

03-06-2003

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To the Honorable Commissioner

102381883

Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
 United Specialty Benefits, Inc. **3-403**

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

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

2. Name and address of receiving party(ies)
 Name: USB Health, LLC
 Internal Address: _____
 Street Address: 2201 Harwood Rd.
 City: Bedford State: TX ZIP: 76021

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: February 18, 2003

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Texas
 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 patent number(s):
 A. Trademark Application No.(s)

B. Trademark Registration No.(s)
2473302

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: James E. Bradley
 Internal Address: Bracewell & Patterson, L.L.P.
 Street Address: P.O. Box 61389
 City: Houston State: Texas ZIP: 77208-1389

6. Total number of applications and registrations involved: **1**

7. Total fee (37 CFR 3.41).....\$ 40.00
 Enclosed
 Additional fees authorized to be charged to deposit account

8. Deposit account number:
50-0259 (2096JB.43792)
 (Attach duplicate copy of this page if paying by deposit account)

03/05/2003 ECDOPER 00000156 2473302
 01 FC:8521 40.00 DP

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.

James E. Bradley
 Name of Person Signing

James E. Bradley
 Signature

Feb 24, 2003
 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 Patents & Trademarks, Box Assignments
 Washington, D.C. 20231

ASSIGNMENT

WHEREAS, UNITED SPECIALTY BENEFITS, INC. ("UNITED"), a Texas corporation, has adopted, used, is using and is the owner of the following Service Mark Registration in the United States Patent and Trademark Office:

<u>Reg. No.</u>	<u>Date of Reg.</u>	<u>Mark</u>
2,473,302	July 31, 2001	UNITED SPECIALTY BENEFITS, INC.

WHEREAS, USB HEALTH, LLC ("USB HEALTH"), a Texas limited liability company having a business address of 2201 Harwood Rd., Bedford, Texas 76021, is desirous of acquiring the Mark, the registration thereof and the associated goodwill;

NOW, THEREFORE, for goods and valuable consideration, the receipt of which is hereby acknowledged, UNITED does hereby assign to USB HEALTH all rights, title, and interest in and to the Mark, together with the goodwill of the business symbolized by the Mark and the registration of said Mark and the right to recover any damages for past infringement, if any.

UNITED SPECIALTY BENEFITS, INC.

Date: 2/18/03

By: *Gene R. Tyler* President
Gene R. Tyler
President

STATE OF TEXAS §
 §
COUNTY OF Tarrant §

On this 18 day of February, 2003, before me personally appeared Gene R. Tyler, known to me, who being duly sworn, did depose and say that he is President of UNITED SPECIALTY BENEFITS, INC., a Texas corporation, described in the foregoing Assignment, and that the foregoing Assignment was made for the purposes and considerations so stated, and that he was authorized to act on behalf of the corporation in making such Assignment.

Tanya Quesinberry
Notary in and for the State of Texas
My commission expires: 7-20-04

[Seal]

