

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Blue Cross and Blue Shield Association AKA Blue Cross Blue Shield Association		12/16/2005	not-for-profit corporation:
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Blue Cross and Blue Shield Association		
<b>Also Known As:</b>	AKA Blue Cross Blue Shield Association		
<b>Street Address:</b>	225 North Michigan Avenue		
<b>Internal Address:</b>	6th Floor		
<b>City:</b>	Chicago		
<b>State/Country:</b>	ILLINOIS		
<b>Postal Code:</b>	60601		
<b>Entity Type:</b>	not-for-profit corporation:		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	2309764	AGELESS HEROES	
Registration Number:	2516629	AGELESS HEROES	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(312)297-5956		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	(312) 297-5677		
<b>Email:</b>	melissa.rotunno@bcbsa.com		
<b>Correspondent Name:</b>	Blue Cross and Blue Shield Association		
<b>Address Line 1:</b>	225 North Michigan Avenue		
<b>Address Line 2:</b>	6th Floor		
<b>Address Line 4:</b>	Chicago, ILLINOIS 60601		
<b>ATTORNEY DOCKET NUMBER:</b>	10080/10079		

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NAME OF SUBMITTER:	Melissa Rotunno
Signature:	/melissa rotunno/
Date:	12/16/2005
Total Attachments: 2 source=Ageless HeroesP1#page1.tif source=Ageless Heroes P2#page1.tif	

**CONFIRMATORY TRADEMARK ASSIGNMENT  
OF AGELESS HEROES TRADEMARKS,  
U.S. Reg. No. 2,309,764 and U.S. Reg. No. 2,516,629**

THIS ASSIGNMENT is made between Blue Cross and Blue Shield Association ("Assignor"), an association of independent Blue Cross and Blue Shield Plans, and an Illinois not-for-profit corporation, as the sole surviving party to the co-ownership agreement between BCBSA and Age Wave Impact, Inc., a California corporation; and Blue Cross and Blue Shield Association, an Illinois not-for-profit corporation ("BCBSA" or "Assignee").

WHEREAS, Assignor is the sole joint owner remaining in existence and has adopted, used and registered in the United States the following trademarks in connection with its business, and is the owner of such trademark registrations: AGELESS HEROES (U.S. Trademark Reg. No. 2,309,764) and AGELESS HEROES (U.S. Trademark Reg. No. 2,516,629) (the "Marks");

WHEREAS, the former joint owner of the Marks, Age Wave Impact, Inc., is no longer in existence, having forfeited its charter as of December 16, 2004, as verified by the Office of the California Secretary of State, Assignor believes that it has succeeded to the sole rights in and to the Marks, the goodwill of the business connected with the Marks, and the U.S. registrations associated therewith; and

WHEREAS, for the purpose of accurately reflecting record title in the Marks, Assignor desires to assign all of the rights in the Marks, and the U.S. registrations of the Marks, to Assignee, and Assignee and Assignor are desirous of confirming as a

matter of record its acquisition of the Marks, together with the good will of the business connected with the Marks and the U.S. registrations for the Marks;

NOW THEREFORE, in consideration for one dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Assignor confirms its assignment to the Assignee of all rights, title and interest in and to the Marks and the U.S. Registrations for the Marks, together with the good will of the business which is symbolized by the Marks and the U.S. Registrations for the Marks, and with the right to recover for damages and profits and all other remedies for past infringements thereof.

Blue Cross and Blue Shield Association

By: *Roger G. Wilson*  
Name:  
Title:

Date: 12/16/05

ACCEPTED:

Blue Cross and Blue Shield Association

By: *Roger G. Wilson*  
Name:  
Title:

Date: 12/16/05

TRADEMARK

RECORDED: 12/16/2005

REEL: 003211 FRAME: 0714