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12-04-1998



To the Honorab

11-09-1998

U.S. Patent & TMO/ TM Mail Rcpt Dt. #33

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al documents or copy hereof.

1. Name of con

NYLCARE HEALTH PLANS, INC.

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

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

2. Name of

of receiving party(ies):

Name: New York Life Insurance Company
Address: _____

51 Madison Avenue

City: New York State: NY Zip: 10010

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

If assignee is not domiciled in the United States, a domestic representative designation is attached:

Yes No

(Designations must be a separate document from Assignment)

Additional name(s) & addresses attached? Yes No

3. Nature of conveyance:

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

Execution Date: July 15, 1998

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

A. Trademark Application No.(s)
75/106,704 75/429,538

B. Trademark Registration No.(s).
2,168,146

Additional Numbers attached? Yes No

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

Name: Andrew N. Fredbeck

Internal Address: Fross Zelnick Lehrman & Zissu, P.C.

Street Address: 633 Third Ave.

City: New York State: NY Zip: 10017

6. Total number of applications and and registration involved:.....3

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

- Enclosed
 - Authorized to be charged to deposit account
- (Only if total fee is not sufficient)**

8. Deposit account number:

23-0825-0576900

(Attach duplicate copy of this page if paying by deposit account)

12/02/1998 INGVYEN 00000300 2168146

01 FC:481
02 FC:482

40.00 OP
50.00 OP

DO NOT USE THIS SPACE

9. Statement and signature.

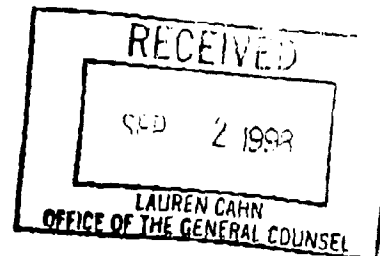
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Andrew N. Fredbeck
Name of Person Signing

Signature

11/9/98
Date

Total number of pages comprising cover sheet: _____



COMPANY'S ASSIGNMENT AGREEMENT

COMPANY'S ASSIGNMENT AGREEMENT ("Agreement"), made as of this 15th day of July, 1998 by and between New York Life Insurance Co. ("Assignee"), a New York mutual insurance company, and NYLCare Health Plans, Inc., a Delaware corporation ("Assignor")

WHEREAS, Assignor is the owner of the trademarks and service marks set forth in Exhibit 1, (hereinafter the "Trademarks"), and the goodwill of the business symbolized thereby and associated therewith;

WHEREAS, Assignor is desirous of transferring and assigning to Assignee, and Assignee is desirous of acquiring, the Trademarks.

NOW, THEREFORE, effective as of the date hereof, by this document, and for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby sell, assign, and transfer to Assignee, and its successors and assigns, the entire right, title and interest in and to the Trademarks and (i) all applications and registrations which have been or may be filed or issued in respect thereto and any renewals thereof, (ii) all goodwill symbolized by and associated with the business conducted under the Trademarks, and (iii) all causes of action (either in law or in equity) and the right to sue, counterclaim, and recover for past, present, or future infringement of the Trademarks or other rights transferred and assigned to Assignee under this Agreement.

246234.05-New YorkS1A

IN WITNESS WHEREOF, the undersigned has caused this Company's Assignment Agreement to be duly executed by its authorized officer as of July 15, 1998.

NYLCARE HEALTH PLANS, INC

By: [Signature]
Name: Joseph T. Lynaugh
Title: President & CEO

STATE OF New York
COUNTY OF New York

On this 15 day of July, 1998, before me, a Notary Public in and for the County of New York in the State of New York, personally appeared Joseph T. Lynaugh to me known to be the President & CEO of NYLCare Health Plans, Inc. and being duly sworn, averred that, being duly authorized, (s)he executed the foregoing Assignment as the free act and deed of said corporation for the uses and purposes set forth

[Signature]

JOHN HOFFMAN
Notary Public, State of New York
No. 3180908
Qualified in New York County
Commission Expires Oct. 30 1999

NOTARY PUBLIC

Trademarks

EXHIBIT I

MARK	APPLICATION #/ FILING DATE	REGISTRATION #/ ISSUE DATE
NYLCARE WORKERS EDGE		2,168,146 6/23/98
NYLCARE PLUS	Filed as Intent to Use (Notice of Allowance Issued 8/12/97) 75/106,704 5/20/96	
NYLCARE DIRECT	75/429,538 2/5/98	

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FROSS ZELNICK LEHRMAN & ZISSU, P.C.

ALLAN ZELNICK
OF COUNSEL

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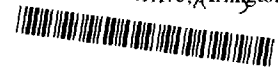
Assistant Commissioner for Trademarks
2900 Crystal Drive
Arlington, Virginia 22202-3513

Attn: Assignment Branch

Re: Recordal of Assignment against U.S.
Trademark Reg. No. 2,168,146 and Appln.
Nos. 75/106,704 and 75/429,538
From: NYLCare Health Plans, Inc.
To : New York Life Insurance Co.
(Our Ref: NYL USA TT-98/07387)

"Express Mail" mailing label no. 050 898 467
Date of Deposit: 11/9/98

I hereby certify that this paper or fee is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 CFR 1.10 on the date indicated above and is addressed to the Assistant Commissioner for Trademark, 2900 Crystal Drive, Arlington, Virginia 22202-3513



fee

11-09-1998

U.S. Patent & TMO/TM Mail Rcpt Dt. #33

Dear Sirs:

Please record the enclosed assignment document against the 3 U.S. trademarks listed in the attached schedule.

For this purpose we enclose the following:

- 1. Trademark Assignment
- 2. Our check in the amount of \$90.00 for filing fees
- 3. Recordation form cover sheet

Should the enclosed fee be insufficient, or should any additional fees be required in future in connection with this registration, please charge our deposit Account No. 23-0825-0576900 with any deficiency.

We look forward to receiving confirmation that the assignment has been duly recorded.

Respectfully submitted,

Andrew N. Fredbeck

ANF/PB
Enclosure