



101548556

11-27-00

To the Honorable Commissioner

and original documents or copy thereof.

1. Name of conveying party(ies):
ADVP Operations, L.P.

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

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

2. Name and address of receiving party(ies)

Name: Advance Paradigm, Inc.

Internal Address:

Street Address: 5215 N. O'Connor Blvd., Suite 1600

City: Irving State: Texas ZIP: 75039

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Delaware
 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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: 11/17/2000

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

A. Trademark Application No.(s) _____

Additional numbers attached? Yes No

B. Trademark Registration No.(s)
1,912,020

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

Name: Priscilla L. Ferguson

Internal Address: Akin, Gump, Strauss, Hauer & Feld, L.L.P.

Street Address: P.O. Box 688

City: Dallas State: Texas ZIP: 75313-0688

6. Total number of applications and registrations involved: 1

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

Enclosed

8. Deposit account number:
01-0657

(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.

Priscilla L. Ferguson
Name of Person Signing

Priscilla L. Ferguson
Signature

Nov-20, 2000
Date

Total number of pages including cover sheet, attachments, and document: 4

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

ASSIGNMENT

WHEREAS, ADVP Operations, L.P., a limited partnership existing under the laws of the state of Delaware, with its designated place of business at 545 E. John Carpenter Freeway, Suite 1570, Irving, Texas 75062 ("Assignor"), is the owner of the service mark made the subject of United States Service Mark Registration No. 1,912,020 for the mark ADVANCE, registered on August 15, 1995;

WHEREAS, Advance Paradigm, Inc., a Delaware corporation, with its designated place of business at 5215 N. O'Connor Blvd., Suite 1600, Irving, Texas 75039 ("Assignee") desires to acquire the right, title and interest in and to the above-identified registration and the mark made the subject matter of such registration, together with the goodwill of the business symbolized by said mark;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, assigns and transfers to Assignee the entire right, title and interest in and to United States Service Mark Registration No. 1,912,020, registered on August 15, 1995, the mark made the subject matter of such registration, together with the goodwill of the business symbolized by said mark.

ADVP OPERATIONS, L.P.

By: *Laura I. Johansen*

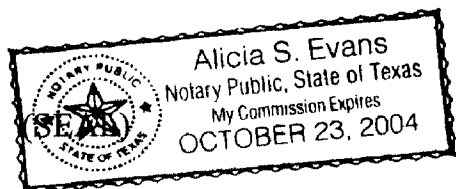
Name: *Laura I. Johansen*
Title: *Sr. Vice President, Corporate Affairs and Secretary*

STATE OF TEXAS

COUNTY OF DALLAS

BEFORE ME, the undersigned authority, on this day personally appeared *Laura I. Johansen*, and having been duly sworn by me, upon his oath states that he has read and understands the foregoing instrument, that he is authorized to execute said instrument, and acknowledged to me that he executed same for the purposes and consideration therein expressed, in the capacity therein stated, and as the act and deed of said corporation.

SUBSCRIBED AND SWORN TO BEFORE ME, this *17th* day of *November*, 2000.



Alicia S. Evans
Printed Name of Notary Public

Alicia S. Evans
Signature of Notary Public

My Commission expires the *23rd* day of *October*, *2004*.