

TRA

02-11-2003



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To the Honorable Commissioner of Patents and

102360485

original documents or copy thereof.

1. Name of conveying Party(ies):
Managed Pharmacy Benefits, Inc. **2-7-03**
1100 North Lindbergh
St. Louis, Missouri 63132

2. Name and address of receiving Party(ies)

Name: Express Scripts, Inc.

Internal Address: _____

Street Address: 13900 Riverport Drive

63043

City: Maryland Heights State: MO ZIP: _____

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

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

Additional Name(s) of conveying party(ies) attached? Yes No

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
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: 12/20/02

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

A. Trademark Application No.(s)

B. Trademark Registration No's

1972907
2093048
2147086
2051903
2448591 1809749

Additional numbers attached? Yes No

OFFICE OF PUBLIC RECORDS
2003 FEB -7 AM 10:10
FINANCE SECTION

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

Name: David A. Roodman

Internal Address: Bryan Cave LLP

Street Address:
211 North Broadway, Suite 3600

City: St. Louis State: MO ZIP: 63102

6. Total Number of applications and registrations involved:..... 6

7. Total fee (37 CFR 3.41):.....\$ 165.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit Account number:
02-4467 (if check is missing or insufficient)

(Attach) duplicate copy of this page if paying by deposit account)

9. State 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.

David A. Roodman

Name of Person Signing

Signature

Date

1/30/03

02/10/2003 LMUELLER 00000262 1972907

01 FC:8521 40.00 DP
02 FC:8522 125.00 DP

Total number of pages comprising this cover sheet: 1

ASSIGNMENT OF TRADEMARKS/SERVICE MARKS

WHEREAS, Managed Pharmacy Benefits, Inc., a Missouri corporation located and doing business at 1100 North Lindbergh, St. Louis, Missouri 63132 ("Assignor"), has adopted and owns the following trademarks and service marks (collectively, the "Trademarks"):

<u>Name of Trademark</u>	<u>Serial No./Registration No.</u>	<u>Filing Date/Registration Date</u>
MPB [®]	1,972,907	05/07/96
MPB Advantage [®]	2,093,048	09/02/97
MPB Prescription Plus [®]	2,147,086	03/31/98
MPB Managed Pharmacy Benefits and Design	2,051,903	04/15/97
MPB Script Talk [®]	2,448,591	05/08/01
Managed Pharmacy Benefit [®]	1,809,749	12/07/93

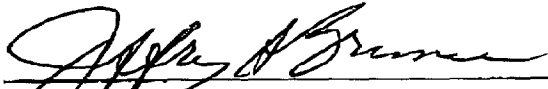
WHEREAS, Express Scripts, Inc., a Delaware corporation located and doing business at 13900 Riverport Drive, Maryland Heights, MO 63043 ("Assignee"), is desirous of acquiring all of the right, title and interest in and to the Trademarks (which shall include all common law rights, related applications and registrations).

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor, on its own behalf and on behalf of any entity it controls, does hereby assign, sell, transfer and convey to Assignee all of its right, title and interest in and to the Trademarks, including all claims for past infringement and all causes of action with respect to or arising out of the Trademarks, together with the good will of its business symbolized by the Trademarks, and the applications and registrations thereof.

Assignor further covenants to execute, if requested by Assignee, such additional assignments, instruments and documents as may be necessary or desirable to effectuate this agreement and assignment.

IN WITNESS WHEREOF, the undersigned authorized officer of Assignor has hereunto set his hand on this 20th day of December, 2002.

MANAGED PHARMACY BENEFITS, INC.

By: 
 Jeffrey A. Brimer,
 Vice President & General Counsel - Secretary

STATE OF MISSOURI)
) SS:
 COUNTY OF SAINT LOUIS)

On this 20th day of December, 2002, before me personally came Jeffrey A. Brimer, to me known who, being first duly sworn, did acknowledge and state that: he is the Vice President and Secretary - General Counsel of Managed Pharmacy Benefits, Inc., the corporation making the foregoing assignment; that he executed the foregoing assignment on behalf of the corporation as its Vice President and Secretary - General Counsel; that he was duly authorized by the Board of Directors of the corporation to do so.

Jannie Whittington
 Notary Public

JANNIE WHITTINGTON
 Notary Public - State of Missouri
 County of St. Louis
 My Commission Expires Aug. 27, 2006

