

04-12-2006



RECORD
TRADEMARK

103216921

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

99-L-5

1. Name of conveying party(ies):
Blue Cross and Blue Shield of Alabama

- Individual(s)
- General Partnership
- Corporation- State: Alabama
- Other _____

Citizenship (see guidelines) USA

Additional names of conveying parties attached? Yes No

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) April 1, 2006

- Assignment
- Security Agreement
- Other _____
- Association
- Limited Partnership
- Change of Name

2. Name and address of receiving party(ies)
Additional names, addresses, or citizenship attached? Yes No

Name: Cahaba Government Benefit Administrators, LLC
Internal same as street address

Street Address: 300 Corporate Parkway

City: Birmingham

State: AL

Country: USA Zip: 35242

- Association
- General Partnership
- Limited Partnership
- Corporation
- Other LLC Citizenship USA

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)

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

A. Trademark Application No.(s)
n/a

B. Trademark Registration No.(s)
2,922,290; 2,910,200

Additional sheet(s) attached? Yes No

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

2,922,290 - the words CAHABA GOVERNMENT BENEFIT ADMINISTRATORS
2,910,200 - a design in a box with a tree and stream

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

Name: Christine R. Strong

Internal Address: same as street address

Street Address: 1901 6th Avenue North Suite 2400

City: Birmingham

State: AL Zip: 35203

Phone Number: (205) 254-1233

Fax Number: (205) 254-1999

Email Address: cstrong@maynardcooper.com

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 65.00

- 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:

Signature

March 30, 2006
Date

G. Phillip Pope, CEO + PRESIDENT
Name of Person Signing

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

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

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01 06522 25.00 DP

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FINANCE SECTION

TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT (this "Assignment") is entered into as of April 1, 2006, by and between **Blue Cross and Blue Shield of Alabama**, an Alabama corporation (the "Assignor"), and **Cahaba Government Benefit Administrators, LLC**, an Alabama limited liability company ("Assignee").

WHEREAS, Assignor owns, has adopted, and is using the trademarks set forth on Schedule A (the "Marks"); and

WHEREAS, pursuant to this Assignment, Assignor desires to assign and transfer all right, title, and interest in and to the Marks to Assignee, and Assignee desires to acquire such right, title, and interest in and to said Marks.

NOW, THEREFORE, in consideration of the foregoing premises, the sum of \$10.00 paid to Assignor in hand, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and based upon the premises and the mutual covenants and promises hereinafter contained, Assignor and Assignee hereby agree as follows:

1. Assignor, by these presents, grants, bargains, sells, assigns, conveys, transfers, and sets over to Assignee, its successors and assigns, all right, title, and interest in and to the Marks, as well as any and all goodwill associated therewith, to be held and enjoyed by said Assignee, as fully as the same would have been enjoyed by Assignor, had this Assignment not been made.

2. Assignor also assigns, transfers, and sets over to Assignee any and all causes of action, claims, demands or other rights, occasioned from or because of any and all continuing infringements of the Marks.

3. Assignor agrees that, when requested, without charge but at the expense of the Assignee, Assignor will execute all papers, documents, or instruments legally required or reasonably desirable in connection with the foregoing assignment.

4. Assignor represents, warrants, and covenants that it has full right to convey the Marks and associated rights herein assigned and transferred; that Assignor has not granted, expressly or by implication, any written or oral license to use the Marks, or authorized or knowingly permitted any other person or entity to use the same or a confusingly similar marks; that the Marks has been in continuous use by Assignor since the date Assignor adopted and began using the Marks; and that Assignor has not executed, and will not execute, any agreement in conflict with this Assignment.

5. Assignor agrees that it shall make all applications, documents, papers, affidavits, or instruments necessary in order to apply for, obtain, or maintain registration of the Marks with the appropriate registration authority in order to affect the purposes of this Assignment and agrees that any reasonable expense incurred in connection with such applications shall be borne exclusively by Assignor.

SCHEDULE A

Trademarks

Description	Registered Owner
U.S. Trademark Reg. No. 2,922,290 for CAHABA GOVERNMENT BENEFIT ADMINISTRATORS	Blue Cross and Blue Shield of Alabama, an Alabama corporation
U.S. Trademark Reg. No. 2,910,200 for the Cahaba Government Benefit Administrators design	Blue Cross and Blue Shield of Alabama, an Alabama corporation

April 7, 2006

VIA FEDERAL EXPRESS

Mail Stop Assignment Recordation Services
Director of the USPTO
P.O. Box 1450
Alexandra, Virginia 22313-1450

Re: Assignment Documentation
Registrant: Blue Cross and Blue Shield of Alabama
Trademarks: (1) CAHABA GOVERNMENT BENEFIT ADMINISTRATORS
Registration No.: 2,922,290
(2) Cahaba Government Benefit Administrators Design
Registration No.: 2,910,200

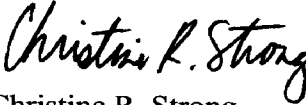
Ladies and Gentlemen:

The purpose of the enclosed documentation is to record the assignment of the trademarks, CAHABA GOVERNMENT BENEFIT ADMINISTRATORS, Registration Number 2,922,290, and the Cahaba Government Benefit Administrators Design, Registration Number 2,910,200, from Blue Cross and Blue Shield of Alabama to Cahaba Government Benefit Administrators, LLC. Enclosed please find the following:

1. a Recordation Form Cover Sheet and a copy of a Trademark Assignment, dated April 1, 2006;
2. a check in the amount of \$65.00 for filing the Recordation Form Cover Sheet;
3. a copy of this letter; and
4. a copy of the Recordation Form Cover Sheet.

In order to evidence receipt, please date-stamp the copy of the letter and the Recordation Form Cover Sheet and return to my attention in the enclosed, postage prepaid envelope. I appreciate your assistance in this matter, and should you need any additional information or should you have any questions, do not hesitate to contact me.

Very truly yours,


Christine R. Strong

Enclosures

cc: Alan J. Dane, Esq. (w/ enclosures)
Ms. Gail Davis (file copy, w/ enclosures)