

10-31-2002

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

RE



102266674

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 Companies, Inc.

10 29-02

- Individual(s) Association General Partnership Limited Partnership Corporation-State Delaware 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: IN 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 Agreement of Merger, Cert. of Merger, Assignment

Execution Date: Assignment, 3/14/1996, 3/26/1999, 9/25/2002

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

A. Trademark Application No.(s)

75/078,761

B. Trademark Registration No.(s)

1,776,736

Additional number(s) attached Yes No

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

Name: Amie Peele Carter

Internal Address: Baker & Daniels

Street Address: 300 North Meridian Street, Suite 2700

City: Indianapolis State: IN Zip: 46204

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41) \$ 65.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

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.

Amie Peele Carter

Name of Person Signing

Signature

93 October 2002 Date

Total number of pages including cover sheet, attachments, and document: 20

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

10/31/2002 6TDM11 00000027 75078761

01 FC:8521 02 FC:8522

40.00 OP 25.00 OP

TRADEMARK REEL: 002608 FRAME: 0001

1991020178

AGREEMENT OF MERGER

MERGING

ANTHEM COMPANIES, INC., a Delaware corporation,

APPROVED
AND
FILED
IND. SECRETARY 991020178

INTO

CMIC OPERATING COMPANY, an Ohio corporation

N/L

This Agreement of Merger (the "Agreement") is made and entered into this 14th day of March, 1996, by and between Anthem Companies, Inc., a corporation organized and existing under the laws of the State of Delaware ("Anthem"), and CMIC Operating Company, a corporation organized and existing under the laws of the State of Ohio ("Operating"), in accordance with Section 252 of the Delaware Corporation Code and Section 1701.78 of the Revised Code of Ohio, and is approved by Associated Insurance Companies, Inc., the sole shareholder of Anthem, and by CMIC Holding Company, the sole shareholder of Operating.

WITNESSETH:

WHEREAS, the Board of Directors of Anthem and the Board of Directors of Operating have each determined that it is desirable and to the advantage and welfare of its respective corporation and shareholder that Anthem be merged with and into Operating (the "Merger") in consideration for the issuance of capital stock of CMIC Holding Company and in accordance with the terms and conditions set forth in this Agreement and pursuant to the provisions of the laws of the State of Delaware and the State of Ohio; and

WHEREAS, the Board of Directors of Anthem and the Board of Directors of Operating have each approved this Agreement; and

WHEREAS, this Agreement and the Merger have been authorized and approved by Associated Insurance Companies, Inc., the sole shareholder of Anthem, and by CMIC Holding Company, the sole shareholder of Operating.

AGREEMENT

NOW, THEREFORE, in consideration of the foregoing and of the mutual agreements and undertakings contained herein, the parties hereby agree as follows:

ARTICLE I

Merger; Surviving Corporation

The names of the corporations party to the Merger are ANTHEM COMPANIES, INC., a Delaware corporation, and CMIC OPERATING COMPANY, an Ohio corporation. Subject to the terms and conditions of this Agreement, at the Effective Time (as hereinafter defined) of the Merger, Anthem shall be merged with and into Operating in accordance with the applicable laws of the State of Delaware and the State of Ohio, and the separate existence of Anthem shall cease (except insofar as continued by applicable law). Operating shall (i) be the surviving corporation, (ii) change its name to Anthem Companies, Inc., and (iii) be governed by the Ohio General Corporation Law.

ARTICLE II

Effective Time

The Merger shall become effective at 12:01 a.m., Eastern Standard Time on April 1, 1996, or at such later time or date as may be provided by law (the "Effective Time").

ARTICLE III

Method of Converting Shares

Inasmuch as Associated Insurance Companies, Inc. ("Associated") is the sole shareholder of Anthem and the sole shareholder of CMIC Holding Company, which in turn is the sole shareholder of Operating, no additional shares of capital stock of CMIC Holding Company will be issued on account of the Merger. Each issued and outstanding share of capital stock of Operating shall be and continue to be an issued and outstanding share of capital stock of the surviving corporation. All issued and outstanding shares of capital stock of Anthem will be canceled as of the Effective Time of the Merger.

ARTICLE IV

Organization of Operating

Section 4.1 Articles of Incorporation.

