

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Memphis Managed Care Corporation		11/01/2007	CORPORATION: TENNESSEE
RECEIVING PARTY DATA			
Name:	AMERIGROUP Corporation		
Street Address:	4425 Corporation Lane		
Internal Address:	Suite 300		
City:	Virginia Beach		
State/Country:	VIRGINIA		
Postal Code:	23462		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2457062	THE HEALTH PLAN YOU CAN TRUST	
CORRESPONDENCE DATA			
Fax Number:	(757)473-0395		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	757-499-8800		
Email:	wpoynter@williamsmullen.com		
Correspondent Name:	William R. Poynter		
Address Line 1:	222 Central Park Ave		
Address Line 2:	Suite 1700		
Address Line 4:	Virginia Beach, VIRGINIA 23462		
NAME OF SUBMITTER:	William R. Poynter		
Signature:	/william r. poynter/		
Date:	11/20/2007		

CH \$40.00 2457062

TRADEMARK

Total Attachments: 4

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ASSIGNMENT OF MARKS

THIS ASSIGNMENT OF MARKS ("Assignment") is made as of November 1, 2007 by Memphis Managed Care Corporation ("Assignor") to AMERIGROUP Corporation ("Assignee").

Assignor, a corporation organized under the laws of the state of Tennessee, and having its principal office at 1407 Union Avenue, Suite 1100, Memphis, Tennessee 38104, is the owner of all of the right, title, and interest in, to and under the marks and registrations therefor listed on Schedule A ("Marks"), which is attached hereto and incorporated into this Assignment;

Assignee, a corporation organized under the laws of the state of Delaware and having its principal office at 4425 Corporation Lane, Suite 300, Virginia Beach, Virginia 23462, desires to acquire any and all rights that Assignor may have throughout the world in and to the Marks and the 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, 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 Assignee, all papers, instruments, and assignments, and to perform any other reasonable acts Assignee may require in order to vest all Assignor's rights, title, and interest in and to the Marks to Assignee and/or provide evidence to support any of the foregoing in the event such evidence is necessary to effectuate this Assignment, to the extent such evidence is in the possession or control of Assignor.

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

ASSIGNOR:

ASSIGNEE:

MEMPHIS MANAGED CARE CORPORATION

AMERIGROUP CORPORATION

By: 

By: _____

Its: ASSIGNMENT / CEO

Its: _____

1221400v3

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

ASSIGNOR:

MEMPHIS MANAGED CARE CORPORATION

By: _____

Its: _____

ASSIGNEE:

AMERIGROUP CORPORATION

By:  _____

Its: V.P. GENERAL COUNSEL & SECRETARY

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SCHEDULE A

1. MIDSOUTH HEALTH SOLUTIONS, Tennessee Registration (Reg. Date June 20, 2005)
2. THE HEALTH PLAN YOU CAN TRUST, US Registration No. 2,457,062 (Reg. Date June 5, 2001)
3. MEMPHIS MANAGED CARE CORPORATION
4. TLC FAMILY CARE HEALTHPLAN
5. TLC THE HEALTH PLAN YOU CAN TRUST, Tennessee Registration (Reg. Date October 28, 1998)