



05-21-1999

06-10-1999

U.S. Patent & TMO/c/TM Mail Ropt Dt. #58

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DEPARTMENT OF COMMERCE
Patent and Trademark Office
Attorney Docket No: BLUE212959
documents or copy thereof.

To the Honorable Assistant Commissioner for Trad

1. Name of conveying party(ies):

Blue Cross of Washington

- Individuals
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other _____

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

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

Name: Premera Blue Cross
Address: P.O. Box 327

City: Seattle State: Washington
ZIP: 98111-0327

- Individual(s) citizenship U.S.
- Association State of
- General Partnership State of
- Limited Partnership State of
- Corporation-State State of Washington
- Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designation must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

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

Execution date: March 22, 1999

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

A. Trademark Application No(s). 74/645,180

B. Trademark Registration No(s).

Additional numbers attached? Yes No

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

Jerald E. Nagae, Esq.
CHRISTENSEN O'CONNOR
JOHNSON & KINDNESS^{PLLC}
1420 Fifth Avenue
Suite 2800
Seattle, WA 98101-2347
(206) 682-8100

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): \$ 40.00
Check No. 105626 in the amount of \$40.00 is enclosed.

8. The Commissioner is authorized to charge any fees that may be required or credit any overpayment to Deposit Account Number 03-1740.

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.

Jerald E. Nagae
Name of Attorney or Agent
Registration No. 29,418
Direct Dial (206) 695-1705

Signature

17 May 99
Date

Total number of pages including cover sheet, attachments and document: 3

OMB No. 0651-0011 (exp. 4/94)

06/10/1999 DNGUYEN 00000038 74645180

01 FC:481 40.00 DP

**ASSIGNMENT OF SERVICE MARK
AND PENDING APPLICATION**

WHEREAS, Blue Cross of Washington and Alaska, a Washington corporation, having a place of business at P.O. Box 327, Seattle, Washington 98111-0327 (hereinafter the "Assignor"), filed an application to register the service mark DENTAL PRIME on March 9, 1995, now assigned U.S. application Serial No. 74/645,180, based on an intention to use and

WHEREAS, Premera Blue Cross, a Washington corporation, having a place of business at P.O. Box 327, Seattle, Washington 98111-0327 (hereinafter the "Assignee"), the successor of the ongoing and existing business or portion thereof of Assignor to which the mark pertains, is desirous of acquiring said mark and the pending application and

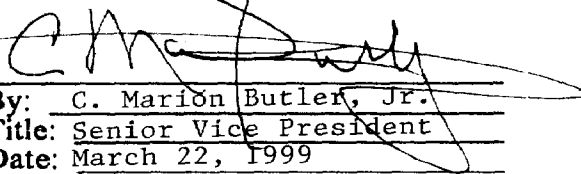
WHEREAS, Assignor has since used the mark and an allegation of use under § 1(d) of The Trademark Act in the above-identified application has been filed (in the name of Assignee) therefor;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, said Assignor does hereby assign to said Assignee all right, title and interest in and to the mark, the pending intent-to-use application therefor, and the goodwill of the business symbolized thereby.

The Commissioner of Patents and Trademarks is requested to issue the Certificate of Registration to Assignee.

The Assignment is effective as of June 30, 1998.

Blue Cross of Washington and Alaska

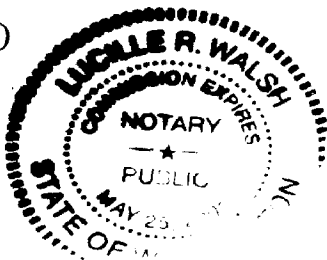

By: C. Marion Butler, Jr.
Title: Senior Vice President
Date: March 22, 1999


STATE OF WASHINGTON)
 SNOHOMISH) ss.
COUNTY OF ~~KING~~)

I certify that I know or have satisfactory evidence that C. Marion Butler, Jr. is the person who appeared before me, and said person acknowledged that he signed this instrument, on oath stated that he was authorized to execute the instrument and acknowledged it as the Senior Vice President of Blue Cross of Washington and Alaska to be the free and voluntary act of such party for the uses and purposes mentioned in the instrument.

Dated: March 22, 1999

(Seal or stamp)




Printed Name: Lucille R. Walsh
Notary Public
My appointment expires 5-25-01