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11-16-2000

ORDINATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



101517905



Use record the attached original documents or copy thereof.

1. Name of conveying party(ies)

Blue Cross Blue Shield o.

08-29-2000

U.S. Patent & TMOs/TM Mail Rcpt Dt. #64

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

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

3. Nature of conveyance:

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

Execution Date: August 16, 2000

2. Name and address of receiving party(ies)

Name: Blue Cross Blue Shield Association

Internal Address: _____

Street Address: 2025 North Michigan Avenue

City: Chicago State: IL ZIP: 60601

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Illinois
- 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) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

75/938920

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

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

Name: Pouneh V. Rahimi

Internal Address: Nixon Peabody LLP

Street Address: 101 Federal Street

City: Boston State: MA ZIP: 02110

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:

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

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.

Pouneh V. Rahimi
Name of Person Signing

Signature

8/25/00
Date

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

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 002175 FRAME: 0835

TRADEMARK ASSIGNMENT

WHEREAS, Blue Cross Blue Shield of Rhode Island, a Rhode Island corporation having its principal offices at 444 Westminster Street, Providence, Rhode Island 02903 ("BCBSRI"), owns the mark BLUE PERKS together with its related design (the "Mark"); and

WHEREAS, BCBSRI applied for a federal registration of the Mark with the United States Patent and Trademark Office on March 8, 2000 (the "Application"), and was assigned Serial No. 75/938920; and

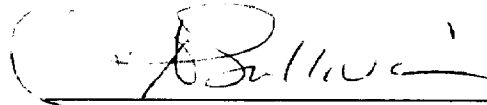
WHEREAS, the Blue Cross Blue Shield Association, an Illinois corporation having its principal offices at 2025 North Michigan Avenue, Chicago, Illinois 60601 ("BCBSA"), desires to acquire all rights to the Mark and the Application; and

WHEREAS, BCBSRI desires to assign such rights to BCBSA;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, BCBSRI hereby assigns to BCBSA the entire right, title and interest in and to the Mark and the Application.

Executed this 16th day of August, 2000.

BLUE CROSS BLUE SHIELD OF RHODE ISLAND



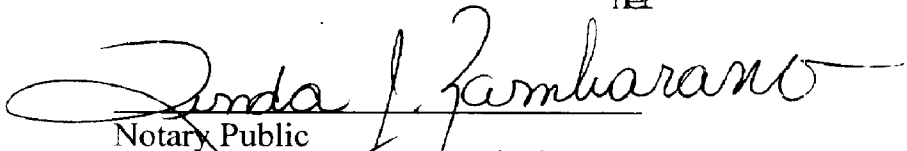
By: JUDITH A. SULLIVAN
Title: GENERAL COUNSEL

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ACKNOWLEDGMENT

State of Rhode Island)
ss.
County of PROVIDENCE)

On this 16th day of August 2000, before me personally appeared Judith A. Sullivan, the person who signed this instrument, who acknowledged that ~~she~~^{he} signed it as a free act on ~~his~~^{her} own behalf.



Notary Public
My commission expires: 6/13/2001

[Seal]

COPY



As a member of our family of health plans, we want you and your family to be happy, healthy and safe. That's why we developed the Advantage Program. With this program, you're eligible for discounts on many health-related products and services such as fitness centers, weight loss programs, massage therapy, skiing and much more.

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HealthMate



BlueCHIP
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Health Partners, Inc.

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