

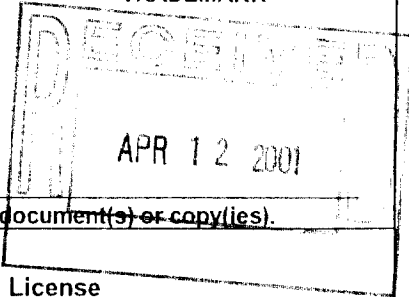
04-26-2001



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4.12.01

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY



TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
 - Security Agreement Nunc Pro Tunc Assignment
 - Merger
 - Change of Name
 - Other _____
- Effective Date
Month Day Year
2/15/01

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year
2/15/01

Name Health Net of California, Inc.

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____

Citizenship/State of Incorporation/Organization California

Receiving Party

Mark if additional names of receiving parties attached

76120956

Name Health Net, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) _____

Address (line 2) 21600 Oxnard Street

Address (line 3) Woodland Hills
City

California
State/Country

91367
Zip Code

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

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.)

Citizenship/State of Incorporation/Organization Delaware

04/26/2001 AHMED1 00000089 100440 76120956

FOR OFFICE USE ONLY

01 FC:481 40.00 CH
02 FC:482 475.00 CH

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

TRADEMARK
REEL: 002280 FRAME: 0771

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

(310) 203-8080

Name

Rod S. Berman, Esq.

Address (line 1)

Jeffer, Mangels, Butler & Marmaro, LLP

Address (line 2)

2121 Avenue of the Stars, 10th Floor

Address (line 3)

Los Angeles, CA 90067

Address (line 4)

Pages

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

#

5

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)

76/120956 74/461387 74/488754

1,147,331 1,857,898 1,795,477

74/731233 76/044967 76/044966

2,088,507 2,151,574 1,801,088

76/096118 76/121046 74/507379

1,837,050

Number of Properties

Enter the total number of properties involved.

#

20

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

515.⁰⁰

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:

#

10-0440

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

Christine L. Lofgren, Esq.

April 9

, 2001

Name of Person Signing

Signature

Date Signed



UNITED STATES DEPARTMENT OF COMMERCE
Patent and Trademark Office
ASSISTANT SECRETARY AND COMMISSIONER
OF PATENTS AND TRADEMARKS
Washington, D.C. 20231

EXHIBIT "A"

U.S. FEDERAL REGISTRATIONS

Registration No.	Mark	Registration Date
1,147,331	HEALTH NET	2/17/81
1,857,898	HEALTH NET ACCESS	10/11/94
1,795,477	HEALTH NET SENIORITY PLUS	9/28/93
2,088,507	HEALTH NET ELECT	8/19/97
2,151,574	SELECT	4/21/98
1,801,088	WELL. WELL. WELL	10/26/93
1,837,050	BE WELL WITH HEALTH NET	5/17/94

U.S. FEDERAL APPLICATIONS

Application No.	Mark	App. Filing Date
74/461,387	HEALTH NET COMP 24	11/10/93
74/488,754	HEALTH NET COMP 24	2/10/94
74/731,233	HEALTH NET INSIGHT	9/19/95
76/044,967	HEALTHNET.COM	5/9/00
76/044,966	HEALTH NET	5/9/00
76/096,118	HEALTH.NET	7/25/00
76/121,046	Hn (Stylized)	9/1/00
74/507,379	COMP 24	3/31/94
76/174,396	FOCUSCARE	12/1/00
76/187,816	YOUR PARTNER IN HEALTHY LIVING	1/29/00
76/187,817	RAPID ACCESS	12/29/00
76/174,395	WELLREWARDS	12/1/00
76/120,956	SALUD CON HEALTH NET	9/1/00

ASSIGNMENT OF TRADEMARKS/SERVICE MARKS

FOR GOOD AND VALUABLE CONSIDERATION, the receipt and sufficiency of which is hereby acknowledged, Health Net of California, Inc., a California corporation, having its principal office at 21600 Oxnard Street, Woodland Hills, California 91367 ("Assignor"), hereby assigns and transfers to Health Net, Inc., a Delaware corporation, having its principal office at 21650 Oxnard Street, Woodland Hills, California 91367 ("Assignee"), and Assignee hereby accepts from Assignor:


A. All worldwide right, title and interest held by Assignor in and to the business names, domain names, trade names, trademarks and/or service marks used in connection with Assignor's goods and services, and the applications and/or registrations thereof, including, but not limited to the applications and registrations listed in Exhibit "A" hereto (hereinafter collectively referred to as the "Marks");

B. The goodwill of the business connected with the use of and symbolized by the Marks; and

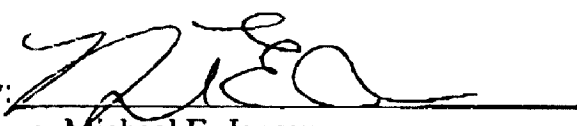
C. All rights to damages or profits, due or to become due, accrued or to accrue, arising out of past, present, or future infringement of said Marks or injury to said goodwill, together with the right to sue or recover the same in the Assignee's name.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands as of February 15, 2001.

