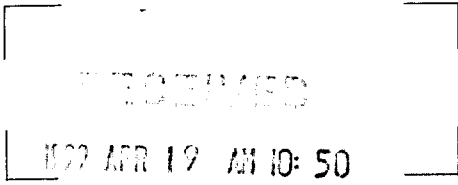


04-22-1999



101017540

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



### RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

#### Submission Type

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

#### 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

Name

Execution Date  
Month Day Year

Formerly

- Individual  General Partnership  Limited Partnership  Corporation  Association

Other

Citizenship/State of Incorporation/Organization

#### Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

- Individual  General Partnership  Limited Partnership  Corporation  Association

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.)

Other

Citizenship/State of Incorporation/Organization

04/22/1999 DNGUYEN 00000092 75421797

FOR OFFICE USE ONLY

01 FC:481 40.00 OP  
02 FC:482 400.00 OP

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:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231  
**TRADEMARK**

REEL: 1886 FRAME: 0808

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

1999 APR 19 AM 10:50

Address (line 1)

COPY/FINANCE

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

(214) 760-3000

Name

Gregory W. Carr, Carr & Storm, L.L.P.

Address (line 1)

670 Founders Square, 900 Jackson Street

Address (line 2)

Dallas, Texas 75202

Address (line 3)

Address (line 4)

**Pages**

Enter the total number of pages of the attached conveyance document including any attachments.

#

5

**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)**

75421797	75561181	75446794
75519751	74632133	75320626
75512675	75528251	75553276

2062595	2164370	2145977
2126119	2074916	2159241
2159360	2064369	

**Number of Properties**

Enter the total number of properties involved.

#

17

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$

440.00

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

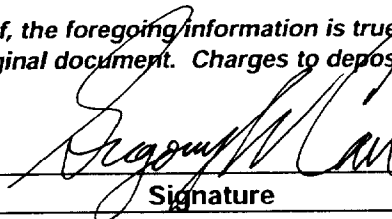
No

**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.

Gregory W. Carr

Name of Person Signing



Signature

4/16/99

Date Signed

Copy



# The State of Texas

SECRETARY OF STATE  
CERTIFICATE OF MERGER

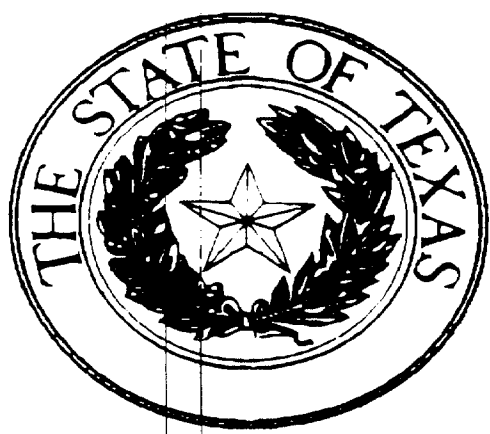
The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Merger of

BLUE CROSS AND BLUE SHIELD OF TEXAS, INC.  
a Texas non-profit corporation  
with  
HEALTH CARE SERVICE CORPORATION, A MUTUAL LEGAL RESERVE  
COMPANY  
a Illinois no permit entity

have been received in this office and are found to conform to law. ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Merger.

Filed            December 8, 1998

Effective       December 8, 1998



Alberto R. Gonzales  
Secretary of State



# The State of Texas

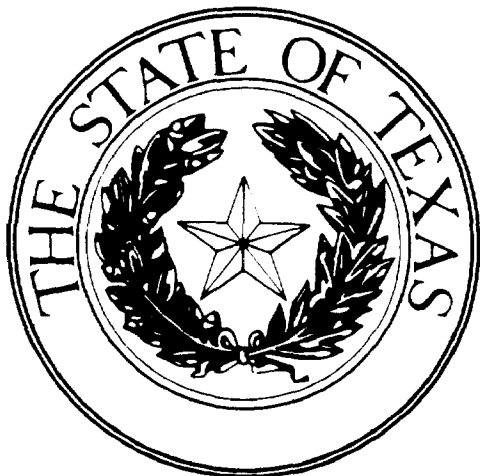
SECRETARY OF STATE

IT IS HEREBY CERTIFIED that the attached is/are true and correct copies of the following described document(s) on file in this office:

