

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:

NEW ASSIGNMENT

NATURE OF CONVEYANCE:

ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Group Health Cooperative		11/11/2003	CORPORATION: WASHINGTON

RECEIVING PARTY DATA

Name:	The Center for Health Promotion, Inc.
Street Address:	12401 East Marginal Way South
City:	Tukwila
State/Country:	WASHINGTON
Postal Code:	98168
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Registration Number:	2383114	FREE & CLEAR
Registration Number:	2342998	FREE & CLEAR
Registration Number:	2397048	FREE & CLEAR
Registration Number:	2590192	FREE & CLEAR
Serial Number:	78296615	WEIGHT TALK

CORRESPONDENCE DATA

Fax Number: (206)839-4801

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Email: thoffmann@graycary.com

Correspondent Name: Gray Cary Ware & Freidenrich

Address Line 1: 701 Fifth Avenue, Suite 7000

Address Line 4: Seattle, WASHINGTON 98104-7044

ATTORNEY DOCKET NUMBER:

TEMP

NAME OF SUBMITTER:

Thomas J Hoffmann

Total Attachments: 3

TRADEMARK
REEL: 002753 FRAME: 0693

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TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT (the "*Assignment*") is made and delivered by GROUP HEALTH COOPERATIVE, a Washington nonprofit corporation ("*Assignor*"), in favor of THE CENTER FOR HEALTH PROMOTION, INC., a Delaware corporation ("*Assignee*").

A. Assignor has adopted, used and is using the trademarks identified on attached Exhibit A (the "*Marks*") and is the owner of the U.S. registration(s) and pending trademark/service mark application(s) shown on Exhibit A.

B. Pursuant to an Asset Purchase And Sale Agreement dated as of November __, 2003 by and Assignor and Assignee (the "*Purchase Agreement*"), Assignor has agreed to assign the Marks, together with the goodwill associated with the Marks, to Assignee.

THEREFORE, for value received, Assignor hereby transfers, conveys and assigns to Assignee the entire right, title and interest of Assignor in and to the Marks, including, without limitation, the goodwill associated with the Marks and the exclusive right and power to prosecute any trademark/service mark application currently pending before the U.S. Patent and Trademark Office. This Assignment is given pursuant to the Purchase Agreement and shall be construed consistently therewith. Nothing contained in this Assignment is intended to or shall be deemed to amend, supersede, enlarge or modify any of the obligations, agreements, covenants, representations or warranties of Assignor or Assignee under the Purchase Agreement.

Assignor agrees to execute and deliver to Assignee such other documents, instruments or certificates as Assignee reasonably may request in order to effectuate the transaction contemplated by this Assignment, including but not limited to the execution and delivery of a Cover Sheet for the recordation of this Assignment with the United States Patent and Trademark Office.

This Assignment shall be binding upon and inure to the benefit of Assignor and Assignee and their respective successors and assigns.

DATED effective as of November 11, 2003.

GROUP HEALTH COOPERATIVE

By: James W. Truess
Print Name: James W. Truess
Title: EUP & CEO

Given under my hand and official seal this 11 day of November, 2003.





 Notary Public in and for the State of Washington
 Name (printed or typed): CAROLYN KENDAL
 Residing at: Bonview, WA
 My appointment expires: May 29, 2007

Exhibit A
Marks

Mark	Registration Number	Serial Number	Goods/Services
FREE & CLEAR® (word mark)	2,383,114		Prerecorded tobacco cessation and stress reduction audiotapes, in Class 9
FREE & CLEAR® (word mark)	2,342,998		Tobacco cessation informational pamphlets, in Class 16
FREE & CLEAR® (word mark)	2,397,048		Health services, namely, assisting individuals to stop using tobacco, in Class 42
FREE & CLEAR® (word mark)	2,590,192		Health insurance services, namely, developing and administering tobacco cessation programs which are sold as part of health insurance plans and sold to other health insurance carriers, health care plans, employers, and government agencies, for inclusion in their health insurance benefits or programs, in Class 42
WEIGHT TALK™ (word mark)		78/296,615	Counseling and telephone counseling, namely, offering advice regarding weight management, in Class 44