

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME

<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Catamaran Inc.	FORMERLY SXC Health Solutions, Inc.	12/04/2012	CORPORATION: TEXAS

<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	Catamaran LLC
<b>Street Address:</b>	2441 Warrenville Road
<b>Internal Address:</b>	Suite 610
<b>City:</b>	Lisle
<b>State/Country:</b>	ILLINOIS
<b>Postal Code:</b>	60532-3642
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: TEXAS

PROPERTY NUMBERS Total: 35

Property Type	Number	Word Mark
Serial Number:	86064366	A HANDS ON APPROACH...TO PERSONALIZED CA
Serial Number:	85654690	C CATAMARAN STAY WELL AHEAD
Serial Number:	85962944	THE CATAMARAN DIFFERENCE
Serial Number:	85957985	A HANDS-ON APPROACH TO PERSONALIZED CARE
Serial Number:	85214221	RXBUILDER
Serial Number:	85669484	BRIOVA RX
Serial Number:	85654724	C
Serial Number:	85669459	BRIOVA
Serial Number:	85978290	CATAMARAN
Serial Number:	85625926	CATAMARAN
Serial Number:	85654697	C CATAMARAN
Serial Number:	85979288	C CATAMARAN
Serial Number:	85979287	C CATAMARAN

CH \$890.00 86064366

Serial Number:	85654663	C CATAMARAN
Serial Number:	85654706	C CATAMARAN STAY WELL AHEAD
Serial Number:	85762341	CATAMARAN HOME DELIVERY
Serial Number:	85037488	RXTRACK
Serial Number:	85321952	ASCEND SPECIALTY
Serial Number:	85037466	RXCLAIM SUITE
Serial Number:	85037476	RXCLAIM SUITE
Serial Number:	85037461	RXCLAIM
Serial Number:	85605363	ASCEND
Serial Number:	85108284	RXPARALLEL
Serial Number:	85037865	SXC HEALTH SOLUTIONS CORP.
Serial Number:	85037482	RXSERVER
Serial Number:	85037449	HEALTHCARE IT GROUP OUR SOLUTIONS DRIVE
Serial Number:	85010747	OUR SOLUTIONS DRIVE YOUR SUCCESS
Serial Number:	85007438	MOVE AHEAD
Serial Number:	77832189	SXC, THE TECHNOLOGY-ENABLED PBM
Serial Number:	76176986	RXTRACK
Serial Number:	76081764	RXMAX
Serial Number:	74177915	RXCLAIM
Serial Number:	74335180	RXCLAIM
Serial Number:	74308616	RXSERVER
Serial Number:	73531173	RX EXPRESS

**CORRESPONDENCE DATA**

Fax Number: 3129774405  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*  
Phone: 3129774400  
Email: ipdocket@uhlaw.com, bsugar@uhlaw.com  
Correspondent Name: Bryan P. Sugar c/o Ungaretti & Harris  
Address Line 1: 70 West Madison Street  
Address Line 2: Suite 3500, Attn.: IP TM Docket  
Address Line 4: Chicago, ILLINOIS 60602-4224

ATTORNEY DOCKET NUMBER:	1003452-0004
NAME OF SUBMITTER:	Bryan P. Sugar
Signature:	/Bryan P. Sugar/

10/24/2013

**Total Attachments: 10**

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## Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the attached is a true and correct copy of each document on file in this office as described below:

Catamaran LLC  
Filing Number: 801694009

Certificate of Conversion

December 04, 2012

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on April 01, 2013.



A handwritten signature in black ink, appearing to read "John Steen".

John Steen  
Secretary of State

Form 632  
(Revised 05/11)

Return in duplicate to:  
Secretary of State  
P.O. Box 13697  
Austin, TX 78711-3697  
512 463-5555  
FAX: 512 463-5709

Filing Fee: See instructions



This space reserved for office use.

FILED  
In the Office of the  
Secretary of State of Texas

DEC 04 2012

Corporations Section

**Certificate of Conversion  
of a  
Corporation Converting  
to a  
Limited Liability Company**

**Converting Entity Information**

The name of the converting corporation is:

Catamaran Inc.

The jurisdiction of formation of the corporation is: Texas

The date of formation of the corporation is: January 25, 1995

The file number, if any, issued to the corporation by the secretary of state, is: 0134219900

**Plan of Conversion—Alternative Statements**

The corporation named above is converting to a limited liability company. The name of the limited liability company is:

Catamaran LLC

The limited liability company will be formed under the laws of: Texas

The plan of conversion is attached.

