

08-07-1998



FORM PTI
1-31-92

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FORM COVER SHEET
MARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.

MRD 8-4-98

1. Name of conveying party(ies): The Anthem Companies, Inc. (formerly known as Anthem Benefit Services, Inc.)

- Individual(s)
- General Partnership
- Corporation-State Indiana
- Other an Indiana limited liability company
- Association
- Limited Partnership

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

3. Nature of Conveyance:

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

Execution Date: July 9, 1998

2. Name and address of receiving party(ies):

Name: American Health Network, Inc.

Internal Address: _____

Street Address: 120 Monument Circle

City Indianapolis State Indiana ZIP 46204

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Delaware
- Other _____

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

(Designation must be a separate document from Assignment)

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

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

A. Trademark Application No(s)

B. Trademark Registration No.(s) 1,741,624
1,406,060 1,376,491

Additional numbers attached? Yes No

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

Name: Jeffrey O. Davidson

Internal Address: Baker & Daniels

Suite 800

Street Address: 111 E. Main Street

City Fort Wayne

State Indiana

ZIP 46802

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41):.....\$ 90.00

Enclosed (Check # 38094)

Authorized to be charged to deposit account (any additional fees)

8. Deposit account number: 02-0385 Baker & Daniels (any additional fees)

(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 copy is a true copy of the original document.

Jeffrey O. Davidson

Name of Person Signing

Signature

July 31, 1998

Date

Total number of pages comprising cover sheet: 300

OMB No. 0651-0011 (exp 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

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REEL: 1765 FRAME: 0110

TRADEMARK
FIDELITY
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ASSIGNMENT OF MARKS

WHEREAS, The Anthem Companies, Inc., an Indiana corporation having its principal place of business at 120 Monument Circle, Indianapolis, IN 46204 (and formerly known as Anthem Benefit Services, Inc., an Indiana corporation having its principal offices at 4040 Vincennes Circle, Indianapolis, IN) (hereinafter referred to as "TACI"), has adopted, used through its affiliated companies, and is the owner of the service marks identified on the attached Schedule and the U.S. Registrations associated therewith, which are currently registered in the United States Patent and Trademark Office (hereinafter referred to as the "Marks"); and

WHEREAS, American Health Network, Inc., a Delaware corporation having its principal offices at 120 Monument Circle, Indianapolis, IN 46204 (hereinafter referred to as "AHN"), has been and now is an affiliated company of TACI and has, directly and through its subsidiaries, used and conducted its business operations under the name "American Health Network" or variations thereof; and

WHEREAS, AHN may in the future cease to be an affiliated company of TACI , and TACI and AHN desire that AHN acquire all of TACI's interest in the Marks and in the name "American Health Network;"

NOW, THEREFORE, in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, TACI hereby assigns to AHN, effective as of the date hereof, all of TACI's right, title and interest in and to (a) the Marks, together with the goodwill of the business symbolized by the Marks, and (b) any unregistered or common law trademarks or service marks that pertain to any business carried on under the service mark AMERICAN HEALTH NETWORK.

IN WITNESS WHEREOF, TACI has caused this Assignment of Marks to be executed and delivered by its duly authorized officer on July 9, 1998.

THE ANTHEM COMPANIES, INC
(formerly known as Anthem Benefit Services, Inc.)



Nancy L. Purcell, Secretary

SCHEDULE

<u>MARK</u>	<u>U.S. REG. NO.</u>	<u>REG. DATE</u>	<u>GOODS</u>
AMERICAN HEALTH NETWORK	1,741,624	December 22, 1992	Business consulting services -- namely assisting in the establishment and operation of health care cost containment programs
AMERICAN HEALTH NETWORK AND DESIGN	1,406,060	August 19, 1986	Business consulting services -- namely assisting in the establishment and operation of health care cost containment programs
AMERICAN HEALTH NETWORK (Supplemental Register)	1,376,491	December 17, 1985	Business consulting services-- namely assisting in the establishment and operation of health care cost containment programs