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U.S. Patent & TMOs/TM Mail Rpt. Ct. #40

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Conveyance Type

- ☐ Assignment ☐ License
- ☐ Security Agreement ☐ Nunc Pro Tunc Assignment
- ☐ Merger
- ☐ Change of Name
- ☒ Other Nunc pro tunc assignment of part of assignor interest

Effective Date
Month Day Year
11-21-1997

Conveying Party

☐ Mark if additional names of conveying parties attached

Name Age Wave IMPACT, Inc.

Execution Date
Month Day Year
1-31-2001

Formerly _____

- ☐ Individual ☐ General Partnership ☐ Limited Partnership ☒ Corporation ☐ Association
- ☐ Other _____

☒ Citizenship/State of Incorporation/Organization Delaware

Receiving Party

☐ Mark if additional names of conveying parties attached

Name BlueCross BlueShield Association

DBA/AKA/TA _____

Composed of _____

Address (line 1) 225 North Michigan Avenue

Address (line 2) _____

Address (line 3) Chicago

Illinois

60601

- ☐ Individual ☐ General Partnership ☐ Limited Partnership
- ☐ Corporation ☐ Association

☒ Other Nonprofit association☒ Citizenship/State of Incorporation/Organization Illinois

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)

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Name

Address (line 1)

Address (line 2)

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Correspondent Name and Address

Area Code and Telephone Number

(703) 610-6100

Name Timothy J. Lyden, Esq.

Address (line 1) Hogan & Hartson L.L.P.

Address (line 2) 8300 Greensboro Drive

Address (line 3) Suite 1100

Address (line 4) McLean, Virginia 22102

Pages

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

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2

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)

2,309,764

Number of Properties

Enter the total number of properties involved.

#

1

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

40.00

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:

#

08-2550

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 true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Timothy J. Lyden
Name of Person Signing

Signature

2/13/01
Date Signed**TRADEMARK**
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NUNC PRO TUNC ASSIGNMENT

WHEREAS, Age Wave IMPACT, Inc., a Delaware corporation located and doing business at 2000 Powell Street, Emeryville, California 94068 ("AWI"), is the owner of U.S. Service Mark Registration No. 2,309,764 and the mark AGELESS HEROES and goodwill symbolized thereby (collectively, the "Mark");

WHEREAS, AWI and BlueCross BlueShield Association, an Illinois nonprofit association located and doing business at 225 North Michigan Avenue, Chicago, Illinois 60601, (hereinafter "BCBSA"), have been working together since at least as early as November 21, 1997 in connection with the Ageless Heroes campaign; and

WHEREAS, the AWI desires to transfer an undivided one-half interest in the Mark to BCBSA effective November 21, 1997 and BCBSA desires to receive from AWI that one-half interest in and to the Mark;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, AWI has assigned and hereby sells, assigns, transfers and sets over to BCBSA, nunc pro tunc as of November 21, 1997, an undivided one-half interest in and to U.S. Service Mark Registration Number 2,309,764 and an undivided one-half right to, and ownership interest in, the goodwill of the business connected with the Mark, the same to be held and enjoyed jointly by AWI and BCBSA, and their successors, assigns and other legal representatives.

AWI further assigns to Assignee all right to sue for and receive all damages accruing from past infringements of the Mark assigned.

This Assignment shall be binding upon the parties, their successors and/or assigns
and all others acting by, through, with or under their direction, and all those in privity therewith.

AGE WAVE IMPACT, INC.

Date: 1/31/2001

By: Joseph B. Coleman
Joseph B. Coleman
Treasurer

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RECORDED: 02/13/2001

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