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

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

1. Name of conveying party(ies): Anthem Health Services, Inc. 2-4-02 Individual(s) Association General Partnership Limited Partnership Corporation-State New York Other Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies) Name: Anthem Insurance Companies, Inc. Internal Address: Street Address: 120 Monument Circle City: Indianapolis State: Indiana Zip: 46204 Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Indiana 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: January 11, 2002

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 1,952,586 Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Kevin R. Erdman Internal Address: Street Address: 300 North Meridian Street Suite 2700 City: Indianapolis State: Indiana Zip: 46204

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: Additional fees may be charged to Deposit Account No. 02-0390 (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. Kevin R. Erdman Name of Person Signing Signature Date 16 Jan 02 Total number of pages including cover sheet, attachments, and document: 2

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

TRADEMARK REEL: 002447 FRAME: 0970

02/22/2002 LUMLELLER 0000200 1952586 01 FC:581

SERVICE MARK ASSIGNMENT

WHEREAS, Anthem Health Services, Inc. ("ASSIGNOR"), a corporation of the State of New York, having its principal place of business at 57 Karner Road, Albany, New York 12205, has adopted, used and has registered with the United States Patent and Trademark Office the mark ANTHEM HEALTH SERVICES and Design (Reg. No. 1,952,586) in connection with home health care in the nature of nursing care, providing infusion and oral pharmaceuticals to others, providing durable medical equipment to others, and respiratory services in the nature of supplying oxygen, respiratory therapists and related supplies and equipment to others; consulting services in the field of home health care, in International Class 42; and

WHEREAS, Anthem Insurance Companies, Inc. ("ASSIGNEE"), a corporation organized under the laws of the State of Indiana, having its principal place of business at 120 Monument Circle, Indianapolis, Indiana 46204, is desirous of acquiring said mark and all rights in and to the service mark registration; and

WHEREAS, two separate agreements, namely, a Settlement Agreement and Service Mark License Agreement, each bearing an effective date of December 31, 2001, provide full and adequate authority and consideration for the rights granted or relinquished hereunder;

NOW, THEREFORE, for good and valuable consideration, as recited above, the receipt and sufficiency of which is hereby acknowledged, ASSIGNOR does hereby assign unto the said ASSIGNEE, its successor and assigns, effective as of the date hereof, all right, title and interest in and to the said mark, together with the good will of the business connected with the use of and symbolized by the mark, and the above-identified service mark registration.

IN WITNESS WHEREOF, ASSIGNOR has caused this document to be duly and legally executed and delivered on this 11 day of JANUARY, 2002.

ANTHEM HEALTH SERVICES, INC.

By: Michael J. Clark

Printed Name: MICHAEL J. CLARK

Title: PRESIDENT