

6-15-98

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To the Honorable Commissioner of Pa



ached original documents or copy thereof.

1. Name of conveying party(ies):

100745624

Address of receiving party(ies):

Companion Life Insurance Company

Name: Blue Cross and Blue Shield of South

Carolina

Internal Address:

Street Address: I-20 at Alpine Road

City: Columbia State: SC ZIP: 29219

- Individual(s)
- General Partnership
- Corporation-State of South Carolina
- Other
- Association
- Limited Partnership

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State of South Carolina
- Other

Additional name(s) of conveying party(ies) attached? Yes No

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: 6/4/98

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark registration No.(s)

1,054,480

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: B. Craig Killough

Internal Address:

Street Address: 134 Meeting Street

Suite 300

City: Charleston State: SC ZIP: 29401

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): \$ 40.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copies is a true copy of the original document.

B. Craig Killough
Name of Person Signing

[Signature]
Signature

6/15/98
Date

Total number of pages comprising cover sheet: 1

ASSIGNMENT

WHEREAS, COMPANION LIFE INSURANCE COMPANY, a corporation organized and existing under the laws of the State of South Carolina and having its principal office and place of business at Columbia, South Carolina, hereinafter referred to as Assignor, adopted and used various words and symbols to identify its services and has caused to be registered certain of its service marks; and

WHEREAS, said Assignor is the owner of record of the following Service Mark and Registration:

Companion Life Insurance Co. (Plus Design)®, United States Patent and Trademark Office Registration No. 1,054,480, registered December 14, 1976

WHEREAS, Assignor is a wholly owned subsidiary of Blue Cross and Blue Shield of South Carolina (hereinafter, "Assignee"), which controls the activities of Assignor; and

WHEREAS, for the purpose of maintaining consistent ownership of trademark and service marks used by Assignee and its subsidiaries, and for the purpose of identifying this ownership on the Principal Register of the United States Patent and Trademark Office, Blue Cross and Blue Shield of South Carolina, having its principal office and place of business at I-20 Alpine Road, Columbia, South Carolina, is hereby assigned by Assignor the Service Mark together with the goodwill of the business with which the Service Mark is used, and which is symbolized by said Service Mark, including the Registration referred to above.

NOW THEREFORE, be it known that for an in consideration of the sum of One Dollar (\$1.00) and other good and valuable considerations, the receipt of which is hereby acknowledged by said Assignor, said Assignor has presented, sold, transferred, conveyed and assigned unto said Assignee the entire right, title and interest in and to the Service Mark and does hereby assign and transfer unto Assignee the Registration specifically hereinbefore identified, Assignee having also been assigned by Assignor the right to recover for past infringement of the Service Mark, and the goodwill of the business in connection with which said Service Mark are used and which are symbolized by said Service Mark.

COMPANION LIFE INSURANCE CO., a South Carolina Corporation

By: Robert A. Smith
Title: Treasurer

Dated: 6/4/98

STATE OF SOUTH CAROLINA
COUNTY OF RICHLAND

On this 4th day of June, 1998, before me appeared Robert A. Smith the person who signed this instrument, who acknowledges that he/she signed it as a free act on behalf of Companion Life Insurance Co.

Virginia Taylor
Notary Public for South Carolina

My Commission Expires: _____
My Commission Expires November 26, 2001.