

02-21-2002



To the Honorable Commissioner of  
thereof.

101989194

and the attached original documents or copy

1. Name of conveying party(ies):

eBenX, Inc. 2-14-02

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation - MINNESOTA
- 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: February 5, 2002

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

Name: Emerge Healthcare, Inc.

Internal Address: 123 Corporation Way

Street Address:

City: Palo Alto State: California ZIP 94303

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

If assignee is not domiciled in the United States, a domestic representative designation is attached:  
 Yes  No

(Designation 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)

76312135

B. Trademark Registration No.(s)

Additional numbers attached?  Yes  No

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

Name: Victor F. DeFrancis, Esq.

Internal Address: Cooley Godward LLP

Street Address: One Freedom Square  
Reston Town Center  
11951 Freedom Drive

City: Reston State: VA ZIP 20190-5601

6. Total number of applications and registration involved: 1 (one)

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

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

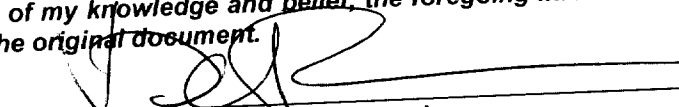
03-3118

(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.

 2/14/02  
Date

Total number of pages including cover sheet, attachments, and document: 2

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

02/20/2002 6T0N11 00000165 76312135

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2P1F011.DOC

TRADEMARK  
REEL: 002447 FRAME: 0078

**TRADEMARK ASSIGNMENT**

WHEREAS, eBenX, Inc., a Minnesota corporation, having its principal address at 605 North Highway 609, Minneapolis, Minnesota 55441, owns and has a bona fide intent to use the following mark (the "Mark"), application for which is pending in the United States Patent and Trademark Office:

BENU - Serial No. 76/312,135, filed September 12, 2001; and

WHEREAS, Emerge Healthcare Inc., a Delaware corporation, having its principal address at 1023 Corporation Way, Palo Alto, California 94303, is desirous of acquiring the Mark as part of that portion of the ongoing and existing business to which the marks pertain, as required by 15 U.S.C. §1060;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, eBenX, Inc. hereby assigns to Emerge Healthcare Inc. all right, title and interest in the United States, in and to the Mark, including that portion of eBenX's ongoing and existing business for which eBenX has a bona fide intent to use the Mark, together with all goodwill associated therewith.

For and on behalf of Assignor:

eBenX, Inc.  
a Minnesota corporation

Date: February 5, 2002

By: [Signature]  
Name: John J. Davis  
Title: CEO

PHIL: 441030-1

02/06/2002 WED 03:45 [TX/RX NO 8397] 010