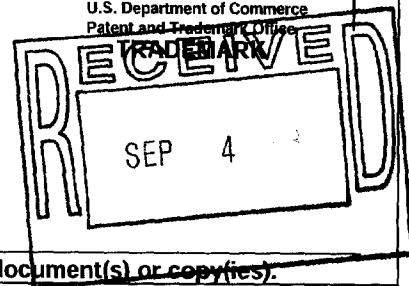


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TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

85-4-5 Cir

Submission Type

- New
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Conveyance Type

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

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

Formerly

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

Receiving Party

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Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership Corporation Association
- Other
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Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

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<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="1941515"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

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.)

Please charge fee to Deposit Account Number: #

VISA #4128002932053668 - exp. 8/31/01

Name on Card: James G. Carlson 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.

James G. Carlson

August 31, 1998

Name of Person Signing

Signature

Date Signed

TRADEMARK ASSIGNMENT

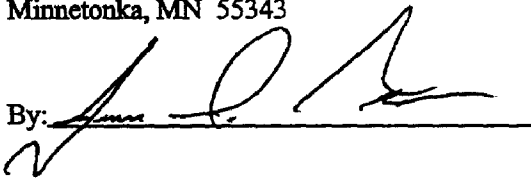
United HealthCare Corporation, 9900 Bren Road East, Minnetonka, Minnesota 55343 ("Assignor"), is the owner of the following trademark registration (which is referred to herein as the "Mark"):

Mark	Jurisdiction Of Registration	Registration Number	Registration Date
Healthspring	Federal	1,941,515	12/12/95

In consideration of the payment of One Dollar to Assignor, which is hereby acknowledged as received, Assignor hereby sells, assigns, and transfers to James G. Carlson ("Assignee"), 1763 Brookside Lane, Vienna, Virginia 22182, all Assignor's right, title and interest in and to the Mark, together with (a) the good will of the business symbolized by the Mark, (b) the common law rights in the Mark, and (c) the above identified registration thereof. Assignor expressly agrees that it is not retaining any rights in the Mark covered by this assignment and that Assignee shall have the rights, without limitation, to hold, enforce and register the Mark in the name of Assignee, and without any duty to compensate or account to Assignor.

Assignor agrees to defend Assignee against and hold Assignee harmless from all claims, damages and liabilities arising from Assignor, its affiliates and subsidiaries', use of the Mark during the time Assignor, its affiliates or subsidiaries owned the Mark, or Assignor, its affiliates and subsidiaries' sale or promotion of the Goods or Services; other than a claim that the Mark infringes the trademarks or service marks of a third party, provided Assignee gives Assignor sole control of the defenses and settlement of such claim and all reasonable assistance to defend such claim. Assignee may appear in such action with counsel of its choice, at its own expense.

United HealthCare Corporation
9900 Bren Road East
Minnetonka, MN 55343

By: 

Date: 3.5.97