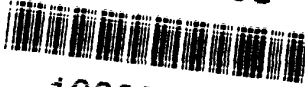


MRD 8-17-98

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

08-26-1998



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U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
 - Security Agreement Nunc Pro Tunc Assignment
 - Merger Change of Name
 - Other _____
- Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Name Blue Cross and Blue Shield of Texas, Inc. Execution Date
Month Day Year 07/15/98

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization Texas

Receiving Party

Mark if additional names of receiving parties attached

Name INROADS Behavioral Health Services of Texas, L.P.

DBA/AKA/TA _____

Composed of _____

Address (line 1) Two North Park

Address (line 2) 8080 Park Lane, Suite 800

Address (line 3) Dallas Texas 75231
City State/Country Zip Code

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization Texas

FOR OFFICE USE ONLY

08/21/1998 TTON11 0000073 500605 2058134

01 FC:481 40.00 CH
02 FC:482 25.00 PH

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20251

REEL: 1773 FRAME: 0005

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

Number of Properties

Enter the total number of properties involved. #

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

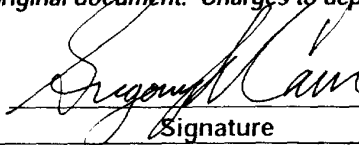
Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Gregory W. Carr
Name of Person Signing


Signature

8/12/98
Date Signed

SCHEDULE A
To the Assignment by and between ASSIGNOR and ASSIGNEE

(1) Trademark

Mark: INROADS
Registration No. 2,058,134

(2) Trademark Application

Mark: Sunrise Design
Registration No. 75/336,879
Filing Date: August 6, 1997

(3) Copyright Registration

Title of work: Medical Necessity Utilization Review Criteria for INROADS
Registration No.: TXu 764-501
Registration Date: October 23, 1996

ASSIGNMENT

WHEREAS, Blue Cross and Blue Shield of Texas, Inc. (“ASSIGNOR”), a Corporation organized under the laws of the State of Texas, having a principal place of business at 901 South Central Expressway, Richardson, Texas 75080, is in the business of providing health insurance;

WHEREAS, ASSIGNOR owns all right, title and interest to a certain service mark and federal registration of the mark for certain services (hereinafter the “Trademark”), and a certain intent to use application for federal registration of a mark (collectively, the “Trademark Application”), and certain copyrights and registration of the copyrights (collectively, the “Copyrights”), all of which are identified in Schedule “A” attached hereto; and

WHEREAS, INROADS Behavioral Health Services of Texas, L.P. (“ASSIGNEE”), a Corporation organized under the laws of the State of Texas, having a principal place of business at Two North Park, 8080 Park Lane, Suite 800, Dallas, Texas 75231, is desirous of acquiring the worldwide right, title and interest in and to the Trademark, Trademark Application and Copyrights.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, ASSIGNOR agrees and covenants as follows:

ASSIGNOR hereby sells, assigns, conveys and transfers to ASSIGNEE, and ASSIGNEE accepts as of the date of this Assignment, the following:

1. all right, title and interest in and to the Trademark, together with the goodwill of the business symbolized by the Trademark, including the right to apply for and receive registrations of the Trademark throughout the United States and in all other countries of the world, as well as the right to sue for and recover damages for past, present and future infringements;
2. all right, title and interest in and to the Trademark Application, together with that portion of ASSIGNOR’s business with which the mark is intended to be used, that portion of the goodwill of the business symbolized by the mark, all priority rights to apply for and receive registrations throughout the world in the name of ASSIGNEE or its successor, assign or representative, as well as any right to sue for and recover damages for past, present and future infringements; and
3. all right, title and interest in and to the Copyrights, and rights to renew the Copyrights, as well as to sue for and recover damages for past, present and future infringements.

EFFECTIVE this 15th day of July, 1998.

Agreed:

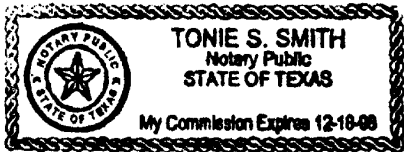
BLUE CROSS AND BLUE SHIELD
OF TEXAS, INC.

By: Ronald Taylor
Name: Ronald Taylor
Title: Vice President

STATE OF TEXAS §

COUNTY OF DALLAS §

On this 15th day of July, 1998, before me appeared Ronald Taylor, the person who signed this instrument, who acknowledged that he signed it on behalf of the identified corporation with authority to do so.



Tonie S. Smith
Notary Public in and for the State of Texas