

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	NUNC PRO TUNC ASSIGNMENT
EFFECTIVE DATE:	10/20/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
The MEGA Life and Health Insurance Company		11/28/2006	CORPORATION: OKLAHOMA

RECEIVING PARTY DATA

Name:	United HealthCare Services, Inc.
Street Address:	5901 Lincoln Drive
City:	Edina
State/Country:	MINNESOTA
Postal Code:	55436
Entity Type:	CORPORATION: MINNESOTA

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	2554867	SR STUDENT RESOURCES
Registration Number:	2752509	SR

CORRESPONDENCE DATA

Fax Number: (512)536-4598
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 612-321-2800
 Email: aotrademark@fulbright.com
 Correspondent Name: Patrick J. Gallagher
 Address Line 1: 600 Congress Avenue, Suite 2400
 Address Line 2: c/o Trademark Docketing Dept.
 Address Line 4: Austin, TEXAS 78701

ATTORNEY DOCKET NUMBER:	UHGC:947/948
NAME OF SUBMITTER:	Patrick J. Gallagher

OP \$65.00 2554867

Signature:	/Patrick J. Gallagher/
Date:	01/24/2007
Total Attachments: 4 source=Assignment#page1.tif source=Assignment#page2.tif source=Assignment#page3.tif source=Assignment#page4.tif	

TRADEMARK ASSIGNMENT AGREEMENT

This Trademark Assignment Agreement (the "Agreement") is made by and between The MEGA Life and Health Insurance Company, an Oklahoma corporation ("Assignor"), and United HealthCare Services, Inc., a Minnesota corporation ("Assignee"), a wholly-owned subsidiary of UnitedHealth Group Incorporated.

WHEREAS, Assignor has adopted and used the trademarks and owns the trademark applications and registrations listed on Exhibit A, attached hereto (the "Marks");

WHEREAS, Assignee desires to acquire the Marks and the applications and registrations for the Marks; and

WHEREAS, pursuant to that certain Asset Purchase Agreement, dated October 20, 2006, by and between The MEGA Life and Health Insurance Company, Mid-West National Life Insurance Company of Tennessee, The Chesapeake Life Insurance Company, and UnitedHealth Group Incorporated (the "Asset Purchase Agreement"), Assignor transferred all right, title and interest in and to the Marks, including the goodwill associated with the Marks and certain rights and assets of the business connected with the Marks to Assignee.

NOW, THEREFORE, in consideration of the mutual covenants, agreements and understandings herein contained, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged by Assignor, the parties hereto agree as follows:

1. Assignor does hereby assign, transfer and sell unto Assignee all of its right, title and interest in and to the Marks (including all claims for profits and damages by reason of past infringement of the Marks), together with the goodwill of the business symbolized by the Marks, certain rights and assets of the business connected with the Marks, and the existing applications and registrations for the Marks.

2. Assignor agrees to provide all further information and execute any further documents that may reasonably be necessary to complete the assignment of the Marks and to give effect to this Agreement.

[The remainder of this page is left intentionally blank. The signature page follows.]

This Agreement shall be effective as of the Closing Date (as defined in the Asset Purchase Agreement), and shall be binding on the successors and assigns of Assignor and shall inure to the benefit of the successors and assigns of Assignee.

THE MEGA LIFE AND HEALTH
INSURANCE COMPANY

UNITED HEALTHCARE SERVICES, INC.

By: Michael A. Colliflower
Name: Michael A. Colliflower
Title: General Counsel
Date: November 28, 2004

By: _____
Name: _____
Title: _____
Date: _____

Trademark Assignment Agreement

This Agreement shall be effective as of the Closing Date (as defined in the Asset Purchase Agreement), and shall be binding on the successors and assigns of Assignor and shall inure to the benefit of the successors and assigns of Assignee.

THE MEGA LIFE AND HEALTH
INSURANCE COMPANY

By: _____

Name: _____

Title: _____

Date: _____

UNITED HEALTHCARE SERVICES, INC.

By:  _____

Name: David S. Wichmann


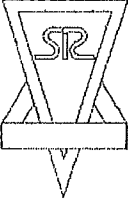
Title: Senior Vice President

Date: December 1, 2006

Trademark Assignment Agreement

Exhibit A

Trademark Applications and Registrations

Mark	Jurisdiction	App. Date / Reg. Date	App. No. / Reg. No.
 STUDENT RESOURCES	U.S.	3/21/2000 4/2/2002	76/007,723 2,554,867
	U.S.	9/20/2002 8/19/2003	76/451,377 2,752,509