


07-01-2003


102486417

To the Honorable Commissioner of Patents and Trademarks, _____
_____ched original documents or copy thereof.

1. Name of conveying party(ies):
BlueCross BlueShield of Tennessee
6-23-03

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: Blue Cross and Blue Shield Association
Internal
Address: _____
Street Address: 225 N. Michigan Ave.
City: Chicago State: IL Zip: 60601

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 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: January 14, 2003

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
76/127,508

Additional number(s) attached Yes No

B. Trademark Registration No.(s)

FINANCE SECTION
JAN 14 12:36

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Melissa Rotunno, Esq.
Internal Address: _____

07/01/2003 6TON11 00000009 502348 76127508
01 FC:0521 40.00 DA

Street Address: Blue Cross and Blue Shield Association
225 N. Michigan Avenue
City: Chicago State: IL Zip: 60601

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
502348

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

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.

Melissa Rotunno, Esq. _____
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 4

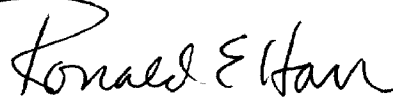
TRADEMARK ASSIGNMENT

WHEREAS, BlueCross BlueShield of Tennessee, a corporation organized and existing under the laws of Tennessee, with the principal place of business at 801 Pine Street, Chattanooga, Tennessee 37402 ("Assignor") has adopted, used, and filed U.S. Trademark Application No. 76/127,508 for the trademark "THE BLUE CROSS BOWL" ("Trademark") in International Class 35 and is the owner of the mark and goodwill associated therewith.

WHEREAS, Blue Cross and Blue Shield Association, a non-profit corporation organized and existing under the laws of Illinois, with the principal place of business at 676 North St. Clair Street, Chicago, ILLINOIS 60611 ("Assignee") is desirous of acquiring said trademark and goodwill associated therewith.

NOW THEREOF, for the sum of ONE DOLLAR (\$1.00) in hand paid from Assignee to Assignors, the receipt of which is hereby acknowledged by Assignors, Assignors by these presents do hereby sell, transfer, convey and assign unto said Assignee all right, title and interest in and to the Trademark, together with the goodwill of the business symbolized by the mark, and all federal and state registrations and applications therefore in the United States of America, and the right to recover for any past infringements of said trademarks.

BlueCross BlueShield of Tennessee



By: Ronald E. Harr

Title: Vice-President of
Communications

January 14, 2003
Date