*If the plan of conversion is not attached, the following statements must be completed.*

Instead of attaching the plan of conversion, the corporation certifies to the following statements:

A signed plan of conversion is on file at the principal place of business of the corporation, the converting entity. The address of the principal place of business of the corporation is:

Street or Mailing Address City State Country Zip Code

A signed plan of conversion will be on file after the conversion at the principal place of business of the limited liability company, the converted entity. The address of the principal place of business of the limited liability company is:

Street or Mailing Address City State Country Zip Code

A copy of the plan of conversion will be furnished on written request without cost by the converting entity before the conversion or by the converted entity after the conversion to any owner or member of the converting or converted entity.

**Certificate of Formation for the Converted Entity**

The converted entity is a Texas limited liability company. The certificate of formation of the Texas limited liability company is attached to this certificate either as an attachment or exhibit to the plan of conversion, or as an attachment or exhibit to this certificate of conversion if the plan has not been attached to the certificate of conversion.

**Approval of the Plan of Conversion**

The plan of conversion has been approved as required by the laws of the jurisdiction of formation and the governing documents of the converting entity.

**Effectiveness of Filing (Select either A, B, or C.)**

- A.  This document becomes effective when the document is accepted and filed by the secretary of state.
- B.  This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: \_\_\_\_\_
- C.  This document takes effect upon the occurrence of the future event or fact, other than the passage of time. The 90<sup>th</sup> day after the date of signing is: \_\_\_\_\_
- The following event or fact will cause the document to take effect in the manner described below:
- \_\_\_\_\_
- \_\_\_\_\_


**Tax Certificate**

- Attached hereto is a certificate from the comptroller of public accounts that all taxes under title 2, Tax Code, have been paid by the corporation.
- In lieu of providing the tax certificate, the limited liability company as the converted entity is liable for the payment of any franchise taxes.

**Execution**

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Date: December 4, 2012

  
\_\_\_\_\_  
Jeffrey Park, Chief Financial Officer, Executive Vice President,  
Finance and Treasurer  
\_\_\_\_\_  
Signature and title of authorized person on behalf of the  
converting entity

**PLAN OF CONVERSION OF**  
**CATAMARAN INC.**  
**(a Texas corporation)**  
**INTO**  
**CATAMARAN LLC**  
**(a Texas limited liability company)**

**THIS PLAN OF CONVERSION** dated as of December 4, 2012 (this "Plan of Conversion"), provides for the conversion (the "Conversion") of Catamaran Inc., a Texas corporation (the "Pre-Conversion Entity"), into Catamaran LLC, a Texas limited liability company (the "Post-Conversion Entity").

**WHEREAS**, each of the directors and the sole shareholder of the Pre-Conversion Entity deems it advisable and in the best interests of the Pre-Conversion Entity to convert the Pre-Conversion Entity into the Post-Conversion Entity pursuant to Section 10.101 of the Texas Business Organizations Code, as amended (the "Code"); and

**WHEREAS**, as a result of the Conversion, all of the shares of the Pre-Conversion Entity issued and outstanding will be converted into 100 percent of the membership interests in the Post-Conversion Entity.

**NOW, THEREFORE**, this Plan of Conversion provides as follows:

**ARTICLE I**

1.1 Conversion of the Pre-Conversion Entity into the Post-Conversion Entity. The Pre-Conversion Entity shall be converted into the Post-Conversion Entity in accordance with the applicable provisions of the laws of the State of Texas. The Pre-Conversion Entity shall continue its existence in the organizational form of the Post-Conversion Entity. The Post-Conversion Entity is to be a Texas limited liability company. The Conversion shall become effective upon the filing (the "Effective Time") of the certificate of conversion with respect to the Conversion and Certificate of Formation of the Post-Conversion Entity (attached hereto as Exhibit A) with the Secretary of State of the State of Texas. The name of the Post-Conversion Entity shall be "Catamaran LLC".

1.2 Effect of Conversion. The Conversion shall have the effect specified in the Code. Without limiting the generality of the foregoing, at the Effective Time, (i) the Post-Conversion Entity will be a limited liability company organized under the laws of the State of Texas, (ii) the sole shareholder of the Pre-Conversion Entity shall become the sole member of the Post-Conversion Entity, and (iii) all of the rights, duties and obligations of the Pre-Conversion Entity shall be vested in the Post-Conversion Entity.

**ARTICLE II**

2.1 Officers. The officers of the Post-Conversion Entity shall continue in office until their successors shall have been elected and qualified.

2.2 Directors. The directors of the Post-Conversion Entity shall continue in office until their successors shall have been elected and qualified.

### ARTICLE III

3.1 Conversion of Equity Interests. At the Effective Time, each issued and outstanding share of common stock, par value \$1.00 per share, of the Pre-Conversion Entity shall be converted into and become one share of membership interest of the Post-Conversion Entity.

### ARTICLE IV


4.1 Governing Law. This Plan of Conversion shall be governed by the laws of the State of Texas.

\* \* \* \* \*



IN WITNESS WHEREOF, the undersigned has executed this Plan of Conversion  
as of the date first written above.

