

08-08-2001



Attorney Docket No.: 51545-0003

To the Honorable Commissioner of Patent and Trademark

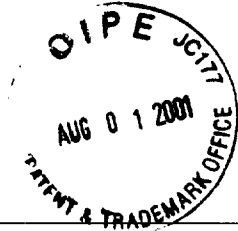
101804143

Documents or copy thereof.

1. Name of conveying party(ies):

AdvancePCS, L.P.
a Delaware limited partnership

8-1-01



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

ADVP Management, L.P.
5215 N. O'Connor Boulevard
Suite 1600
Irving, Texas 75039

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: 57

7. Total fee (37 CFR 3.41) Cal. 1 x \$40.00 = \$ 40.00
56 x \$25.00 = \$ 1,400.00
 Total \$ 1,440.00

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

8/01/01

Date

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

08/07/2001 LNUELLER 00000257 76103721

01 FC:481 40.00 DP
02 FC:482 1400.00 DP

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>
APOTHEQUERY	1,854,289
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

Mark	Reg. No.
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

TRADEMARK ASSIGNMENT

This Trademark Assignment is effective June 30, 2001, from AdvancePCS, L.P., a Delaware limited partnership, having a principal business address at 5215 N. O'Connor Boulevard, Suite 1600, Irving, Texas 75039-3742, (hereinafter "Assignor"), in favor of ADVP Management, L.P., a Delaware limited partnership, having a principal business address at 5215 N. O'Connor Boulevard, Suite 1600, Irving, Texas 75039, (hereinafter "Assignee").

WHEREAS, Assignor is the owner of all right, title and interest in and to the marks listed on the attached Schedule A (hereinafter "Marks"), the federal registrations therefor, and the goodwill developed through the use of the Marks;

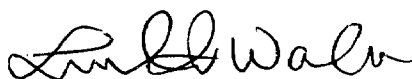
WHEREAS, Assignee desires to acquire all right, title, and interest in and to the Marks, the federal applications and registrations therefor, and the goodwill developed through the use of the Marks;

WHEREAS, Assignee is a successor-in-interest to the portion of the business of Assignor to which the Marks pertain and such business is ongoing and existing.

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, Assignor hereby sells, assigns, transfers and sets over to Assignee, the entire right, title, interest in and to the Marks, any applications for federal registration therefor, the federal registrations therefor, and the goodwill of the business symbolized by the Marks. All rights and privileges, including the right to sue for and receive all damages from past infringements of the Marks, will be held and enjoyed by the Assignee, its successors, assigns and other legal representatives.

Signed this 30th day of June, 2001.

ADVANCEPCS, L.P.

By: 
Name: Laurel I. Wala
Title: Asst. Secretary