

**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>
CarePlus LLC DBA CarePlus Health Plan		06/07/2006	LIMITED LIABILITY COMPANY: NEW YORK
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Amerigroup Corporation		
<b>Street Address:</b>	4425 Corporation Lane		
<b>Internal Address:</b>	Suite 100		
<b>City:</b>	Virginia Beach		
<b>State/Country:</b>	VIRGINIA		
<b>Postal Code:</b>	23462		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 5</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	2752715		
Registration Number:	2752714		
Registration Number:	2775143	CAREPLUS HEALTH PLAN	
Registration Number:	2320064	CAREPLUS HEALTH PLAN	
Registration Number:	2923242	YOUR KIDS ARE OUR KIDS	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(757)473-0395		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	757-499-8800		
<b>Email:</b>	wpoynter@williamsmullen.com		
<b>Correspondent Name:</b>	William R. Poynter		
<b>Address Line 1:</b>	222 Central Park Ave		
<b>Address Line 2:</b>	Suite 1700		
<b>Address Line 4:</b>	Virginia Beach, VIRGINIA 23462		

**CH \$140.00 2752715**

ATTORNEY DOCKET NUMBER:	611291.0152
NAME OF SUBMITTER:	William R. Poynter
Signature:	/william r. poynter/
Date:	09/07/2006
Total Attachments: 3 source=Assignment of Marks#page1.tif source=Assignment of Marks#page2.tif source=Assignment of Marks#page3.tif	

## ASSIGNMENT OF MARKS

THIS ASSIGNMENT OF MARKS ("Assignment") is made as of June 7, 2006 by CarePlus LLC, d/b/a CarePlus Health Plan ("Assignor") to Amerigroup Corporation ("Assignee").

Assignor is a limited liability company organized under the laws of the state of New York, and having its principal office at 360 West 31st Street, 5th Floor, New York, New York 10001, and is the owner of all of the right, title, and interest in, to and under the marks and applications and registrations therefor listed on Schedule A ("Marks"), which is attached hereto and incorporated into this Assignment;

Assignee is a corporation organized under the laws of the state of Delaware and having its principal office at 4425 Corporation Lane, Suite 100, Virginia Beach, Virginia 23462, and desires to acquire any and all rights that Assignor may have throughout the world in and to the Marks and the applications and registrations therefore, together with the goodwill of the business in connection with which the Marks are used and which is symbolized by the Marks, throughout the world, along with the right to recover for damages and profits for any past, present, or future infringements thereof;

NOW, THEREFORE, in satisfaction of the dividend declared by Assignor, payable to its corporate parent, Assignee, Assignor hereby transfers, assigns, conveys and delivers to Assignee, its successors, and assigns, all of Assignor's right, title and interest in, to, and under the Marks (including the registrations thereof and applications therefor (wherever filed)), together with the goodwill of the business in connection with which the Marks are used and which is symbolized by the Marks, throughout the world, along with the right to recover for damages and profits for past, present, or future infringements thereof;

Assignor agrees to execute and deliver at the request of the Assignee, all papers, instruments, and assignments, and to perform any other reasonable acts the Assignee may require in order to vest all Assignor's rights, title, and interest in and to the Marks to the Assignee and/or provide evidence to support any of the foregoing in the event such evidence is necessary to effectuate the Assignment, to the extent such evidence is in the possession or control of Assignor.

IN WITNESS WHEREOF, Assignor and Assignee have duly executed this Assignment of Marks as of the date first set forth above.

## Schedule A

### 1. Registered Trademarks or Service Marks

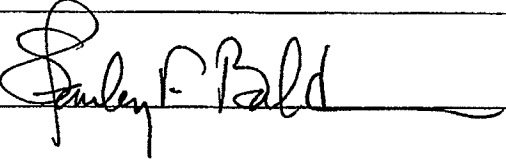
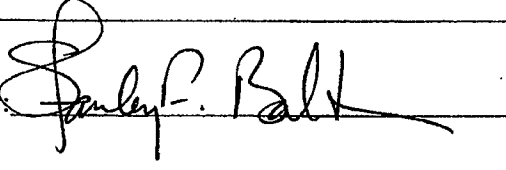
- a. **Bunny Family Design (design mark)**  
Registered: U.S. Reg. No. 2,752,715 (Classes 36, 44)  
Barbados Reg. No. (Classes 36, 44)  
United Kingdom Reg. No. (Classes 36, 44)
- b. **Bunny Logo (design mark)**  
Registered: U.S. Reg. No. 2,752,714 (Classes 36, 44)  
Barbados Reg. No. (Classes 36, 44)  
United Kingdom Reg. No. (Classes 36, 44)
- c. **CAREPLUS HEALTH PLAN (word mark)**  
Registered: U.S. Reg. No. 2,775,143 (Classes 36, 44)  
Barbados Reg. No. (Classes 36, 44)
- d. **CAREPLUS HEALTH PLAN (design mark)**  
Registered: U.S. Reg. No. 2,320,064 (Classes 36, 42)
- e. **YOUR KIDS ARE OUR KIDS (word mark)**  
Registered: U.S. Reg. No. 2,923,242 (Classes 36, 44)

### 2. Unregistered Marks

- a. **CHILDREN ARE A PARENT'S GREATEST WEALTH**
- b. **CHILDREN HAVE TO BE A PARENT'S GREATEST WEALTH**

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SIGNATURE PAGE TO ASSIGNMENT OF MARKS

ASSIGNOR, CAREPLUS LLC, D/B/A CAREPLUS HEALTH PLAN	ASSIGNEE, AMERIGROUP CORPORATION
By:  Its: <u>Vice President</u>	By:  Its: <u>Executive Vice President</u>