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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): BlueCross BlueShield of Tennessee 801 Pine Street Chattanooga, Tennessee 37402

2. Name and address of receiving party(ies) Name: Blue Cross and Blue Shield Association Internal Address: Street Address: 225 N. Michigan Avenue City: Chicago State: IL Zip: 60601

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

3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other

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

Execution Date: January 14, 2004

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 2,785,064

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Melissa Rotunno Internal Address: Street Address: 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): 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. Melissa Rotunno Signature Date: 1/23/04

Total number of pages including cover sheet, attachments, and document: 3

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

TRADEMARK ASSIGNMENT

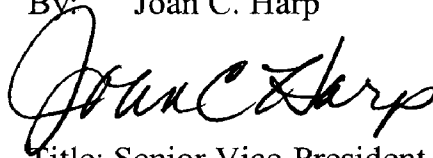
WHEREAS, BlueCross BlueShield of Tennessee, a corporation organized and existing under the laws of Tennessee, with the principal place of business at 801 Pine Street, Chattanooga, Tennessee 37402 ("Assignor") has adopted, used, and filed U.S. Trademark Application No. 78/139,855 for the trademark "BLUE WIZARD" ("Trademark") in International Class 42 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 225 N. Michigan Avenue, Chicago, Illinois 60601 ("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: Joan C. Harp



Title: Senior Vice-President and
Chief Marketing Officer

1-14-04

Date