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Form PTO-1594

(Rev. 03/01)

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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): 2-11-02

PREFERRED HEALTH SYSTEMS, INC
I-20 at Alpine Road
Columbia, SC 29219

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

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

2. Name and address of receiving party(ies)

Name: BLUE CROSS AND BLUE SHIELD OF SOUTH CAROLINA

Internal Address: _____

Street Address: I-20 at Alpine Road

City: Columbia State: SC Zip: 29219

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State South Carolina
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be 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: _____

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

A. Trademark Application No.(s)
75/654,938

B. Trademark Registration No.(s)

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FEB 11 2002

Additional number(s) attached Yes No

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

Name: B. Craig Killough
BARNWELL WHALEY PATTERSON & HELMS, LLC

Internal Address: _____

Street Address: 134 Meeting Street, Suite 300

City: Charleston State SC Zip: 29401

6. Total number of applications and registration involved:

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.

B. Craig Killough [Signature] 1/10/02
Name of Person Signing Signature Date

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

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

02/26/2002 TDIAZ1 00000199 75654938
01 FC:481 40.00 DP

TRADEMARK
REEL: 002449 FRAME: 0943

ASSIGNMENT

WHEREAS, PREFERRED HEALTH SYSTEMS, INC., a corporation organized and existing under the laws of the State of South Carolina and having its principal office and place of business at Columbia, South Carolina, hereinafter referred to as Assignor, has adopted and is using various words and symbols to identify its services and has caused to apply for registration of certain of its service marks; and

WHEREAS, said Assignor is the owner of record of the following Service Mark and Registration:

**United States Patent and Trademark Office pending Application
Serial Number 75/654,938 for the mark CLUB P.A.C.T.**

WHEREAS, Assignor is a wholly owned subsidiary of Blue Cross and Blue Shield of South Carolina (hereinafter, "Assignee"), which controls the activities of Assignor; and

WHEREAS, for the purpose of maintaining consistent ownership of trademark and service marks used by Assignee and its subsidiaries, and for the purpose of identifying this ownership on the Principal Register of the United States Patent and Trademark Office, Blue Cross and Blue Shield of South Carolina, having its principal office and place of business at I-20 Alpine Road, Columbia, South Carolina, is hereby assigned by Assignor the Service Mark together with the goodwill of the business with which the Service Mark is used, and which is symbolized by said Service Mark, including the Registration referred to above.

NOW THEREFORE, be it known that for an in consideration of the sum of One Dollar (\$1.00) and other good and valuable considerations, the receipt of which is hereby acknowledged by said Assignor, said Assignor has presented, sold, transferred, conveyed and assigned unto said Assignee the entire right, title and interest in and to the Service Mark and does hereby assign and transfer unto Assignee the Application specifically hereinbefore identified, and any Registration that may issue thereon, Assignee having also

been assigned by Assignor the right to recover for past infringement of the Service Mark, and the goodwill of the business in connection with which said Service Mark is used and which is symbolized by said Service Mark.

PREFERRED HEALTH SYSTEMS, INC., a South Carolina Corporation

By: Robert Leichte
Title: TREASURER

Dated: 11/14/01

**STATE OF SOUTH CAROLINA
COUNTY OF RICHLAND**

On this 14th day of November, 2001, before me appeared Robert Leichte the person who signed this instrument, who acknowledges that he/she signed it as a free act as Treasurer on behalf of Preferred Health Systems, Inc.

Virginia T. [Signature]
Notary Public for South Carolina
My Commission Expires: _____
My Commission Expires November 26, 2001