At the Effective Time, the Articles of Incorporation of Operating will be amended as set forth on Exhibit A attached hereto. In all other respects, the Articles of Incorporation of Operating in effect immediately prior to the Effective Time shall be the Articles of Incorporation of the surviving corporation, until duly amended in accordance with the terms thereof and the Ohio General Corporation Law.

Section 4.2 Code of Regulations.

The Code of Regulations of Operating in effect immediately prior to the Effective Time shall be the Code of Regulations of the surviving corporation, until duly amended in accordance with the terms thereof and the Ohio General Corporation Law.

Section 4.3 Directors and Officers.

The Directors and Officers of Anthem immediately prior to the Effective Time shall, from and after the Effective Time, be the Directors and Officers of the surviving corporation, until their respective successors have been duly elected and qualified.

ARTICLE V

Service of Process in Delaware

Operating agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of Anthem, as well as for enforcement of any obligation of Operating arising from the Merger, including any suit or other proceeding to enforce the right of any stockholders as determined in appraisal proceedings pursuant to Section 262 of the Delaware Corporation Code.

Operating irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any suit or other proceedings in Delaware. The address to which a copy of such process shall be mailed by the Secretary of State of Delaware is:

Associated Insurance Companies, Inc.
Attn: Corporate Legal Department
120 Monument Circle
Indianapolis, IN 46204

ARTICLE VI

Abandonment of Merger

At any time prior to the filing of this Agreement or a Certificate of Merger with the applicable Secretary of State offices, this Agreement may be terminated and the Merger abandoned by action of the Board of Directors of either of the constituent corporations, notwithstanding approval by the shareholders of both or either of the constituent corporations.

ARTICLE VII

Miscellaneous

Section 7.1 Counterparts.

This Agreement may be executed in one or more counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one agreement.

Section 7.2 Section Headings.

The section headings in this Agreement have been inserted for convenience of reference only and shall not affect the meaning or interpretation of this Agreement.

IN WITNESS WHEREOF, the undersigned parties have executed this Agreement as of the date first written above.

ATTEST:

ANTHEM COMPANIES, INC.

By: Sandra Miller

By: Stef F. Brueckner

Name: Sandra Miller

Name: STEFEN F. BRUECKNER

Title: Asst Sec.

Title: CEO & PRESIDENT

ATTEST:

CMIC OPERATING COMPANY

By: _____

By: _____

Name: _____

Name: _____

Title: _____

Title: _____

APPROVED:

ASSOCIATED INSURANCE COMPANIES, INC.

By: _____

Name: _____

Title: _____

CMIC HOLDING COMPANY

By: _____

Name: _____

Title: _____

IN WITNESS WHEREOF, the undersigned parties have executed this Agreement as of the date first written above.

ATTEST:

By: _____

Name: _____

Title: _____

ANTHEM COMPANIES, INC.

By: _____

Name: _____

Title: _____

ATTEST:

By: William R. Milnes, Jr

Name: WILLIAM R. MILNES, JR

Title: SECRETARY

CMIC OPERATING COMPANY

By: [Signature]

Name: Dwane R. Houser

Title: Chairman and CEO

APPROVED:

ASSOCIATED INSURANCE COMPANIES, INC.

By: _____

Name: _____

Title: _____

CMIC HOLDING COMPANY

By: [Signature]

Name: Dwane R. Houser

Title: Chairman and CEO

brown\ant-mer\agr-merg.doc

IN WITNESS WHEREOF, the undersigned parties have executed this Agreement as of the date first written above.

ANTHEM COMPANIES, INC.

ATTEST:

By: _____
Name: _____
Title: _____

By: _____
Name: _____
Title: _____

CMIC OPERATING COMPANY

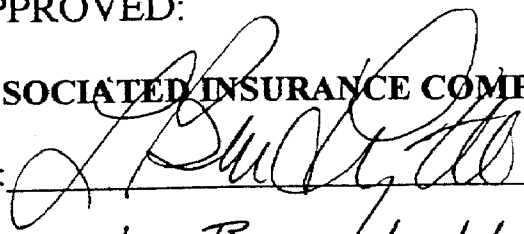
ATTEST:

By: _____
Name: _____
Title: _____

By: _____
Name: _____
Title: _____

APPROVED:

ASSOCIATED INSURANCE COMPANIES, INC.

