH SERVICES, INC.

OP \$390.00 2931641

Registration Number:	3912418	PHS CORRECTIONAL HEALTHCARE
Registration Number:	3912417	PHS CORRECTIONAL HEALTHCARE
Registration Number:	3668329	CATAL ST TRANSFORMING CARE
Registration Number:	3671649	CATALYST
Registration Number:	3671651	CATALYST
Registration Number:	3912419	PHS

CORRESPONDENCE DATA

Fax Number: (800)516-6304
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 614-280-3566
Email: james.murray@wolterskluwer.com
Correspondent Name: James Murray
Address Line 1: 4400 Easton Commons Way, Suite 125
Address Line 2: CT Lien Solutions
Address Line 4: Columbus, OHIO 43219

NAME OF SUBMITTER:	Robin Riley
Signature:	/Robin Riley/
Date:	06/10/2011

Total Attachments: 7
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TRADEMARK SECURITY AGREEMENT

Trademark Security Agreement, dated as of June 3, 2011, by America Service Group Inc., Prison Health Services, Inc., Correctional Health Services, LLC and PharmaCorr, LLC (individually, a "Pledgor", and, collectively, the "Pledgors"), in favor of BARCLAYS BANK PLC, in its capacity as administrative agent pursuant to the Credit Agreement (in such capacity, the "Administrative Agent").

WITNESSETH:

WHEREAS, the Pledgors are party to a Security Agreement of even date herewith (as amended, amended and restated, supplemented or otherwise modified from time to time, the "Security Agreement") in favor of the Administrative Agent pursuant to which the Pledgors are required to execute and deliver this Trademark Security Agreement;

NOW, THEREFORE, in consideration of the premises and to induce the Administrative Agent, for the benefit of the Secured Parties, to enter into the Credit Agreement, the Pledgors hereby agree with the Administrative 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 Pledgor hereby pledges and grants to the Administrative 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 Pledged Collateral of such Pledgor:

- (a) Trademarks of such Pledgor listed on Schedule I attached hereto;
- (b) all Goodwill associated with such Trademarks; and
- (c) all Proceeds of any and all of the foregoing (other than Excluded Property).

SECTION 3. Security Agreement. The security interest granted pursuant to this Trademark Security Agreement is granted in conjunction with the security interest granted to the Administrative Agent pursuant to the Security Agreement and Pledgors hereby acknowledge and affirm that the rights and remedies of the Administrative Agent with respect to the security interest in the Trademarks made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein. 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 payment in full of the Obligations (other than contingent indemnification obligations for which no claim has been made) and termination

of the Security Agreement, the Administrative Agent shall promptly execute, acknowledge, and deliver to the Pledgors an instrument in writing reasonably acceptable to Pledgors and in recordable form releasing the collateral pledge, grant, assignment, lien 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, and any party hereto may execute this Trademark Security Agreement by signing and delivering one or more counterparts.

SECTION 6. Governing Law. This Trademark Security Agreement and the transactions contemplated hereby, and all disputes between the parties under or relating to this Trademark Security Agreement or the facts or circumstances leading to its execution, whether in contract, tort or otherwise, shall be construed in accordance with and governed by the laws (including statutes of limitation) of the State of New York, without regard to conflicts of law principles that would require the application of the laws of another jurisdiction.

[signature page follows]

[Signature Page to Trademark Security Agreement]

TRADEMARK
REEL: 004559 FRAME: 0296

IN WITNESS WHEREOF, each Pledgor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

Very truly yours,

AMERICA SERVICE GROUP INC.

By: 

Name: Todd G. Sparlin

Title: Vice President of Finance

PRISON HEALTH SERVICES, INC.

By: 

Name: Todd G. Sparlin

Title: Vice President of Finance

CORRECTIONAL HEALTH SERVICES,
LLC

By: _____

Name: Gale Gargiulo

Title: Chief Operating Officer, Division Vice
President and Secretary

PHARMACORR, LLC, as pledgor

By: 

Name: Todd G. Sparlin

Title: Vice President of Finance and Treasurer

[Signature Page to Trademark Security Agreement]

IN WITNESS WHEREOF, each Pledgor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

Very truly yours,


AMERICA SERVICE GROUP INC.

By: _____
Name: Todd G. Sparlin
Title: Vice President of Finance

PRISON HEALTH SERVICES, INC.

By: _____
Name: Todd G. Sparlin
Title: Vice President of Finance

CORRECTIONAL HEALTH SERVICES,
LLC

By: 
Name: Gale Gargiulo
Title: Chief Operating Officer, Division Vice
President and Secretary


PHARMACORR, LLC, as pledgor

By: _____
Name: Todd G. Sparlin
Title: Vice President of Finance and Treasurer

[Signature Page to Trademark Security Agreement]

Accepted and Agreed:

BARCLAYS BANK PLC,
as Administrative Agent

By: 

Name:

Ann E. Sutton

Title:

Director

[Signature Page to Trademark Security Agreement]

TRADEMARK
REEL: 004559 FRAME: 0299

SCHEDULE I
to
TRADEMARK SECURITY AGREEMENT
TRADEMARK REGISTRATIONS AND TRADEMARK APPLICATIONS

Trademark Registrations:

OWNER	REGISTRATION NUMBER	TRADEMARK
PharmaCorr, LLC	RN: 2,931,641	PharmaCorr
America Service Group Inc.	RN: 2,878,412	AMERICA SERVICE GROUP & DESIGN (Original)
America Service Group Inc.	RN: 2,878,396	AMERICA SERVICE GROUP (word mark)
America Service Group Inc.	RN: 3,952,279	AMERICA SERVICE GROUP & DESIGN (2010)
Correctional Health Services, LLC	RN: 3,094,691	CORRECTIONAL HEALTH SERVICES & DESIGN
Correctional Health Services, LLC	RN: 3,019,475	CORRECTIONAL HEALTH SERVICES (word mark)
Prison Health Services, Inc.	RN: 3,390,866	PHS & design only (Original)
Prison Health Services, Inc.	RN: 3,416,778	PHS PRISON HEALTH SERVICES, INC. & DESIGN
Prison Health Services, Inc.	RN: 2,734,569	PHS CORRECTIONAL HEALTHCARE (word mark)
Prison Health Services, Inc.	RN: 3,912,418	CORRECTIONAL HEALTHCARE (Word/Design-Horizontal)
Prison Health Services, Inc.	RN: 3,912,417	CORRECTIONAL HEALTHCARE (Word/Design-Vertical)
Prison Health Services, Inc.	RN: 3,668,329	CATALYST Transforming Care w/ stethoscope (Trademark)
Prison Health Services, Inc.	RN: 3,671,649	CATALYST w/stethoscope (Trademark)
Prison Health Services, Inc.	RN: 3,671,651	CATALYST (word mark)
Prison Health Services, Inc.	RN: 3,912,419	PHS & design only (2010)

Trademark Applications:

OWNER	APPLICATION NUMBER	TRADEMARK