

04-25-2002

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



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): PacifiCare Health Systems, Inc. formerly known as PacifiCare Operations, Inc. [] Individual(s) [] Association [] General Partnership [] Limited Partnership [x] Corporation-State Delaware [] Other 4/12/02 Additional name(s) of conveying party(ies) attached? [] Yes [] No

2. Name and address of receiving party(ies) Name: PacifiCare Life and Health Internal Insurance Company Address: Mail Stop LC07 Street Address: 3515 Harbor Boulevard City: Costa Mesa State: CA Zip: 92626 [] Individual(s) citizenship [] Association [] General Partnership [] Limited Partnership [x] 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: [x] Assignment [] Merger [] Security Agreement [] Change of Name [] Other Execution Date: April 2, 2002

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 2281622 2161125 2243444 Additional number(s) attached [] Yes [x] No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Ira L. Robinson Internal Address: Street Address: 350 South Grand Avenue Suite 2100 City: Los Angeles State: CA Zip: 90071

6. Total number of applications and registrations involved: 3 7. Total fee (37 CFR 3.41): \$90.00 [x] 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. Ira L. Robinson Name of Person Signing [Signature] Signature April 2, 2002 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 Patent & Trademarks, Box Assignments Washington, D.C. 20231

04/24/2002 TDI A21 00000071 2281622

01 FC:481 40.00 OP 02 FC:482 50.00 OP

TRADEMARK REEL: 2490 FRAME: 0881

SERVICE MARK AND TRADEMARK ASSIGNMENT

WHEREAS, PacifiCare Health Systems, Inc., a Delaware corporation, formerly known as PacifiCare Operations, Inc., with its principal place of business located at 3120 Lake Center Drive, Santa Ana, California 92704 (hereinafter referred to as "Assignor"), is the owner of all right, title and interest in and to the following service marks and trademarks (hereinafter referred to as the "Marks") and the registrations and applications therefor:

Federal Service Marks and Trademarks

Registration No.

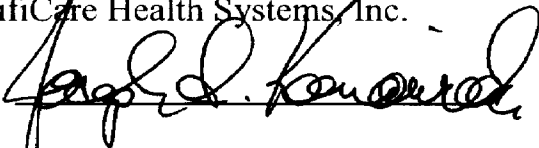
EXPRESS REFERRALS	2161125
PACIFICARE EXPRESS REFERRALS	2243444
HELPING YOU NAVIGATE LIFE'S CHALLENGES	2281622

WHEREAS, PacifiCare Life and Health Insurance Company, an Indiana corporation, with its principal place of business located at 3515 Harbor Blvd., Costa Mesa, California 92626 (hereinafter referred to as the "Assignee"), is desirous of acquiring all right, title and interest in and to the Marks, together with the goodwill of the business symbolized by the Marks and registrations and applications therefor;

NOW, THEREFORE, Assignor hereby transfers and assigns to Assignee, Assignor's entire right, title and interest in and to the aforementioned Marks together with the goodwill of the businesses symbolized by and associated with the Marks and the registrations and applications therefore, and Assignee hereby accepts said assignment. This Assignment is subject to the terms of that certain Contribution and Assignment Agreement, dated as of October 1, 1998, made and entered into by and between Assignor, as the assigning party, and Assignee, as the company.

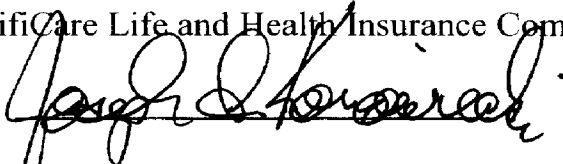
Dated as of April 2, 2002.

PacifiCare Health Systems, Inc.

By: 

Its: Secretary

PacifiCare Life and Health Insurance Company

By: 

Its: Secretary