By:  _____
Name: L. Ben Lytle
Title: President and CEO

CMIC HOLDING COMPANY

By: _____
Name: _____
Title: _____

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EXHIBIT A

Upon the effectiveness of the merger of Anthem Companies, Inc., a Delaware corporation, with and into CMIC Operating Company, an Ohio corporation (the “Company”), the First Article of the Company’s Articles of Incorporation shall be amended to read in its entirety:

FIRST: The name of the corporation shall be Anthem Companies, Inc.



Prescribed by
Bob Taft, Secretary of State
30 East Broad Street, 14th Floor
Columbus, Ohio 43266-0418
Form MER (July 1994)

Approved _____
Date _____
Fee _____

CERTIFICATE OF MERGER

In accordance with the requirements of Ohio law, the undersigned corporations, limited liability companies and/or limited partnerships, desiring to effect a merger, set forth the following facts:

I. SURVIVING ENTITY

A. The name of the entity surviving the merger is:

Anthem Midwest, Inc.

(If the surviving entity is an Ohio limited partnership or qualified foreign limited partnership, its registration number must be provided)

B. Name change: As a result of this merger, the name of the surviving entity has been changed to the following: _____

(complete only if the name of surviving entity is changing through the merger)

C. The surviving entity is a: *(Please check the appropriate box and fill in the appropriate blanks)*

Domestic (Ohio) corporation

Foreign (Non-Ohio) corporation incorporated under the laws of the state/ country of _____ and licensed to transact business in the state of Ohio.

Foreign (Non-Ohio) corporation incorporated under the laws of the state/country of _____, and NOT licensed to transact business in the state of Ohio.

Domestic (Ohio) limited liability company

Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of _____, and registered to do business in the state of Ohio.

Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of _____, and NOT registered to do business in the state of Ohio.

Domestic (Ohio) limited partnership, registration number _____

RECEIVED

MAR 26 1999

J. KENNETH BLACKWELL
SECRETARY OF STATE

- [] Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of _____, and registered to do business in the state of Ohio, under registration number _____
- [] Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of _____, and NOT registered to do business in the state of Ohio.

II. Merging Entities

The name, type of entity, and state/country of incorporation or organization, respectively, of each entity, other than the survivor, which is a party to the merger are as follows: *(If insufficient space to cover this item, please attach a separate sheet listing the merging entities; Ohio registered or foreign qualified limited partnerships must include registration number)*

Name	State/ Country of Organization	Type of Entity
<u>Anthem Companies, Inc.</u>	<u>Ohio</u>	<u>Corporation</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

III. Merger Agreement on File

The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the agreement of merger upon written request:

Name	Address
<u>Nancy L. Purcell</u>	<u>120 Monument Circle</u>
<u>Corporate Secretary</u>	<u>(street and number)</u>
	<u>Indianapolis, IN 46204</u>
	<u>(city, village or township) (state) (zip code)</u>

IV. Effective Date of Merger

This merger is to be effective:

On April 1, 1999 *(if a date is specified, the date must be a date on or after the date of filing; the effective date of the merger cannot be earlier than the date of filing; if no date is specified, the date of filing will be the effective date of the merger).*

V. Merger Authorized

The laws of the state or country under which each constituent entity exists, permits this merger.

This merger was adopted, approved and authorized by each of the constituent entities in compliance with the laws of the state under which it is organized, and the persons signing this certificate on behalf of each of the constituent entities are duly authorized to do so .

VI. Statutory Agent [NOT APPLICABLE]

The name and address of the surviving entity's statutory agent upon whom any process, notice or demand may be served is:

Name	Address
<hr/>	
	<small>(complete street address)</small>
	<hr/>
	<small>(city, village or township) (zip code)</small>

(This item MUST be completed if the surviving entity is a foreign entity which is not licensed, registered or otherwise authorized to conduct or transact business in the State of Ohio)

Acceptance of Agent

The undersigned, named herein as the statutory agent for the above referenced surviving entity, hereby acknowledges and accepts the appointment of statutory agent for said entity.

