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and original documents or copy thereof.

MRD 8-25-98

<p>1. Name of conveying party(ies): Neil Solomon, M.D., Ph.D. 2209 Ken Oak Road Baltimore, MD 21209 <input checked="" type="checkbox"/> Individual(s)      <input type="checkbox"/> Association <input type="checkbox"/> General Partnership      <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation - State <input type="checkbox"/> Other _____</p>	<p>2. Name and address of receiving party(ies): Name: <u>WellPoint Health Networks, Inc.</u> Internal Address: _____ Street Address: <u>21555 Oxnard Street</u> City: <u>Woodland Hills</u> State: <u>CA</u> ZIP: <u>91367</u> <input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation - State <u>DE</u> <input type="checkbox"/> Other: _____</p>
<p>Add'l name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>3. Nature of conveyance: <input checked="" type="checkbox"/> Assignment      <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement      <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: _____</p>	<p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from Assignment) Additional name(s) &amp; address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>4. Application number(s) or registration number(s): A. Trademark Application No.(s) <u>75/138,442</u></p>	<p>B. Trademark Registration No.(s)</p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Dax F. Alvarez</u> Internal Address: <u>BLAKELY, SOKOLOFF, TAYLOR &amp; ZAFMAN</u> Street Address: <u>12400 Wilshire Boulevard</u> <u>Seventh Floor</u> City: <u>Los Angeles</u> State: <u>CA</u> ZIP: <u>90025</u></p>	<p>6. Total number of applications and registrations involved: <u>1</u></p> <p>7. Total fee (37 CFR 3.41)..... \$ <u>40.00</u> <input checked="" type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: <u>02-2666</u></p>
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<p>9. Statement and signature. <i>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.</i></p> <p><u>DAX ALVAREZ</u>      <u>[Signature]</u>      <u>8/25/98</u> Dax F. Alvarez      Signature      Date</p> <p style="text-align: right;">Total number of pages including cover sheet, attachments, and document: <u>3</u></p>	

I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to: Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington, VA 22202-3513, on 8/25/98 (Date of Deposit)

Name of applicant, assignee, or Registered Rep. [Signature]  
Signature DORCAS Date 8/25/98

TRADEMARK  
REEL: 1785 FRAME: 0846

09/11/1998 JMWTKINS 0060001 75138442 40.00 CP 01 FC:481

TRADEMARK ASSIGNMENT

WHEREAS, Neil Solomon, M.D., Ph.D., a United States citizen with a principal address at 2209 Ken Oak Road, Baltimore, Maryland 21209 (hereinafter the "Assignor"), adopted the mark UNICARE for "consulting on healthcare issues, lobbying for passage of health-related legislation, directing research and development initiatives for healthcare products" and is the owner of the U.S. Service Mark application for registration therefor, namely Serial No. 75/138,442 filed July 22, 1996 and currently pending at the U.S. Patent and Trademark Office;

WHEREAS, WellPoint Health Networks, Inc., a Delaware corporation having a principal address at 21555 Oxnard Street, Woodland Hills, California 91367, (hereinafter the "Assignee") is desirous of acquiring from said Assignor the entire right, title and interest in and to the service mark UNICARE, together with the goodwill of the business pertaining thereto, and Assignor is willing to assign the service mark and associated goodwill in the noted application for registration to Assignee;

WHEREAS, Application Serial No. 75/138,442 was filed on the basis of "intent-to-use" but Assignor has commenced use of the mark, and, in any event, Assignee is the successor to the business of the Assignor to which the mark pertains, and thus the assignment is proper.

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, Assignor

does hereby sell, assign and transfer to Assignee its entire, title and interest in and to the aforesaid service mark, together with the goodwill of the business pertaining thereto, and the application for registration therefor, including the right to sue for past infringement.

Neil Solomon, M.D., Ph.D.

Neil Solomon MD

Date: \_\_\_\_\_

5-18-98