

08-01-2001



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Attorney Docket No.: 49492-0196

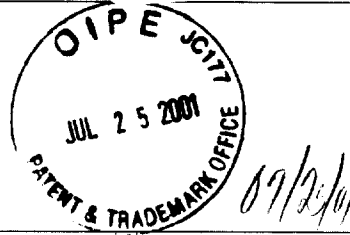
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To the Honorable Commissioner of Patent and T

Documents or copy thereof.

1. Name of conveying party(ies):

PCS Health Systems, Inc.
a Delaware Corporation



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

AdvancePCS, L.P.
5215 N. O'Connor Boulevard
Suite 1600
Irving, Texas 75039-3742

3. Nature of conveyance:

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

Execution Date: June 30, 2001

Effective Date: June 30, 2001

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

If assignee is not domiciled in the U.S.A., a domestic representative designation is attached: Yes; No

(Designations must be a separate document from Assignment)

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

A. Trademark Application No.(s):

See attached schedule

B. Trademark Registration No.(s):

See attached schedule

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

Brett I. Miller, Esq.
Morgan, Lewis & Bockius LLP
1800 M Street, N.W.
Washington, D.C. 20036

Telephone: 202-467-7846
Facsimile: 202-467-7176
E-Mail: bmillerm@morganlewis.com

6. Total number of applications and registrations involved: 56

7. Total fee (37 CFR 3.41) Cal. $\frac{1}{55} \times \$40.00 = \40.00
 $\frac{55}{55} \times \$25.00 = \$1,375.00$
 Total \$ 1,415.00

Authorized to charge any additional fees to deposit account

8. Deposit account number: 13-4520

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.

Brett I. Miller, Esq.
Name of Person Signing

Signature

7/25/01
Date

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

07/31/2001 LAMPELLER 00000169 76103721

01 FC:481
02 FC:482

40.00 OP
1375.00 OP

SCHEDULE A

Applications

<u>Mark</u>	<u>Serial No.</u>
TPADVANTAGE	76/103,721
PCSRX	75/741,314
PCSRX.COM	75/741,322
PROCESS:4	75/741,316
EXECUTIVE INSIGHT	75/741,317

Registrations

<u>Mark</u>	<u>Reg. No.</u>
Process Design	2,453,954
PCS ADVISOR UPDATE	2,439,058
PCS ADVISOR	2,373,864
PCS IN FOCUS	2,267,326
RX VIEWPOINTS	2,261,625
RX INFORM	2,241,462
PCS HEALTH SYSTEMS	2,235,683
THE RIGHT TRACK Plus Design	2,202,487
THE RIGHT TRACK	2,199,277
BEST PRICE	2,106,066
CLINICAL PHARMACY REVIEW	2,180,471
PCS HEALTH SYSTEMS	2,155,042
Figure Design	2,205,196
PCS	2,164,099
PCS HEALTH SYSTEMS	2,155,041
PCS HEALTH SYSTEMS	2,153,893
Figure Design	2,152,574
PCS	2,152,573
Figure Design	2,152,572
PCS	2,162,139
PCS HEALTH SYSTEMS	2,153,892
Figure Design	2,152,571
Figure Design	2,155,040
PCS	2,160,635
PCS	2,187,544
PERFORMANCE SCRIPT	2,208,393
PERFORMANCE LAB	2,225,015

<u>Mark</u>	<u>Reg. No.</u>
RX REVIEW	2,174,075
RX INQUIRY	2,143,741
RX AUTHORIZATION	2,139,873
HEALTHY RESULTS	2,112,485
RX COMPLIANCE	2,139,870
PERFORMANCE RX	2,112,484
PERFORMANCE HEALTH	2,114,321
Figure Design	2,103,622
PCS HEALTH SYSTEMS (Stylized)	2,142,337
WE MAKE HEALTH INFORMATION SMARTER	2,158,445
INFORMATION-DRIVEN HEALTH SOLUTIONS	2,138,060
RECAP PLUS	2,150,347
PERFORMANCE MAIL	2,170,148
RECAP	1,838,098
RE:SOLVE	1,957,150
RE:SOLVE	1,890,282
MANAGED ACCESS	1,804,705
RECAP	1,837,022
RECAP	1,804,704
PCS Plus Design	1,674,476
QUANTUM ALERT	1,744,783
PCS	1,627,521
ALPHA-GRAM	1,233,556
PCS Plus Design	939,160

PLAN AND AGREEMENT OF MERGER

OF

PCS HEALTH SYSTEMS, INC.