**BLUE CROSS AND BLUE SHIELD OF TEXAS, INC.  
FILE NO. 75315-01**

ARTICLES OF MERGER

DECEMBER 8, 1998



*IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, on February 22, 1999.*

Elton Bomer BAM  
Secretary of State

TRADEMARK  
REEL: 1886 FRAME: 0811

**ARTICLES OF MERGER OF  
HEALTH CARE SERVICE CORPORATION, A MUTUAL LEGAL  
RESERVE COMPANY d/b/a BLUECROSS BLUESHIELD OF ILLINOIS,  
AN ILLINOIS CORPORATION, AND  
BLUE CROSS AND BLUE SHIELD OF TEXAS, INC.,  
A TEXAS CORPORATION**

In the Office of the  
Secretary of State of Texas  
DEC 08 1998  
Corporations, Section

Pursuant to the provisions of Article 5.07 of the Texas Non-Profit Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging Blue Cross and Blue Shield of Texas, Inc. into Health Care Service Corporation, a Mutual Legal Reserve Company, d/b/a BlueCross BlueShield of Illinois:

1. The names of the undersigned corporations and the State under the laws of which they are respectively organized are:

<u>NAME OF CORPORATION</u>	<u>STATE</u>
Blue Cross and Blue Shield of Texas, Inc.	Texas
Health Care Service Corporation, a Mutual Legal Reserve Company, d/b/a BlueCross BlueShield of Illinois	Illinois

2. The laws of the State under which such foreign corporation is organized permit such Merger.
3. The name of the surviving corporation is Health Care Service Corporation, a Mutual Legal Reserve Company, d/b/a BlueCross BlueShield of Illinois, and it is to be governed by the laws of the State of Illinois.
4. The Amended Plan and Agreement of Merger is attached hereto and was approved by the undersigned domestic corporation in the manner prescribed by the laws of the State under which it is organized.
5. As to the undersigned domestic corporation, the Amended Plan and Agreement of Merger was adopted in the following manner:  
  
The Amended Plan and Agreement of Merger was adopted at a meeting of the board of directors held on April 26, 1996, and received the vote of a majority of the directors in office, there being no members having voting rights in respect thereof.
6. Health Care Service Corporation, a Mutual Legal Reserve Company, d/b/a BlueCross BlueShield of Illinois, the surviving corporation, hereby: (a) agrees that it may be served

by process in the State of Texas in any proceeding for the enforcement of any obligation of the undersigned domestic corporation; and (b) irrevocably appoints the Secretary of State of Texas as its agent to accept service of process in any such proceeding.

- 7. The Amended Plan and Agreement of Merger has been approved by the Commissioner of Insurance of the State of Texas and the Director of Insurance of the State of Illinois in the manner prescribed by the laws of their respective States.

Dated: December 3, 1998.

**BLUE CROSS AND BLUE SHIELD OF TEXAS, INC.**

By: Rogers K. Coleman, President

And Jean A. Perkins, Secretary

**HEALTH CARE SERVICE CORPORATION, A  
MUTUAL LEGAL RESERVE COMPANY d/b/a  
BLUECROSS BLUESHIELD OF ILLINOIS**

By: Robert F. McAuley, President

By: Brian Van Vleet, Secretary

STATE OF TEXAS

§

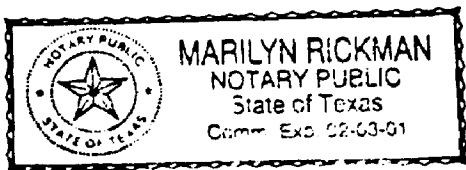
COUNTY OF DALLAS

§

§

Before me, a notary public, on this day personally appeared Dr. Rogers K. Coleman, known to me to be the person whose name is subscribed to the foregoing document and, being by me first duly sworn, declared that the statements therein contained are true and correct.

Given under my hand and seal of office this 3rd day of December, 1998.



Marilyn Rickman  
Notary Public, State of Texas

STATE OF ILLINOIS

§  
§  
§

COUNTY OF COOK

Before me, a notary public, on this day personally appeared Raymond F. McCaskey, known to me to be the person whose name is subscribed to the foregoing document and, being by me first duly sworn, declared that the statements therein contained are true and correct.

Given under my hand and seal of office this 31 day of December, 1998.



Notary Public, State of Illinois

