

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

01-12-1999

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



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*MRD
8/31/98*

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

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

Execution Date
Month Day Year

Name United HealthCare Corporation

03 05 1997

Formerly _____

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

Receiving Party

Mark if additional names of receiving parties attached

Name Carlson, James G.

DBA/AK/A _____

Composed of _____

Address (line 1) 1763 Brookside Lane

Address (line 2) _____

Address (line 3) Vienna VA 22182

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

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.)

FOR OFFICE USE ONLY

Yes OK

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:
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FORM PTO-1618B
Expires 08/31/99
QMR 0551-0027

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U.S. Department of Commerce
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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)		
<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"/>
<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

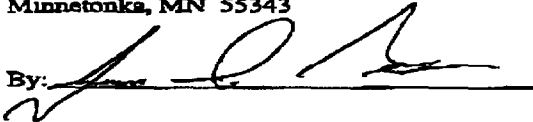
United HealthCare Corporation, 9900 Bren Road East, Minnetonka, Minnesota 55343 ("Assignor"), is the owner of the following trademark registration (which is referred to herein as the "Mark"):

<u>Mark</u>	<u>Jurisdiction Of Registration</u>	<u>Registration Number</u>	<u>Registration Date</u>
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

1/9/97 HSPRIASSN.TM

** TOTAL PAGE.04 **