

02-25-2000

Docket No.:

165.001TM



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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name and address of sending party(ies):

Beech Street Corpor

Beech Street Corporation

- Individual(s)
- General Partnership
- Corporation-State Georgia
- Other

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

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

Name: CompPartners

Internal Address:

Street Address: 18881 VonKarman Ave., Suite 390

City: Irvine State: CA ZIP: 92612

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

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

3. Nature of conveyance:

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

Execution Date:

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,008,879

Additional numbers Yes No

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

Name: David J. Arthur

Internal Address:

Street Address: Suite 700

4199 Campus Drive

City: Irvine State: CA ZIP: 92612

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:

DO NOT USE THIS SPACE

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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.

David J. Arthur

Name of Person Signing

David J. Arthur

Signature

January 18, 2000

Date

Total number of pages including cover sheet, attachments, and

3

TRADEMARK

REEL: 002029 FRAME: 0937

ASSIGNMENT AGREEMENT

WHEREAS, Beech Street Corporation, a Georgia corporation ("Assignor"), is listed as the owner of U.S. Registration No. 2,008,879 for the mark COMP PARTNERS.

WHEREAS, CompPartners, Incorporated, a California corporation ("Assignee"), is desirous of acquiring the entire right, title and interest of Assignor in and to said COMP PARTNERS trademark.

NOW, THEREFORE, Assignor sells, conveys, assigns, transfers and delivers to Assignee all right, title and interest in and to U.S. Registration No. 2,008,879 for the trademark COMP PARTNERS, including the right to register, renew, protect and defend said mark and to sue for past infringement of said mark, in exchange for One Thousand Five Hundred Dollars (\$1,500) to be paid in full upon execution of this agreement.

In addition, in consideration of the assignment contemplated by this agreement, Assignee hereby grants Assignor a non-exclusive, non-transferable license to use the COMP PARTNERS trademark for a period from the date hereof to October 1, 1998 for any use reasonably related to Assignor's workers' compensation managed care product.

Assignee will defend, indemnify and hold Assignor, its officers, directors, agents and employees, harmless from any claims or liabilities brought against it, including attorneys' fees, costs and expenses at trial, on appeal or on any petition for review, based on any claim arising from, or related to, the use by Assignee, its officers, agents, employees, assignees or transferees of the trademark COMP PARTNERS assigned hereunder, whether arising in tort (including negligence), contract or otherwise.

Assignor will defend, indemnify and hold Assignee, its officers, directors, agents and employees, harmless from any claims or liabilities brought against it, including attorneys' fees, costs and expenses at trial, on appeal or on any petition for review, based on any claim arising from, or related to, the past use by Assignor, its officers, agents, employees, assignees or transferees of the trademark COMP PARTNERS assigned hereunder, whether arising in tort (including negligence), contract or otherwise.

Assignor agrees to Assignee's recording of this Assignment in the United States of America.

IN WITNESS WHEREOF, the parties enter into this agreement effective as of Sept. 1, 1998, 1998.

BEECH STREET CORPORATION,
a Georgia corporation

COMPARTNERS, INCORPORATED,
a California corporation

By: N.H. Werthwein

By: Bruce A. Carlin

Name: N.H. WERTHWEIN

Name: BRUCE A. CARLIN

Title: SENIOR VICE PRESIDENT & CFO

Title: CEO

ASSIGNMENT OF TRADEMARK REGISTRATION

WHEREAS, Beech Street Corporation, a corporation formed under the laws of the State of Georgia, having its principal office at 173 Technology Drive, Irvine, California (hereinafter "Assignor"), has adopted and is using the following mark for which said Assignor holds a certificate of registration issued by the United States Patent and Trademark Office:

<u>Mark</u>	<u>Registration No.</u>	<u>Issuance Date</u>
COMP PARTNERS	2,008,879	October 15, 1996

WHEREAS, CompPartners, Incorporated, a California corporation having its principal office at 163 Pergoia, Irvine, California (hereinafter "Assignee") is desirous of acquiring said mark and the certificate of registration thereof;

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, said Assignor does hereby assign unto said Assignee all right, title, and interest in and to said mark, together with the good will of the business symbolized by the mark, and the certificate of registration thereof.

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

BEECH STREET CORPORATION

By: *Norman H. Werthwein*
Name: Norman H. Werthwein
Title: Vice President
Chief Financial Officer

Dated: Sept 1, 1998

State of California
County of Orange

On this 1st day of September, 1998, before me appeared Norman H. Werthwein, the person who signed this instrument, who acknowledged that he/she signed it as a free act on behalf of the above-identified corporation with authority to do so.

Margaret Wyatt
Notary Public

