


Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings ⇨ ⇨ ⇨	RECORDATION FORM COVER SHEET TRADEMARKS ONLY	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): <u>Care Partners, LLC</u> <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation-State <input checked="" type="checkbox"/> Other <u>Delaware Limited Liability Company</u> Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2. Name and address of receiving party(ies) Name: <u>United Healthcare Services, Inc.</u> Internal Address: _____ Street Address: <u>9900 Bren Road East</u> City: <u>Minnetonka</u> State: <u>MN</u> Zip: <u>55343</u> <input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State <u>Minnesota</u> <input type="checkbox"/> Other _____ <small>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment)</small> Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
3. Nature of conveyance: <input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____ Execution Date: <u>May 1, 1999</u>	4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) <u>2,136,276</u> <u>2,136,291</u> Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Timothy M. Kenny, Esq.</u> Internal Address: <u>c/o Trademark Docketing</u> _____ Street Address: <u>Fulbright & Jaworski L.L.P.</u> <u>600 Congress Avenue, Ste. 2400</u> City: <u>Austin</u> State: <u>TX</u> Zip: <u>78701</u>	6. Total number of applications and registrations involved: 2 7. Total fee (37 CFR 3.41)..... \$ <u>65.00</u> <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account 8. Deposit account number: <u>50-1212/10109041(UHGE:041/042)/TMK</u> <small>(Attach duplicate copy of this page if paying by deposit account)</small>	
DO NOT USE THIS SPACE		
9. Statement and signature. <i>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.</i> <u>Timothy M. Kenny</u>  <u>August 8, 2002</u> Name of Person Signing Signature Date <div style="text-align: right;"> 4 </div>		

Total number of pages including cover sheet, attachments, and document: 4
 Mail documents to be recorded with required cover sheet information to:
 Commissioner of Patent & Trademarks, Box Assignments
 Washington, D.C. 20231

ASSIGNMENT OF TRADEMARKS

WHEREAS, Care Partners, LLC, a Delaware limited liability company of 2525 University Avenue South, St. Paul, MN ("Assignor"), has entered into that certain Aquisition Agreement with United Healthcare Services, Inc., a Minnesota corporation, 9900 Bren Road East, Minnetonka, MN ("Assignee") dated May 1, 1999 for the sale of all of the membership interests of Optage, LLC, a Delaware limited liability company ("Optage"); and

WHEREAS, either Assignor or Optage is the owner of the certain trademarks within the United States of America as set forth in Schedule A ("Trademarks");

NOW, THEREFORE, for good and valuable consideration as set forth in the asset purchase agreement which is in excess of \$10.00, the receipt and adequacy of which are hereby acknowledged, and intending to be legally bound, Assignor does hereby sell, assign and transfer unto Assignee all right, title, and interest in and to the Trademarks set forth in Schedule A, together with the goodwill of the business symbolized by the Trademarks, and the Trademark applications identified in Schedule A, as well as any and all claims, demands, causes of action, rights to sue or other rights occasioned from or because of any and all past infringement of such Trademarks and the right to collect damages therefor. Assignor further agrees that upon request, it shall execute any and all documents necessary to vest all rights, title and interest in and to the Trademarks and the applications set forth in Schedule A.

This Assignment is binding on Assignor, its successors and assigns, and will inure to the benefit of the Assignee, its successors and assigns. Nothing in this instrument, express or implied, is intended or shall be construed to confer upon, or give to, any person, corporation or entity other than Assignee, its successors and assigns, any remedy or claim under or by reason of this instrument, or any terms, covenants or conditions hereof, and all the terms, covenants and conditions in this instrument shall be for the sole and exclusive benefit of Assignee and its successors and assigns.

IN WITNESS WHEREOF, Assignor has caused this Assignment to be executed on the date set forth below.

Date: May 1, 1999

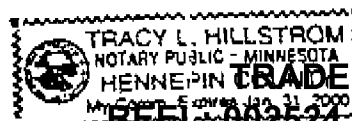
By: Charles T. Thompson

Its: Chair

STATE OF MINNESOTA)
) ss.
COUNTY OF HENNEPIN)

The foregoing instrument was acknowledged before me this 1st day of May, 1999 by Charles Thompson and he acknowledged the same to be his free act and deed done with full authority and on behalf of Assignor.

Tracy L. Hillstrom
Notary Public



08/08/2002 15:52

NO. 753 0005

Feb-04-2002 04:30pm From-UNITED HEALTHGROUP

9529366902

T-545 P.007/007 F-521

Schedule A

Mark	Country	Reg. No.	Reg. Date
OPTAGE	U.S.A.	2,136,276	Feb. 10, 1998
OPTAGE YOUR BRIDGE TO ENHANCED CARE	U.S.A.	2,136,291	Feb. 10, 1998