

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
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CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Blue Cross and Blue Shield of Texas, Inc.		07/15/1998	CORPORATION: TEXAS

RECEIVING PARTY DATA

Name:	Inroads Behavioral Health Services of Texas, L.P.
Street Address:	Two North Park, 8080 Park Lane, Ste. 800
City:	Dallas
State/Country:	TEXAS
Postal Code:	75231
Entity Type:	LIMITED PARTNERSHIP: TEXAS

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2058134	INROADS

CORRESPONDENCE DATA

Fax Number: (214)760-3003
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 214-760-3030
Email: nlovell@CarrIP.com
Correspondent Name: Gregory W. Carr
Address Line 1: 670 Founders Square, 900 Jackson Street
Address Line 4: Dallas, TEXAS 75202

ATTORNEY DOCKET NUMBER:	IBHS 1147000
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NAME OF SUBMITTER:	Gregory W. Carr
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Total Attachments: 3
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CH \$40.00 2058134

NUNC PRO TUNC ASSIGNMENT

WHEREAS, Blue Cross and Blue Shield of Texas, Inc. (“ASSIGNOR”), a Corporation organized under the laws of the State of Texas, having a principal place of business at 901 South Central Expressway, Richardson, Texas 75080, is in the business of providing health insurance;

WHEREAS, as of the Effective Date of this assignment, July 15, 1998, ASSIGNOR owns all right, title and interest to a certain service mark and federal registration of the mark for certain services (hereinafter the “Trademark”), and a certain intent to use application for federal registration of a mark (collectively, the “Trademark Application”), and certain copyrights and registration of the copyrights (collectively, the “Copyrights”), all of which are identified in Schedule “A” attached hereto; and

WHEREAS, INROADS Behavioral Health Services of Texas, L.P. (“ASSIGNEE”), a Limited Partnership organized under the laws of the State of Texas, having a principal place of business at Two North Park, 8080 Park Lane, Suite 800, Dallas, Texas 75231, is desirous of acquiring the worldwide right, title and interest in and to the Trademark, Trademark Application and Copyrights.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, ASSIGNOR agrees and covenants as follows:

ASSIGNOR hereby sells, assigns, conveys and transfers to ASSIGNEE, and ASSIGNEE accepts as of the date of this Assignment, the following:

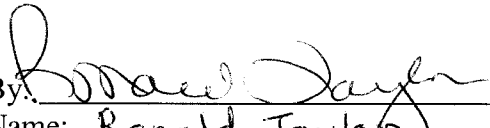
1. all right, title and interest in and to the Trademark, together with the goodwill of the business symbolized by the Trademark, including the right to apply for and receive registrations of the Trademark throughout the United States and in all other countries of the world, as well as the right to sue for and recover damages for past, present and future infringements;
2. all right, title and interest in and to the Trademark Application, together with that portion of ASSIGNOR’s business with which the mark is intended to be used, that portion of the goodwill of the business symbolized by the mark, all priority rights to apply for and receive registrations throughout the world in the name of ASSIGNEE or its successor, assign or representative, as well as any right to sue for and recover damages for past, present and future infringements; and

3. all right, title and interest in and to the Copyrights, and rights to renew the Copyrights, as well as to sue for and recover damages for past, present and future infringements.

EFFECTIVE July 15, 1998.

Agreed:

BLUE CROSS AND BLUE SHIELD
OF TEXAS, INC.

By: 
Name: Ronald Taylor
Title: Vice President and
General Counsel

SCHEDULE A
To the Assignment by and between ASSIGNOR and ASSIGNEE

(1) Trademark

Mark: INROADS
Registration No. 2,058,134

(2) Trademark Application

Mark: Sunrise Design
Registration No. 75/336,879
Filing Date: August 6, 1997

(3) Copyright Registration

Title of work: Medical Necessity Utilization Review Criteria for INROADS
Registration No.: TXu 764-501
Registration Date: October 23, 1996