**CATAMARAN HOLDINGS II, LLC**

By:   
Name: Jeffrey Park  
Title: Chief Financial Officer,  
Executive Vice President –  
Finance, Secretary & Treasurer

Being the sole member of the Company.

*Signature page to Catamaran Inc. Plan of Conversion*

**EXHIBIT A**

**CERTIFICATE OF FORMATION**

See attached.

Form 205  
(Revised 05/11)

Submit in duplicate to:  
Secretary of State  
P.O. Box 13697  
Austin, TX 78711-3697  
512 463-5555  
FAX: 512 463-5709  
Filing Fee: \$300



This space reserved for office use.

**Certificate of Formation  
Limited Liability Company**

**FILED**  
In the Office of the  
Secretary of State of Texas  
**DEC 04 2012**  
**Corporations Section**

**Article 1 – Entity Name and Type**

The filing entity being formed is a limited liability company. The name of the entity is:

Catamaran LLC

The name must contain the words "limited liability company," "limited company," or an abbreviation of one of these phrases.

**Article 2 – Registered Agent and Registered Office**

(See instructions. Select and complete either A or B and complete C.)

A. The initial registered agent is an organization (cannot be entity named above) by the name of:

C T Corporation System

OR

B. The initial registered agent is an individual resident of the state whose name is set forth below:

First Name M.I. Last Name Suffix

C. The business address of the registered agent and the registered office address is:

350 N. St. Paul Street Suite 2900 Dallas TX 75201-4234  
Street Address City State Zip Code

**Article 3—Governing Authority**

(Select and complete either A or B and provide the name and address of each governing person.)

A. The limited liability company will have managers. The name and address of each initial manager are set forth below.

B. The limited liability company will not have managers. The company will be governed by its members, and the name and address of each initial member are set forth below.

**GOVERNING PERSON 1**

NAME (Enter the name of either an individual or an organization, but not both.)

IF INDIVIDUAL

Mark

Thicrer

First Name

M.I.

Last Name

Suffix

OR

IF ORGANIZATION

Organization Name

ADDRESS

2441 Warrenville Road, Suite 610 Lisle IL USA 60532-3642  
Street or Mailing Address City State Country Zip Code

<b>GOVERNING PERSON 2</b>				
NAME (Enter the name of either an individual or an organization, but not both.)				
IF INDIVIDUAL				
Jeffrey		Park		
<i>First Name</i>	<i>M.I.</i>	<i>Last Name</i>	<i>Suffix</i>	
OR				
IF ORGANIZATION				
<i>Organization Name</i>				
ADDRESS				
2441 Warrenville Road, Suite 610	Lisle	IL	USA	60532-3642
<i>Street or Mailing Address</i>	<i>City</i>	<i>State</i>	<i>Country</i>	<i>Zip Code</i>

<b>GOVERNING PERSON 3</b>				
NAME (Enter the name of either an individual or an organization, but not both.)				
IF INDIVIDUAL				
Clifford		Berman		
<i>First Name</i>	<i>M.I.</i>	<i>Last Name</i>	<i>Suffix</i>	
OR				
IF ORGANIZATION				
<i>Organization Name</i>				
ADDRESS				
2441 Warrenville Road, Suite 610	Lisle	IL	USA	60532-3642
<i>Street or Mailing Address</i>	<i>City</i>	<i>State</i>	<i>Country</i>	<i>Zip Code</i>

#### Article 4 – Purpose

The purpose for which the company is formed is for the transaction of any and all lawful purposes for which a limited liability company may be organized under the Texas Business Organizations Code.

#### Supplemental Provisions/Information

Text Area: [The attached addendum, if any, is incorporated herein by reference.]

The company is being formed pursuant to a plan of conversion. The converting entity in the plan of conversion is Catamaran Inc., a corporation incorporated under the laws of the State of Texas on January 25, 1995, with a registered office address in the State of Texas located at c/o CT Corporation System, 350 N. St. Paul Street, Suite 2900, Dallas, TX 75201-4234.

**Organizer**

The name and address of the organizer:

Jeffrey Park  
Name

2441 Warrenville Road, Suite 610                      Lisle                      IL    60532-3642  
Street or Mailing Address                      City                      State    Zip Code

**Effectiveness of Filing** (Select either A, B, or C.)


- A.  This document becomes effective when the document is filed by the secretary of state.
- B.  This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: \_\_\_\_\_
- C.  This document takes effect upon the occurrence of the future event or fact, other than the passage of time. The 90<sup>th</sup> day after the date of signing is: \_\_\_\_\_

The following event or fact will cause the document to take effect in the manner described below:

**Execution**

The undersigned affirms that the person designated as registered agent has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized to execute the filing instrument.

Date: December 4, 2012

  
\_\_\_\_\_  
Signature of organizer

Jeffrey Park  
\_\_\_\_\_  
Printed or typed name of organizer