

05-31-2002

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



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Tab settings

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

1. Name of conveying party(ies):

UICI

5-16-02

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State, 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: Effective February 28, 2002

2. Name and address of receiving party(ies)

Name: The MEGA Life and Health Insurance Company

Internal Address:

Address:

Street Address: 4001 McEwen Drive, Suite 200

City: Dallas State: TX Zip: 75244

Individual(s) citizenship

Association

General Partnership

Limited Partnership

Corporation-State Oklahoma

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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,674,514 1,678,803

2,242,386 2,529,468

Additional number(s) attached Yes No

MAY 16 2002

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

Name: Alan N. Greenspan, Esq.

Internal Address: Jackson Walker L.L.P.

Street Address: 901 Main Street, Suite 6000

City: Dallas State: TX Zip: 75202

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41) \$ 115.00

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.

Robert B. Vlach

[Signature]

4-29-02

Name of Person Signing

Signature

Date

05/30/2002 DBYRNE 00000184 1674314

01 FC:481 02 FC:482

Total number of pages including cover sheet, attachments, and document: 4

75.00 DP

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

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TRADEMARK REEL: 002516 FRAME: 0410

TRADEMARK ASSIGNMENT AGREEMENT

THIS TRADEMARK ASSIGNMENT AGREEMENT (the "Assignment") is made and entered into as of this day of February 28, 2002 by and between UICI, a Delaware corporation ("Assignor"), and The MEGA Life and Health Insurance Company a wholly owned subsidiary and an Oklahoma corporation ("Assignee").

WHEREAS, pursuant to that certain Stock Purchase Agreement between Assignor, The S.T.A.R Human Resource Group, an Arizona corporation and STAR Administrative Services, Inc., an Arizona corporation (hereinafter collectively referred to as the "STAR Companies") of even date herewith (the "Agreement"), Assignor has agreed to acquire all intellectual property rights relating to the STAR Business (as such term is defined in the Agreement), including, without limitation service marks and trademarks and all goodwill associated therewith (such service marks and trademarks, including those defined as "Trademarks" (as defined below) are referred to in this Assignment as the "Marks") and internet domain name registrations utilized by the STAR Companies or in the STAR Business (the "Domain Names"). The Marks relating to the STAR Business for which a trademark registration has issued or a trademark application has been submitted to the United States Patent and Trademark Office or any other governmental body with the power and authority to register trademarks are listed on Schedule A attached to this Assignment (the "Trademarks"). The Domain Names relating to STAR Business for which the STAR Companies have obtained registration are listed on Schedule B;

WHEREAS, pursuant to that certain Contribution Agreement between Assignor and Assignee of even date herewith, Assignor has agreed to assign the Marks and Domain Names to the Assignee;

WHEREAS, Assignor is the sole and exclusive owner in and to the Marks and the Domain Names; and

WHEREAS, Assignee wishes to acquire all right, title and interest in and to the Marks and the Domain Names together with the goodwill of the business in connection with which the Marks and the Domain Names are used.

ASSIGNMENT

NOW, THEREFORE, for good and valuable consideration paid by Assignee, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby irrevocably assigns to Assignee all right, title and interest in and to the Marks and the Domain Names together with the goodwill of the business in connection with which the Marks and the Domain Names are used, and all registrations and trademark applications therefor, in the United States, its territories and possessions and throughout the world as well as renewals and extensions of the registrations that are or may be secured under the laws of the United States, its territories and possessions and throughout the world, for Assignee's own use and enjoyment, and for the use and enjoyment of Assignee's successors, assigns or other legal representatives as fully and entirely as the same would have been held and enjoyed by the Assignor if this Assignment had not been made, together with all income, royalties, damages or payments due or payable as of the date hereof or



JACKSON WALKER L.L.P.

Alan N. Greenspan
(214) 953-5912
agreenspan@jw.com

May 16, 2002

VIA EXPRESS MAIL NO. ET219963593US

BOX ASSIGNMENT FEE
Assistant Commissioner for Trademarks
2900 Crystal Drive
Arlington, Virginia 22202-3513

RE: Assignment of U.S. Registrations Nos. 1,674,514, 1,678,803, 2,242,286 and 2,529,468 from S.T.A.R. Human Resources Group, Inc. to UICI and Assignment of U.S. Registration Nos. 1,674,514, 1,678,803, 2,242,286 and 2,529,468 from UICI to The MEGA Life and Health Insurance Company - Our File: 120454-A001

Dear Sir:

Enclosed are the following:

1. A Recordation Form Cover Sheet (and supporting documentation) evidencing the assignment of U.S. Registration Nos. 1,674,514, 1,678,803, 2,242,286 and 2,529,468 from S.T.A.R. Human Resources Group, Inc. to UICI;
2. A Recordation Form Cover Sheet (and supporting documentation) evidencing the assignment of U.S. Registration Nos. 1,674,514, 1,678,803, 2,242,286 and 2,529,468 from UICI to The MEGA Life and Health Insurance Company; and
3. A check in the amount of \$230 to cover the applicable recordation fees.

If the enclosed check is insufficient or unacceptable for any reason, please charge the remaining fees due to Jackson Walker Deposit Account No. 10-0096. If you have any questions or any problems processing the enclosed documents, please do not hesitate to notify the undersigned attorney for the registrant.

Thank you for your cooperation and assistance with regard to this matter.

Sincerely,

Alan N. Greenspan

Austin
Dallas
Fort Worth
Houston
Richardson
San Angelo
San Antonio

ANG:smk

Enclosures

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Member of GLOBE

RECORDED: 05/16/2002

TRADEMARK
REEL: 002516 FRAME: 0412