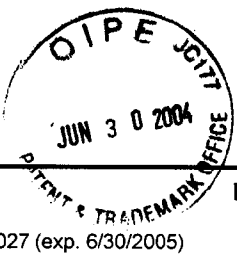


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Form PTO-1594 (Rev. 10/02)

OMB No. 0651-0027 (exp. 6/30/2005)

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RECORDS & TRADEMARK OFFICE  
TRADEMARK

DEPARTMENT OF COMMERCE  
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 Progressive Life & Insurance Company

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: Universal American Financial Corp.

Internal Address: \_\_\_\_\_

Street Address: 6 International Drive Ste 190

City: Rye Brook State: NY Zip: 10573

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State New York  
 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: June 21, 2004

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

A. Trademark Application No.(s) \_\_\_\_\_

B. Trademark Registration No.(s) 1,910,425;  
2,703,167; 1,417,705

Additional number(s) attached  Yes  No

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

Name: Barth X. DeRosa, Esquire

Internal Address: Stevens Davis Miller Mosher LL

Street Address: 1615 L Street, N.W.  
Suite 850

City: Washington State: DC Zip: 20036

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:  
19-4375

DO NOT USE THIS SPACE

9. Signature.

Barth X. DeRosa      [Signature]      6/30/04  
 Name of Person Signing      Signature      Date

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

07/02/2004  
01 FC:6521  
02 FC:6522

40.00 OP  
50.00 OP

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

TRADEMARK  
REEL: 003002 FRAME: 0691

ASSIGNMENT OF TRADEMARKS AND SERVICE MARKS

WHEREAS, American Progressive Life & Insurance Company (Assignor), a corporation organized under the laws of the state of New York, domiciled and doing business at 6 International Drive, Suite 190, Rye Brook, New York 10573, is the present title owner of the trademarks, service marks, registrations, and applications listed in Schedule A attached herewith (hereinafter called "the Marks");

AND WHEREAS, Universal American Financial Corp. (Assignee), a corporation organized under the laws of the state of New York, doing business at 6 International Drive, Suite 190, Rye Brook, New York 10573, is desirous of acquiring the rights, title and interest in and to the trademarks, service marks, registrations, and applications in Schedule A attached herewith and the registrations that issue therefrom.

NOW THEREFORE, for good and valuable consideration, receipt and sufficiency of which is hereby acknowledged, Assignor assigns to Assignee, its successors and assigns, all rights, title, and interest in and to all the Marks in Schedule A, to all trademark registrations in Schedule A, and to all trademark applications in Schedule A, including all intent-to-use applications which are being assigned to the Assignee, a successor to the portion of the business of the Assignor's business to which the marks in the applications pertain, which business is ongoing and existing, and the registrations that issue therefrom, together with that part of the goodwill of the Assignor's business in connection with the use of and symbolized by the said Marks.

Assignor also assigns to Assignee, its successors and assigns, all rights, title and interest in and to any other Marks not otherwise listed in Schedule A which are otherwise used by American Progressive Life & Health Insurance Company and by any of its various subsidiaries and which should have been, but which are not listed in Schedule A due to an inadvertent omission by American Progressive Life & Health Insurance Company. Assignor also agrees that in the event it has omitted any such Marks from Schedule A, that it will execute whatever documents are necessary to vest title and ownership of said Mark or Marks into the Assignee herein.

IN WITNESS WHEREOF, the Assignor has hereunder executed this instrument this 21<sup>ST</sup>  
\_\_ day of June, 2004.

AMERICAN PROGRESSIVE LIFE &  
HEALTH INSURANCE COMPANY.

By: Michael J. Lollyflower

Date: June 21, 2004

SCHEDULE A

1. Registration No. 2,703,167  
“WHERE SENIORS FEEL SECURE”  
Dated: April 1, 2003
  
2. Registration No. 1,910,425  
“AMERICAN PROGRESSIVE”  
Dated: August 8, 1995
  
3. Registration No. 1,417,705  
“AMERICAN PROGRESSIVE and Graphic Design”  
Dated: November 18, 1986