

MLO

RECORDATI
TRADE

3-18-99

06-15-1999

Docket No.:



101034830

Tab settings

To the Honorable _____ Trader

Original documents or copy thereof.

1. Name of conveying party(ies):

Southern Health Plan, Inc.
85 North Danny Thomas Blvd.
Memphis, TN 38104

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

Additional names(s) of conveying party(ies) Yes No

3. Nature of conveyance:

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

Execution Date: 4/1/97

2. Name and address of receiving party(ies):

Name: Blue Cross and Blue Shield Association

Internal Address:

Street Address: 225 North Michigan Avenue

City: Chicago, State: IL ZIP: 60601

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other not-for-profit corporation

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

(2,083,311)

Additional numbers

Yes No

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

Name: Elliott C. Bankendorf

Internal Address:

Street Address: 120 S. Riverside Plaza
Suite 2200

City: Chicago State: IL ZIP: 60606

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 3.41): \$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

23-0920

03/29/1999 JSHABAZZ 00000103 2083311

01 FC:481

40.00 DP

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.

Elliott C. Bankendorf

Name of Person Signing

Signature

3/18/99

Date

Total number of pages including cover sheet, attachments, and

1

ASSIGNMENT OF FEDERAL SERVICE MARK

This Assignment of a Federal Service Mark (the "Assignment") is made and entered into as of the 15th day of April, 1997, by and among Southern Health Plan, Inc., a Tennessee corporation, located at 85 North Danny Thomas Blvd., Memphis, Shelby County, Tennessee, 38104 ("Assignor") and Blue Cross and Blue Shield Association, an Illinois Not-For-Profit Corporation, located at 676 North St. Clair Street, Chicago, Cook County, Illinois 60611 ("Assignee").

WITNESSETH

WHEREAS, Assignor has this date agreed to convey to Assignee the Federal Service Mark being more particularly described on Exhibit "A" attached hereto and by this reference made a part hereof ("Federal Service Mark").

NOW, THEREFORE, for and in consideration of Ten and No/100 Dollars (\$10.00) to be paid in hand to Assignor, the mutual covenants contained herein and other good and valuable consideration, the receipt and sufficiency of all of which is hereby acknowledged, the parties hereby agree as follows:

The Assignor will convey all of its right, title, interest powers and privileges in and to the "CURE" mark and design, the Federal Service Mark Registration No. 2,083,311, together with the good will thereof to the Assignee.

IN WITNESS WHEREOF, the parties have executed this Assignment as of the date set forth above.

ASSIGNOR:

SOUTHERN HEALTH PLAN, INC.,
a Tennessee corporation

By: William G. Gumbell

Title: Exec. V.P.

ASSIGNEE:

BLUECROSS BLUESHIELD ASSOCIATION,
an Illinois Not-For-Profit Corporation

By: Roger J. Wilson

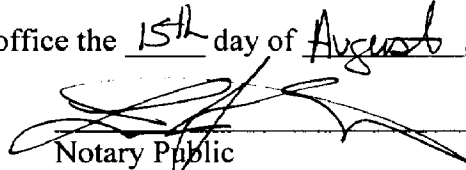
Title: Senior Vice President

STATE OF TENNESSEE

COUNTY OF SHELBY

Before me, the undersigned Notary Public in the state and county aforesaid, personally appeared William G. Webb, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence) and who acknowledged himself, to be the Exec. V.P. of Southern Health Plan, Inc. the within named bargainor, and that he as such Exec. V.P., being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as such Exec. V.P..

WITNESS my hand and official seal at this office the 15th day of August, 1997


Notary Public

My Commission Expires:

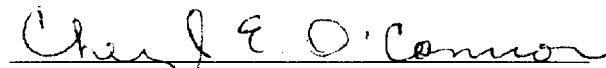
4-18-98

STATE OF ILLINOIS

COUNTY OF COOK

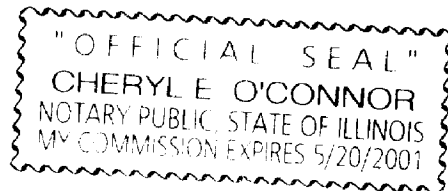
Before me, the undersigned Notary Public in the state and county aforesaid, personally appeared ROGER G. WILSON, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence) and who acknowledged himself, to be the Exec. V.P. of BlueCross BlueShield Association, the within named bargainor, and that he as such Exec. V.P., being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as such EXEC. V.P..

WITNESS my hand and official seal at this office the 3rd day of March, 1999


Notary Public

My Commission Expires:

May 20, 2001



ASSIGNMENT OF FEDERAL SERVICE MARK

This Assignment of a Federal Service Mark (the "Assignment") is made and entered into as of the 1st day of April, 1997, by and among Southern Health Plan, Inc., a Tennessee corporation, located at 85 North Danny Thomas Blvd., Memphis, Shelby County, Tennessee, 38104 ("Assignor") and Blue Cross and Blue Shield Association, an Illinois Not-For-Profit Corporation, located at 676 North St. Clair Street, Chicago, Cook County, Illinois 60611 ("Assignee").

WITNESSETH

WHEREAS, Assignor has this date agreed to convey to Assignee the Federal Service Mark being more particularly described on Exhibit "A" attached hereto and by this reference made a part hereof ("Federal Service Mark").

NOW, THEREFORE, for and in consideration of Ten and No/100 Dollars (\$10.00) to be paid in hand to Assignor, the mutual covenants contained herein and other good and valuable consideration, the receipt and sufficiency of all of which is hereby acknowledged, the parties hereby agree as follows:

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IN WITNESS WHEREOF, the parties have executed this Assignment as of the date set forth above.

ASSIGNOR:

SOUTHERN HEALTH PLAN, INC.,
a Tennessee corporation

By: William G. Gumbert

Title: Exec. V.P.

ASSIGNEE:

BLUECROSS BLUESHIELD ASSOCIATION,
an Illinois Not-For-Profit Corporation

By: Roger J. Wilson

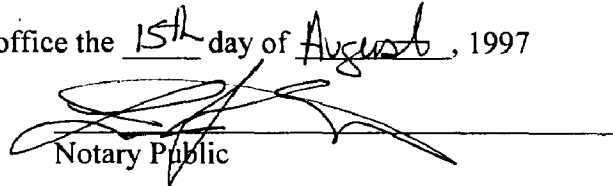
Title: Senior Vice President

STATE OF TENNESSEE

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WITNESS my hand and official seal at this office the 15th day of August, 1997


Notary Public

My Commission Expires:

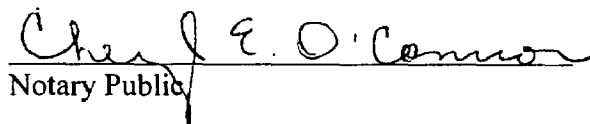
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WITNESS my hand and official seal at this office the 3rd day of March, 1999


Notary Public

My Commission Expires:

May 20, 2001

