

08-08-2001

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Attorney Docket No.: 51545-0003



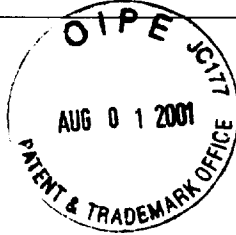
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To the Honorable Commissioner of Patent and

il documents or copy thereof.

1. Name of conveying party(ies):

AdvancePCS
a Delaware corporation



08/01/01

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: 15

7. Total fee (37 CFR 3.41) Cal. 1 x \$40.00 = \$ 40.00
14 x \$25.00 = \$ 350.00
Total \$ 390.00

Authorized to charge any additional fees to deposit account

8. Deposit account number: 13-4520

08/07/2001 RHMED1 00000118 76227895

DO NOT USE THIS SPACE

01 FC:481 40.00 DP
02 FC:482 350.00 DP

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:

SCHEDULE A

<u>Mark</u>	<u>Serial No.</u>
ADVANCEPCS ADVISOR	76/227,895
ADVANCEPCS ADVISOR UPDATE	76/227,896
ADVANCEPCS Plus Design	76/131,637
ADVANCERX.COM Plus Design	76/131,636
ADVANCEPCS	76/103,532
ADVANCERX	75/883,207
BUILDING BETTER HEALTH	75/882,920
ADVANCERX	75/852,173
INNOVATIVE MEDICAL RESEARCH	75/793,597
IMR	75/793,596
ADVANCE PARADIGM Plus Design	75/268,823

<u>Mark</u>	<u>Reg. No.</u>
Square and Diamond Box Design	2,366,434
Sunburst Design	2,202,188
ADVANCE	1,814,033
ADVANCE	1,912,020

TRADEMARK ASSIGNMENT

This Trademark Assignment is effective June 30, 2001, from AdvancePCS a Delaware corporation, having a principal business address at 9501 East Shea Boulevard, Scottsdale, Arizona 85260, (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 applications and 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

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