Signature of Agent

(The acceptance of agent must be completed by domestic surviving entities if through this merger the statutory agent for the surviving entity has changed, or the named agent differs in any way from the name reflected on the Secretary of State's records.)

VII. Statement of Merger

Upon filing, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity.

VIII. Amendments

The articles of incorporation, ~~articles of organization or certificate of limited partnership~~ (strike the inapplicable terms) of the surviving domestic entity herein, are amended as set forth in the attached "Exhibit A"

[NOT APPLICABLE]

(Please note that any amendments to articles of incorporation, articles of organization or to a certificate of limited partnership MUST be attached if the surviving entity is a DOMESTIC corporation, limited liability company, or limited partnership.)



IX. Qualification or Licensure of Foreign Surviving Entity [NOT APPLICABLE]

A. The listed surviving foreign corporation, limited liability company, or limited partnership desires to transact business in Ohio as a foreign corporation, foreign limited liability company, or foreign limited partnership, and hereby appoints the following as its statutory agent upon whom process, notice or demand against the entity may be served in the State of Ohio. The name and complete address of the statutory agent is:

_____ (name) _____ (street and number)
 _____, Ohio _____
 (city, village or township) (zip code)

The subject surviving foreign corporation, limited liability company or limited partnership irrevocably consents to service of process on the statutory agent listed above as long as the authority of the agent continues, and to service of process upon the Secretary of State if the agent cannot be found, if the corporation, limited liability company or limited partnership fails to designate another agent when required to do so, or if the corporation's, limited liability company's, or limited partnership's license or registration to do business in Ohio expires or is cancelled.

B. The qualifying entity also states as follows: (complete only if applicable)

1. **Foreign Qualifying Limited Liability Company**
 (If the qualifying entity is a foreign limited liability company, the following information must be completed)
 - a. The name of the limited liability company in its state of organization/registration is _____
 - b. The name under which the limited liability company desires to transact business in Ohio is _____
 - c. The limited liability company was organized or registered on _____ under the laws of the state/country of _____
month day year
 - d. The address to which interested persons may direct request for copies of the articles of organization, operating agreement, bylaws, or other charter documents of the company is: _____



The undersigned constituent entities have caused this certificate of merger to be signed by its duly authorized officers, partners and representatives on the date(s) stated below.

Anthem Midwest, Inc.
exact name of entity
By: James C Glasscock
Its: President
Date: 3/26/99

Anthem Companies, Inc.
exact name of entity
By: James C Glasscock
Its: President
Date: 3/26/99

exact name of entity
By: _____
Its: _____
Date: _____

exact name of entity
By: _____
Its: _____
Date: _____

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Its: _____
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exact name of entity
By: _____
Its: _____
Date: _____

exact name of entity
By: _____
Its: _____
Date: _____

(Please note that the chairman of the board, the president, vice president, secretary or an assistant secretary must sign on behalf of each constituent corporation, and at least one general partner must sign on behalf of each constituent limited partnership; if insufficient space for signature, a separate sheet should be attached containing such signatures)

UNIFORM COMMERCIAL
CODE FILING

CORPORATIONS FILING

CORPORATIONS ONLY			
<input checked="" type="checkbox"/>	EXPEDITE SERVICE	<input checked="" type="checkbox"/>	PICK-UP
		<input type="checkbox"/>	MAIL

CORRESPONDENCE

PLEASE RETURN THE ATTACHED DOCUMENTS TO:

Vorys, Sater, Seymour and Pease

 NAME OF YOUR FIRM OR COMPANY

Ms. Joan C. Makley

 ATTENTION

52 E. Gay St., PO Box 1008, Columbus, OH 43216-1008

 STREET, CITY, STATE, ZIP CODE

614-464-6424

 TELEPHONE NUMBER

Certificate of Merger - Anthem Midwest, Inc.

UCC ONLY	
<input type="checkbox"/>	MAIL
<input type="checkbox"/>	PICK-UP
IF NOT CHECKED, IT WILL BE MAILED.	

