

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) Association
 General Partnership Limited Partnership
 Corporation-State
 Other Delaware limited partnership

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

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: 6/2/03

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

A. Trademark Application No.(s) _____

B. Trademark Registration No.(s) 2656885; 2764615
2740672; 2767055; 2656846

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:


7. Total fee (37 CFR 3.41).....\$ 140.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
DA 13-4520

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9. Signature.

Jake D. Feldman  December 5, 2003
 Name of Person Signing Signature Date

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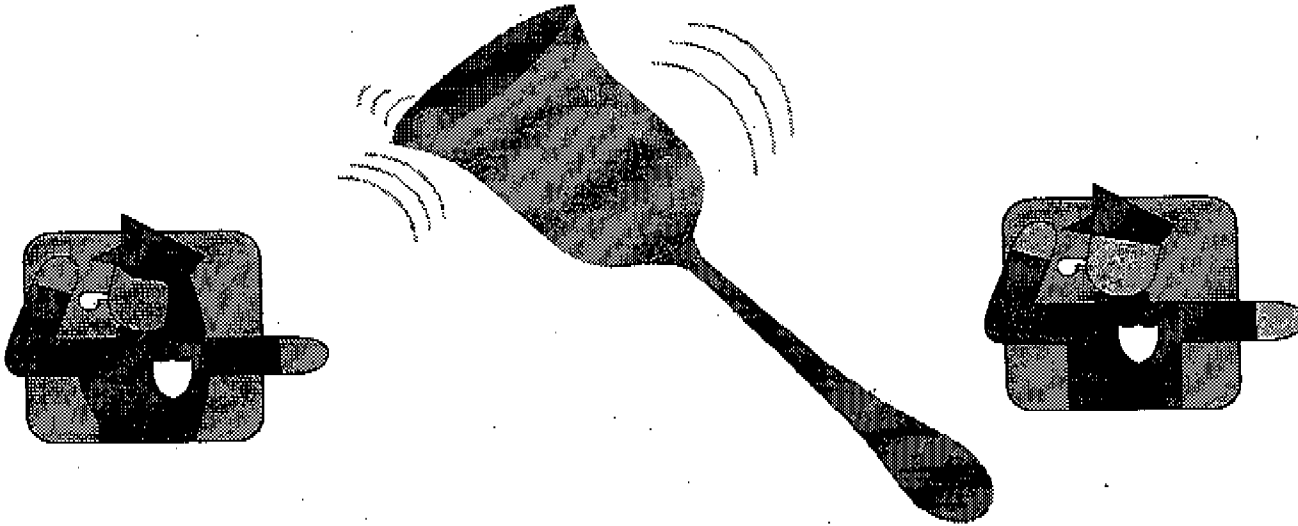
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****** SPECIAL NOTICE **** SPECIAL NOTICE ******

The enclosed Notice of Recordation is being mailed to you via the U.S Postal Service due to our inability to deliver it you via your fax machine. Your facsimile transmission of the Assignment Recordation Cover Sheet was received with either an inaccurate or no return fax number. In order for us to respond to your request via your fax machine we ask that you configure your machine with the proper ten digit telephone number. You will probably need to refer to your owner's manual for setup/configuration instructions since this process does vary between different brand names and models.

Our ability to send your Notice of Recordation via your fax machine not only decreases the time it takes to return these documents to you but also helps to minimize associated costs in the return of your documents. We greatly appreciate your help in this matter as we strive to give our customers the best possible service.

Assignment Services Division
Office of Public Records
United States Patent and Trademark Office

TRADEMARK ASSIGNMENT

This Trademark Assignment, effective November 10, 2003, is 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;

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 10th day of November, 2003.

ADVANCEPCS HEALTH, L.P.

By:  CA

Name: Shawn Shearer

Title: Assistant Secretary

Schedule A

<u>Registration No.</u>	<u>Mark</u>
2,656,885	I and Design
2,764,615	I and Design
2,740,672	ISCRIBE and Design
2,767,055	ISCRIBE
2,656,846	ISCRIBE