

Form PTO-1594

(Rev. 10/02)

OMB No. 0651-0027 (exp. 6/30/2005)

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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):

AdvancePCS Health, L.P.

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

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

3. Nature of conveyance:

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

Execution Date: 7/21/2003

2. Name and address of receiving party(ies)

Name: ADVP Management, L.P.

Internal Address: 750 W. John W. Carpenter Freeway

Street Address: Suite 1200

City: Irving State: TX Zip: 75039

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership Delaware
- Corporation-State
- 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) 2408746; 2008629;
2265664; 2657588

Additional number(s) attached Yes No

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

Name: Jake D. Feldman, Esq.

Internal Address: Morgan, Lewis & Bockius LLP

Attn.: TMSU

Street Address: 1111 Pennsylvania Avenue, NW

City: Washington State: DC Zip: 20004

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:

DA 13-4520

DO NOT USE THIS SPACE

9. Signature.

Jake D. Feldman

Name of Person Signing


Signature

July 28, 2003

Date

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

CH \$115.00 134520 2408746

TRADEMARK ASSIGNMENT

This Trademark Assignment effective, March 31, 2003, from AdvancePCS Health, L.P., a Delaware limited partnership, having a principal business address at 750 W. John W. Carpenter Freeway, Suite 1200, Irving, Texas 75039, (hereinafter "Assignor"), in favor of ADVP Management, L.P., a Delaware limited partnership, having a principal business address at 750 W. John W. Carpenter Freeway, Suite 1200, Irving, Texas 75039, (hereinafter "Assignee").

WHEREAS, Assignor is the owner of all right, title and interest in and to the marks listed on the attached Schedule A (hereinafter "Marks"), the federal registrations therefor, and the goodwill developed through the use of the Marks;

WHEREAS, Assignee desires to acquire all right, title, and interest in and to the Marks, the federal applications and registrations therefor, and the goodwill developed through the use of the Marks;

WHEREAS, Assignee is a successor-in-interest to the portion of the business of Assignor to which the Marks pertain and such business is ongoing and existing.

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, Assignor hereby sells, assigns, transfers and sets over to Assignee, the entire right, title, interest in and to the Marks, any applications for federal registration therefor, the federal registrations therefor, and the goodwill of the business symbolized by the Marks. All rights and privileges, including the right to sue for and receive all damages from past infringements of the Marks, will be held and enjoyed by the Assignee, its successors, assigns and other legal representatives.

Signed this 21 day of July, 2003.

ADVANCEPCS HEALTH, L.P.

By:  _____

Name: Russell O. Farr

Title: Assistant Secretary and

Assistant General Counsel

Schedule A

<u>Registration No.</u>	<u>Mark</u>
2,408,746	AVIDARX (Stylized)
2,008,629	FEMSCRIPT
2,265,664	MATURERX (Stylized)
2,657,588	MATURERX PLUS (Stylized)