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01-10-2002



Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

101940431

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

1. Name of conveying party(ies):
Lion Connecticut Holdings Inc.

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

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

2. Name and address of receiving party(ies)
Name: **Aetna Inc.**
Internal
Address: _____
Street Address: **980 Jolly Road**
City: **Blue Bell** State: **PA** Zip: **19422**

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State **Pennsylvania**
 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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: **April 16, 2001**

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s)
See Attachment

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: **Faye A. Dion**
Internal Address: **RW4A**
Aetna Inc.
Street Address: **151 Farmington Avenue**
City: **Hartford** State: **CT** Zip: **06156**

6. Total number of applications and registrations involved: **23**

7. Total fee (37 CFR 3.41).....\$ **590.00**

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.

Faye A. Dion
Name of Person Signing

Faye Dion
Signature

1-6-2001
Date

Total number of pages including cover sheet, attachments, and document: **9**

01/10/2002 LNUWELLER 00000038 2137548
01 FC:481
02 FC:482
40.00 OP
550.00 OP

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

TRADEMARK
REEL: 002419 FRAME: 0092

ATTACHMENT – ITEM 4 (Continued)

| <u>Trademark/Service Mark</u> | <u>Reg. No.</u> |
|--|-----------------|
| Dentalsmart | 2,137,548 |
| DMO | 1,394,347 |
| Getting Bigger and Design | 2,032,956 |
| Giving You A Reason To Smile | 2,061,646 |
| Health & Fitness Advantage | 2,083,453 |
| Healthsketch | 1,505,096 |
| Healthsketch and Design | 1,505,097 |
| Healthsmart | 1,653,618 |
| Healthsmart (Stylized) | 1,584,610 |
| Institutes of Quality | 1,605,906 |
| MDO | 1,918,353 |
| Mix 'N' Max | 1,869,959 |
| Mix 'N' Max (Stylized) | 1,878,872 |
| Our Experience Is Your Greatest Benefit | 1,921,159 |
| PDO | 1,918,352 |
| Prescriptions By Mail | 2,036,282 |
| Rock-A-Bye Baby | 1,993,806 |
| Starting Right | 1,977,845 |
| Starting Right and Design | 1,977,844 |
| The Brighter Alternative | 1,960,492 |
| The Brighter Alternative For You and Your Family | 1,937,130 |
| What Else Can We Do For You | 2,242,082 |
| Working For Health | 1,562,681 |

TRADEMARK ASSIGNMENT AGREEMENT

This TRADEMARK ASSIGNMENT AGREEMENT, dated as of April 16, 2001, is by and between LION CONNECTICUT HOLDINGS INC., a Connecticut corporation ("Assignor"), and AETNA INC., a Pennsylvania corporation ("Assignee").

RECITALS

WHEREAS, pursuant to the Trademark Assignment Agreement dated August 6, 1999, THE PRUDENTIAL INSURANCE COMPANY, a New Jersey Corporation ("Prudential"), assigned to AETNA INC., a Connecticut corporation ("Aetna"), its entire right, title and interest in and to the trademarks, service marks, trade names, trademark registrations and applications set forth on Schedule A attached thereto (collectively, the "Marks"), and all goodwill symbolized by and associated with the business conducted under such Marks;

WHEREAS, the Recordation of Assignment of the Marks from Prudential to Aetna, recorded with the U.S. Patent and Trademark Office ("PTO") at Reel Number 002060/Frame Number 0629 on April 3, 2000, incorrectly identified Aetna Life Insurance Company as the assignee of the Marks; and

WHEREAS, a Corrective Recordation of Assignment was filed on March 14, 2001 to identify Aetna as the proper assignee and to correct a trademark registration number identified in the Schedule attached to the Assignment; and

WHEREAS, effective December 13, 2000, Aetna separated its financial services from its health business. Aetna, along with its financial services business, merged with ANB Acquisition Corporation and was renamed LION CONNECTICUT HOLDINGS INC. Since December 13, 2000, the health business has been, and continues to be owned and conducted by Assignee; and

WHEREAS, the Marks are associated with the health business, which business is ongoing and existing, and the Parties desire to effect the assignment of the Marks to the correct entity; and

WHEREAS, Assignor desires to assign to Assignee all of Assignor's right, title and interest in and to the Marks and all goodwill symbolized by and associated with the business conducted under such Marks, which business is ongoing and existing, and Assignee desires to accept the assignment of all of Assignor's right, title and interest in and to such Marks and all goodwill symbolized by and associated with the business conducted under such Marks.

NOW THEREFORE, by this document, and for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby assign to Assignee, and its successors and assigns, its entire right, title and interest in and to: (i) the Marks; (ii) any and all goodwill symbolized by and associated with the business conducted under the Marks, (iii) all registrations and applications (including intent-to-use applications) for the Marks, (iv) all income,

royalties, damages and payments in respect of the Marks; and (v) all causes of action (either in law or in equity) and the right to sue, counterclaim and recover for infringement of the Marks.

