

09-26-2003

Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)
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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):

American Medical Security Group, Inc.

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

9-23-03

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

3. Nature of conveyance:

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

Execution Date: 09/09/2003

2. Name and address of receiving party(ies)

Name: Accountable Health Plans
Internal of America, Inc.

Address:
Street Address: 600 Six Flags Drive, Ste 200
City: Arlington State: TX Zip: 76011

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Texas
- 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) 1838117,
2516488, 2261176 .

Additional number(s) attached Yes No

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

Name: Mr. William Baxter

Internal Address:

Street Address: Godfrey & Kahn, S.C.
N21 W23350 Ridgeview Parkway

City: Waukesha State: WI Zip: 53188

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41).....\$ 90.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

(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.

James C. Mudaff
Name of Person Signing

J. C. Mudaff
Signature

9/9/03
Date

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

09/25/2003 ECOOPER 00000263 1838117

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

01 FC:0521
02 FC:0522

40.00 OP
50.00 OP

TRADEMARK
REEL: 002831 FRAME: 0992

ASSIGNMENT OF TRADEMARKS

This Assignment is made by American Medical Security Group, Inc., a Wisconsin Corporation (“Assignor”), to Accountable Health Plans of America, Inc., a Texas Corporation (“Assignee”).

FOR GOOD AND VALUABLE CONSIDERATION, the receipt and adequacy of which are hereby acknowledged, Assignor does hereby assign unto said Assignee Assignor’s entire right, title and interest in and to the TRADEMARKS listed in the attached Exhibit A (the “MARKS”) in the United States and all Foreign Registrations and Applications for Registration thereof, in and to the goodwill symbolized by the MARKS, for Assignee’s own use and benefit and for the use and benefit of its successors, assigns or other legal representatives, together with all claims for damages by reasons of past infringement of said MARKS, with the right to sue for, and collect the same for its own use and benefit, and for the use and benefit of its successors, assigns, and other legal representatives.

ASSIGNOR HEREBY AGREES to take all actions, and to execute and deliver all additional instruments and documents, as Assignee may reasonably request for the purpose of carrying out this Assignment and the transactions contemplated herein including, but not limited to, all instruments and documents necessary to transfer the MARKS in the United States and any foreign countries.

ASSIGNOR HEREBY COVENANTS that it has full right to convey the entire interest herein assigned, and that it has not executed, and will not execute, any agreements inconsistent herewith which have not been previously identified to Assignee.

IN WITNESS WHEREOF, said Assignor has caused this Trademark Assignment to be executed

this 9th day of September, 2003.

AMERICAN MEDICAL SECURITY GROUP, INC.

By:

J. C. Mod

STATE OF Wisconsin
COUNTY OF Brown ss.

BEFORE ME personally appeared the said Executive Vice and Chief Accountant [title of person signing] of American Medical Security Group, Inc. and acknowledged the foregoing to be the act and deed of said entity, this 9th day of September, 2003.

Jodi L. Murphy
Notary Public in and for
the State of Wisconsin

My commission expires:

is permanent

EXHIBIT A

NHN 21670v1

U.S. TRADEMARK REGISTRATIONS AND APPLICATIONS

<u>MARK</u>	<u>SERIAL NO.</u>	<u>FILING DATE</u>	<u>REGISTRATION NUMBER</u>	<u>REGISTRATION DATE</u>
Sonoran Desert Health Care	74411950	07/12/93	1838117	5/31/94
AHP Accountable Health Plans of America, Inc.	75915726	2/10/00	2516488	12/11/01
Accountable Health Plans	75530636	8/04/98	2261176	7/13/99