HEALTH NET OF CALIFORNIA, INC., a
California corporation

By: 
Name: B. Curtis Westen
Title: Secretary

HEALTH NET, INC., a Delaware
corporation

By: 
Name: Michael E. Jansen
Title: Vice President, Assistant General
Counsel and Assistant Secretary

STATE OF CALIFORNIA)
)
COUNTY OF LOS ANGELES)

On February 15, 2001, before me, Marsha Hirsch,
personally appeared B. Curtis Weston,

personally known to me [] proved to me on the basis
of satisfactory evidence

to be the person whose name is subscribed to the within
instrument and acknowledged to me that he executed the same in
his authorized capacity, and that by his signature on the
instrument the person, or the entity upon behalf of which the
person acted, executed the instrument.

WITNESS my hand and official seal.



Marsha Hirsch
Signature of Notary

CAPACITY CLAIMED BY SIGNER:

<input type="checkbox"/> Individual(s)	<input type="checkbox"/> Attorney-In-Fact
<input type="checkbox"/> Partner(s)	<input type="checkbox"/> Subscribing Witness
<input type="checkbox"/> Trustee(s)	<input type="checkbox"/> Guardian/Conservator
<input checked="" type="checkbox"/> Corporate <u>Secretary</u>	<input type="checkbox"/> Other: _____

SIGNER IS REPRESENTING:

Name of Person(s) or Entity(ies): Health Net of California,
Inc., a California corporation

STATE OF CALIFORNIA)
)
COUNTY OF LOS ANGELES)

On February 15, 2001, before me, MARSHA HIRSCH,
personally appeared Michael E. Jansen,

personally known to me () proved to me on the basis
of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within
instrument and acknowledged to me that he/she/they executed the
same in his/her/their authorized capacity(ies), and that by
his/her/their signature(s) on the instrument the person(s), or
the entity upon behalf of which the person(s) acted, executed the
instrument.

WITNESS my hand and official seal.



Marsha Hirsch
Signature of Notary

CAPACITY CLAIMED BY SIGNER:

- | | |
|--|---|
| <input type="checkbox"/> Individual(s) | <input type="checkbox"/> Attorney-In-Fact |
| <input type="checkbox"/> Partner(s) | <input type="checkbox"/> Subscribing Witness |
| <input type="checkbox"/> Trustee(s) | <input type="checkbox"/> Guardian/Conservator |
| <input checked="" type="checkbox"/> Corporate <u>Vice President, Assistant</u>
<u>General Counsel and Assistant Secretary</u> | <input type="checkbox"/> Other: _____ |

SIGNER IS REPRESENTING:

Name of Person(s) or Entity(ies): Health Net, Inc., a Delaware
corporation

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76/044,967	HEALTHNET.COM	5/9/00
76/044,966	HEALTH NET	5/9/00
76/096,118	HEALTH.NET	7/25/00
76/121,046	Hn (Stylized)	9/1/00
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76/174,396	FOCUSCARE	12/1/00
76/187,816	YOUR PARTNER IN HEALTHY LIVING	1/29/00
76/187,817	RAPID ACCESS	12/29/00
76/174,395	WELLREWARDS	12/1/00
76/120,956	SALUD CON HEALTH NET	9/1/00

CALIFORNIA STATE REGISTRATIONS

Registration No.	Mark	Registration Date
42312	HEALTH NET ACCESS	7/28/93
42313	HEALTH NET ACCESS	8/5/93
42314	HEALTH NET ACCESS	8/5/93
13180	HEALTH NET	1/25/82
38363	FLEX NET	1/11/91
38088	HEART & SOLE	2/20/91

MEXICO APPLICATIONS

Application No.	Mark	App. Filing Date
457296	HEALTH NET (Cl. 16)	11/9/00
457297	HEALTH NET (Cl. 35)	11/9/00
457298	HEALTH NET (Cl. 36)	11/9/00
457299	HEALTH NET (Cl. 37)	11/9/00
457300	HEALTH NET (Cl. 41)	11/9/00
457301	HEALTH NET (Cl. 42)	11/9/00
457302	SALUD CON HEALTH NET (Cl. 16)	11/9/00
457303	SALUD CON HEALTH NET (Cl. 35)	11/9/00
457304	SALUD CON HEALTH NET (Cl. 36)	11/9/00
457305	SALUD CON HEALTH NET (Cl. 37)	11/9/00
457306	SALUD CON HEALTH NET (Cl. 41)	11/9/00
457307	SALUD CON HEALTH NET (Cl. 42)	11/9/00