AND

ADVANCEPCS, L.P.

This PLAN AND AGREEMENT OF MERGER ("*Plan*") is entered into as of June 30, 2001, by and among PCS Health Systems, Inc., a Delaware corporation ("*Merged Entity*"), and AdvancePCS, L.P., a Delaware limited partnership ("*Surviving Entity*") (collectively, the "*Parties*").

RECITALS

The Board of Directors of Merged Entity and the General Partner of Surviving Entity have each determined that it is advisable and in the best interest of each respective entity and their respective interest holders that Merged Entity be merged with and into Surviving Entity on the terms and subject to the conditions set forth herein ("*Merger*").

TERMS OF AGREEMENT

In consideration of the mutual representations, warranties, covenants and agreements contained herein, the Parties agree as follows:

ARTICLE I THE MERGER

Upon the Effective Date (hereinafter defined), Merged Entity shall be merged with and into Surviving Entity in accordance with Sections 17-211 of the Delaware Revised Uniform Limited Partnership Act (the "*DRULPA*") and Section 263 of the Delaware General Corporation Law, and the separate existence of Merged Entity shall cease and Surviving Entity shall thereafter continue as the surviving entity under the DRULPA.

ARTICLE II THE SURVIVING ENTITY

A. Upon and from and after the Effective Date, the Certificate of Limited Partnership of Surviving Entity, in effect as of the Effective Date, shall be and constitute the Certificate of Limited Partnership of Merged Entity (a copy of the Certificate of Limited Partnership of Surviving Entity is attached hereto as Exhibit A).

B. Upon and from and after the Effective Date, the Limited Partnership Agreement of Surviving Entity, in effect as of the Effective Date, shall be the Limited Partnership Agreement of Merged Entity (a copy of the Limited Partnership Agreement of Surviving Entity is attached hereto as Exhibit B).

ARTICLE III
MANNER AND BASIS OF CONVERTING SHARES

Upon the Effective Date, each share of the capital stock in the Merged Entity shall, by virtue of the Merger and without any action on the part of the holder thereof, be automatically cancelled and retired, shall cease to exist and shall no longer be outstanding and the holder of any certificate representing any such shares shall cease to have any rights with respect thereto.

ARTICLE IV
EFFECT OF MERGER

Upon and from and after the Effective Date, all property, rights, privileges, powers and franchises of Merged Entity shall vest in Surviving Entity, and all liabilities and obligations of Merged Entity shall become liabilities and obligations of Surviving Entity.

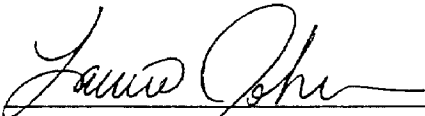
ARTICLE V
EFFECTIVE DATE

As used in this Plan, the term "Effective Date" shall mean June 30, 2001. The Effective date shall be set forth in the Certificate of Merger to be filed with the Delaware Secretary of State, as the effective date of the Merger.

[SIGNATURE PAGE FOLLOWS]

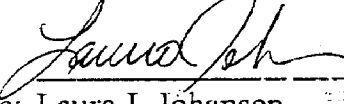
IN WITNESS WHEREOF, the Parties have caused this Plan to be executed in their respective corporate names as of the day and year first written above.

PCS HEALTH SYSTEMS, INC.
a Delaware corporation

By: 
Name: Laura I. Johansen
Title: Vice President

ADVANCEPCS, L.P.
a Delaware limited partnership

By: PCS Holding Corporation,
General Partner

By: 
Name: Laura I. Johansen
Title: Vice President