

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
NewQuest LLC		12/31/2007	LTD LIAB JT ST CO: TEXAS
RECEIVING PARTY DATA			
Name:	HealthSpring Inc.		
Street Address:	9009 Carothers Parkway, Suite 501		
City:	Franklin		
State/Country:	TENNESSEE		
Postal Code:	37067		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	2721573	HEALTHSPRING	
Registration Number:	2724418	HEALTHSPRING CARES	
CORRESPONDENCE DATA			
Fax Number:	(404)815-6555		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	404-815-6500		
Email:	tadmin@kilpatrickstockton.com		
Correspondent Name:	William H. Brewster		
Address Line 1:	1100 Peachtree Street, Suite 2800		
Address Line 4:	Atlanta, GEORGIA 30309		
ATTORNEY DOCKET NUMBER:	57399/332714 AND 332665		
NAME OF SUBMITTER:	Virginia S. Taylor		
Signature:	/vst/		
Date:	01/14/2008		

OP \$65.00 2721573

Total Attachments: 2

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TRADEMARK ASSIGNMENT

WHEREAS, the undersigned NewQuest LLC, is a limited liability joint stock company organized under the laws of the State of Texas (hereinafter “Assignor”), is the owner of the following trademark registrations in the U.S. Patent and Trademark Office:

TRADEMARK: HEALTHSPRING	Registration No. 2,721,573
TRADEMARK: HEALTHSPRING CARES	Registration No. 2,724,418

and is also the owner of common law rights arising from use of the said marks (hereinafter collectively, the “HEALTHSPRING MARKS”); and


WHEREAS, HealthSpring Inc. is a Delaware corporation and a related company of Assignor, having its principal place of business at 9009 Carothers Parkway, Suite 501, Franklin, Tennessee 37067 desires to acquire ownership of the HealthSpring marks and all registered and common law rights therein and the good will associated therewith and Assignor desires to transfer all such rights to Assignee.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the undersigned Assignor hereby assigns, transfers and conveys to Assignee all rights, title and interest in and to the HealthSpring marks and the registrations thereof in the United States Patent and Trademark Office and all

common law rights and good will related to the HealthSpring marks together with all rights of action for past infringement thereof.

This Assignment is effective as of this the 31 day of December 2007.

NEWQUEST LLC

By:  (SEAL)

Name: Gerald V. Coil

Title: Vice President & Secretary