	DATE	TRANSACTION NO.	TRANSACTION DESCRIPTION
1.	4/6/1999	199908801226	Merged Out of Existence (MEX)

Mail To:
 VORYS, SATER, SEYMOUR AND PEAS
 ATTN J C MAKLEY
 PO BOX 1008
 COLUMBUS, OH 43216-1008

 cut along dotted line



The State of Ohio
 Certificate

Secretary of State - J. Kenneth Blackwell

881785

It is hereby certified that the Secretary of State of Ohio has custody of the business records for ANTHEM COMPANIES, INC. and that said business records show the recording of:

MERGED OUT OF EXISTENCE

United States of America
 State of Ohio
 Office of the Secretary of State

Witness my hand and the seal of the Secretary
 of State at Columbus, Ohio, This 1st day of
 April, A.D. 1999



J. Kenneth Blackwell
 J. Kenneth Blackwell
 Secretary of State

DATE	DOCUMENT NO	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
1. 4/ 6/1999	199908801226	MER MERGER/DOMESTIC	50.00	10.00	0.00	0.00	0.00
TOTAL			50.00	10.00	0.00	0.00	0.00

Return To:
 VORYS, SATER, SEYMOUR AND PEAS
 ATTN J C MAKLEY
 PO BOX 1008
 COLUMBUS, OH 43216-1008

cut along the dotted line



The State of Ohio
 ✦ *Certificate* ✦

Secretary of State - J. Kenneth Blackwell

677340

It is hereby certified that the Secretary of State of Ohio has custody of the business records for ANTHEM MIDWEST, INC. and that said business records show the filing and recording of:

Document(s)
 MERGER/DOMESTIC

Document No(s):
 199908801226

United States of America
 State of Ohio
 Office of the Secretary of State



Witness my hand and the seal of the Secretary
 of State at Columbus, Ohio, This 1st day of
 April, A.D. 1999

J. Kenneth Blackwell
 J. Kenneth Blackwell
 Secretary of State

ASSIGNMENT

WHEREAS, Anthem Midwest, Inc., a corporation organized under the laws of Ohio, having its principal offices at 4361 Irwin Simpson Road, Mason, Ohio 45040 (hereinafter "Assignor"), has adopted, used, and is using the marks identified on the attached Schedule A (the "Marks") and owns a current and valid federal application or registration for each of the Marks on the Principal Register of the United States Patent and Trademark Office; and

WHEREAS, Anthem Insurance Companies, Inc. ("Assignee"), a corporation organized under the laws of Indiana, having its principal offices at 120 Monument Circle, Indianapolis, Indiana 46204, is desirous of acquiring the Marks and all rights in and to the respective trademark application and registration;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby assigns to Assignee all of its right, title and interest in and to the Marks, including the application and registration for each of the Marks, together with the goodwill of the business symbolized by the Marks and the right to sue and recover for any past infringement of the Marks. Assignor further agrees to provide such assistance and execute any documents reasonably requested by Assignee to evidence this Assignment, to secure Assignee's rights in the Mark in the United States or any foreign country, and to allow Assignee to sue and recover for any past infringement of the Marks.

IN WITNESS WHEREOF, Assignor has caused this document to be duly executed and delivered on this 25 day of September, 2002.

ANTHEM MIDWEST, INC.

By: *George D. Martin*
George D. Martin, Treasurer

STATE OF Indiana)
) SS:
COUNTY OF Marion)

On this 25 day of Sept, 2002, before me appeared George D. Martin, Treasurer of Anthem Midwest, Inc., who acknowledged the foregoing instrument to be the free act and deed of Anthem Midwest, Inc.

Witness my hand and Notarial Seal.

Marilyn Gardner
Notary Public
Printed: MARILYN GARDNER

My commission expires: 3-2-07
My county of residence: Johnson

SCHEDULE A

<u>MARK</u>	<u>U.S. REG. / SERIAL NO.</u>	<u>FILING/ REG. DATE</u>	<u>GOODS/SERVICES</u>
ANTHEM	1,776,736	June 15, 1993	Insurance underwriting, consulting, and claims administration services
ANTHEM	75/078,761	March 26, 1996	Insurance administration and insurance underwriting in the field of health care insurance, namely health maintenance organizations; insurance claims processing in the field of health care insurance, namely health maintenance organizations; providing access to comprehensive health care services in the form of health maintenance organizations