

08-24-2001

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

RE



U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

MILLIMAN USA, INC.

08/16/01

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

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: July 16, 2001

2. Name and address of receiving party(ies)

Name: healthcommunities.com, Inc.

Internal Address:

Street Address: 136 West Street, Suite 201

City: Northampton State: MA Zip: 01060

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,431,953

Additional number(s) attached Yes No

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

Name: Deborah A. Basile, Esq.

Internal Address: c/o Doherty, Wallace, Pillsbury and Murphy, P.C. 19th Floor, One Monarch Place

Street Address: 1414 Main Street

City: Springfield State: MA Zip: 01144

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 3.41).....\$ 40.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

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.

Deborah A. Basile Name of Person Signing

Deborah A. Basile Signature

8/9/01 Date

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

2

08/23/2001 LMUELLER 00000147 2431953

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

01 FC:481

40.00 OP

TRADEMARK REEL: 002354 FRAME: 0541

TRADEMARK ASSIGNMENT

THIS ASSIGNMENT, effective as of July 16, 2001, is by Milliman USA, Inc., a Washington corporation having its principal office at 1301 Fifth Avenue, Suite 3800, Seattle, Washington 98101 ("Assignor"), for the benefit of Healthcommunities.com, Inc., a Massachusetts corporation having its principal office at 136 West Street, Suite 201, North Hampton, Massachusetts 01060 ("Assignee").

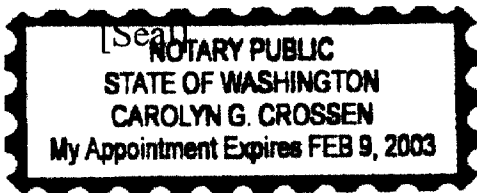
In exchange for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns and transfers to Assignee all right, title and interest in and to U.S. Trademark Registration No. 2431953, all common law rights held by Assignor in the "Healthcare Management University" trademark, all goodwill associated therewith, and any causes of action for infringement with respect to the foregoing that may have accrued prior to the effective date of this assignment.

MILLIMAN USA, INC.

By: WSP
William Pedersen, Chief Financial Officer

State of Washington)
 : SS
King County)

This instrument was acknowledged before me on July 25, 2001 by William Pedersen, the Chief Financial Officer of Milliman USA, Inc.



Carolyn G. Crossen
(Carolyn G. Crossen)
Notary Public, State of Washington
My commission expires 2/9/2003