

03-09-2005

Form PTO-1594 (Rev. 06/04)
OMB Collection 0651-0027 (exp. 6/30/2005)



DEPARTMENT OF COMMERCE
Patent and Trademark Office

RECORDATION SYSTEM
TRADEMARKS ONLY

102956039

To the Director of the U.S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s)

Anthem Health Plans of Virginia, Inc.
d/b/a Anthem Blue Cross and Blue Shield

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

Citizenship (see guidelines) _____

Execution Date(s) February 23, 2005

Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Anthem Southeast, Inc.

Internal _____

Address: _____

Street Address: 120 Monument Circle

City: Indianapolis

State: Indiana 46204

Country: U.S.A.

Association Citizenship _____

General Partnership Citizenship _____

Limited Partnership Citizenship _____

Corporation Citizenship Indiana

Other _____ Citizenship _____

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)

3. Nature of conveyance:

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

4. Application number(s) or registration number(s) and identification or description of Trademark.

A. Trademark Application No.(s) _____

B. Trademark Registration No.(s)

1,322,516

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):
KEYCARE

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

Name: Mary Dalton Baril, Esq.

Internal Address: One James Center

Street Address: 901 East Cary Street

City: Richmond

State: VA Zip: 23219-4030

Phone Number: (804) 775-1169

Fax Number: (804) 698-2009

Email Address: mbaril@mcguirewoods.com

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$40.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number _____
Authorized User Name _____

9. Signature: Mary Baril

Signature

3-4-05

Date

Name of Person Signing

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

5

OPR/FINANCE
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TRADEMARK
REEL: 003131 FRAME: 0144

UNITED STATES TRADEMARK AND SERVICE MARK ASSIGNMENT

WHEREAS, Anthem Health Plans of Virginia, Inc., d/b/a Anthem Blue Cross and Blue Shield, a corporation duly organized and existing under the laws of the State of Virginia and having offices at 2015 Staples Mill Road, Richmond, Virginia 23230, United States of America, hereinafter referred to as "ASSIGNOR," has adopted and used and is the owner of the marks set forth in Schedules A and B to this United States Trademark and Service Mark Assignment (the "Marks"), together with the goodwill of the business in connection with which the Marks have been used (the "Goodwill"), the United States Service Mark Registration for the marks set forth on Schedule A (the "Registrations") and the applications for United States Trademark Registration set forth on Schedule B (the "Applications"); and

WHEREAS, Anthem Southeast, Inc., a corporation duly organized and existing under the laws of the State of Indiana and having its principal offices at 120 Monument Circle, Indianapolis, Indiana 46204, United States of America, hereinafter referred to as "ASSIGNEE," is desirous of acquiring the Marks, together with the Goodwill , the Registrations and the Applications;

NOW, THEREFORE, for One Dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, ASSIGNOR has agreed to sell and has sold, assigned, transferred and set over, and by these presents does sell, assign, transfer and set over unto ASSIGNEE and its successors and assigns ASSIGNOR's entire right, title and interest in and to the Marks, the Goodwill, the Registrations and the Applications, to be held and enjoyed by ASSIGNEE for its own use and benefit and for the use and benefit of its assigns and legal

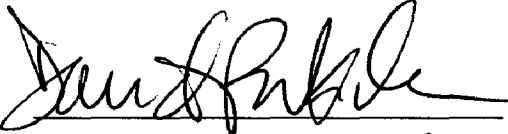
representatives, for the full extent of the life of the Marks and the term of the

Registrations and any registrations issued based upon the Applications, to be used as fully and entirely as such rights would have been held and enjoyed by ASSIGNOR had this Assignment and sale not been made.

ASSIGNOR covenants that ASSIGNOR is the owner of the Marks and the holder of record title to the Registrations and the Applications, that ASSIGNOR has full power to make this Assignment and that ASSIGNOR agrees to execute such further assignments and related documents with respect to the Marks, the Goodwill, the Registrations and the Applications as ASSIGNEE shall reasonable request.

IN WITNESS WHEREOF, ASSIGNOR has caused this Assignment to be executed by its proper officers thereunto duly authorized, this 23rd day of February 2005.

Anthem Health Plans of Virginia, Inc.
d/b/a Anthem Blue Cross and Blue Shield

By: 

Name: David P. Wade

Title: VP

Attest:

Name: 

Title: Marketing Manager

State of Virginia

City/County of Henrico

On this 23rd day of February, 2005, before me personally appeared David P. Wade, to me known to be the Vice President of Anthem Blue Cross and Blue Shield, a health care corporation, on whose behalf he executed the foregoing instrument, and acknowledged that he executed the same as his free act and deed.

My Commission expires: 2/29/2008

Linda M. Jennings
Notary Public

SCHEDULE A

Registrations

Name of Mark

Registration No.

Registration Date

KEYCARE

1,322,516

February 26, 1985