Assignor hereby agrees to execute all papers and to perform such other proper acts as Assignee or its successors or assigns deem reasonably necessary to secure for Assignee or its successors or assigns, or to evidence the rights, hereby transferred.

WHEREFORE, Assignor has caused this Trademark Assignment Agreement to be duly executed as of the date first written above.

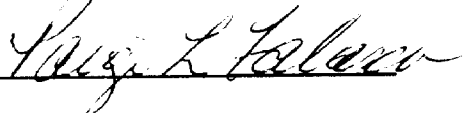
LION CONNECTICUT HOLDINGS INC.

By: 

Name: B. Scott Burton
Title: Secretary

Agreed and Acknowledged:

AETNA INC.

By: 

Name: Paige L. Falasco
Title: Assistant Vice President and
Assistant Corporate Secretary
Date: April 16, 2001

ATTACHMENT A
TO
PTO RECORDATION FORM COVER SHEET

| <u>Trademark/Service Mark</u> | <u>Status</u> | <u>Reg. No.</u> |
|---|---------------|-----------------|
| Dentalsmart | Registered | 2,137,548 |
| DMO | Registered | 1,394,347 |
| Getting Bigger and Design | Registered | 2,032,956 |
| Giving You A Reason To Smile | Registered | 2,061,646 |
| Health & Fitness Advantage | Registered | 2,083,453 |
| Healthsketch | Registered | 1,505,096 |
| Healthsketch and Design | Registered | 1,505,097 |
| Healthsmart | Registered | 1,653,618 |
| Healthsmart (Stylized) | Registered | 1,584,610 |
| Institutes of Quality | Registered | 1,605,906 |
| MDO | Registered | 1,918,353 |
| Mix 'N' Max | Registered | 1,869,959 |
| Mix 'N' Max (Stylized) | Registered | 1,878,872 |
| Our Experience Is Your Greatest Benefit | Registered | 1,921,159 |
| PDO | Registered | 1,918,352 |
| Prescriptions By Mail | Registered | 2,036,282 |
| Rock-A-Bye Baby | Registered | 1,993,806 |
| Starting Right | Registered | 1,977,845 |
| Starting Right and Design | Registered | 1,977,844 |
| The Brighter Alternative | Registered | 1,960,492 |
| The Brighter Alternative For You and Your Family | Registered | 1,937,130 |
| What Else Can We Do For You? | Registered | 2,242,082 |
| Working For Health | Registered | 1,562,681 |

CERTIFICATE OF MERGER

OF

**ANB ACQUISITION CORP.
(a Connecticut corporation)**

INTO

**AETNA INC.
(a Connecticut corporation)**

(pursuant to Section 33-819 of the Connecticut Business Corporation Act)

This Certificate of Merger is filed pursuant to Section 33-819 of the Connecticut Business Corporation Act.

FIRST: The plan of merger for ANB Acquisition Corp. to be merged with and into Aetna Inc. is set forth in the Agreement and Plan of Restructuring and Merger, dated as of July 19, 2000 (the "Agreement of Merger"), attached hereto as **ATTACHMENT A.**

SECOND: Aetna Inc. is the Surviving Corporation.

THIRD: The designation, number of outstanding shares and number of votes entitled to be cast by each voting group entitled to vote on whether to approve the Agreement of Merger as to each of the constituent corporations is as follows:

- (a) Aetna Inc.:
 - (i) Designation and Number of outstanding shares: 141,357,347 shares of common stock, par value \$0.01 per share; and
 - (ii) Number of Votes Entitled to be Cast: 141,357,347 votes.

- (b) ANB Acquisition Corp.:
 - (i) Designation and Number of outstanding shares: 1,000 shares of common stock, par value \$0.01 per share; and
 - (ii) Number of Votes Entitled to be Cast: 1,000 votes.

FOURTH: The number of undisputed votes cast to approve the Agreement of Merger by the shareholders of each of the constituent corporations was sufficient to approve the merger. The total number of undisputed votes cast for the Agreement of Merger by each of the constituent corporations was as follows:

- (a) Aetna Inc.: 102,939,202 undisputed votes cast in favor of approving the Agreement of Merger by the holders of the common stock.

- (b) ANB Acquisition Corp.: 1,000 undisputed votes cast in favor of approving the Agreement of Merger by the holders of the common stock;


FIFTH: The effective date and time of this Certificate of Merger shall be December 13, 2000 at 5:01 p.m., Hartford, Connecticut local time (the "Effective Time").

SIXTH: As provided in Section 2.1 of the Agreement of Merger, at the Effective Time, the Certificate of Incorporation of ANB Acquisition Corp. shall be the Certificate of Incorporation of the Surviving Corporation, except that Section 1 of such Certificate of Incorporation shall be amended to read as follows:


"NAME OF CORPORATION: Lion Connecticut Holdings Inc."

Dated this 13th day of December, 2000.

AETNA INC.,
a Connecticut corporation

By: 
Name: William J. Casazza
Title: Corporate Secretary

ANB ACQUISITION CORP.,
a Connecticut corporation

By: 
Name: B. Scott Burton
Title: Vice-President, Secretary and Treasurer

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