

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	08/29/2003

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Erisco, Inc.		08/29/2003	CORPORATION: NEW YORK

**RECEIVING PARTY DATA**

Name:	The TriZetto Group, Inc.
Street Address:	567 San Nicolas Drive, Ste. 360
City:	Newport Beach
State/Country:	CALIFORNIA
Postal Code:	92660
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 3**

Property Type	Number	Word Mark
Registration Number:	1646725	FLEXFACTS
Registration Number:	1646726	GROUPFACTS
Registration Number:	1646724	LOANFACTS

**CORRESPONDENCE DATA**

Fax Number: (303)495-7048  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 303-495-7048  
 Email: jean.burns@trizetto.com  
 Correspondent Name: Jean A. Burns  
 Address Line 1: 6061 S. Willow Drive, Suite 360  
 Address Line 4: Greenwood Village, COLORADO 80111

ATTORNEY DOCKET NUMBER:	PROJECT BOSTON
NAME OF SUBMITTER:	Jean A. Burns

CH \$90.00 1646725

Signature:

/Jean A. Burns/

Date:

07/25/2008

**Total Attachments: 3**

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# Delaware

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*The First State*

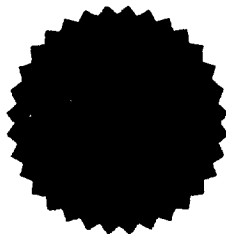
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"ERISCO, INC.", A NEW YORK CORPORATION,  
WITH AND INTO "THE TRIZETTO GROUP, INC." UNDER THE NAME OF "THE TRIZETTO GROUP, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF AUGUST, A.D. 2003, AT 9:08 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.

2755340 8100M

030561789



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2608093

DATE: 08-29-03

TRADEMARK  
REEL: 003822 FRAME: 0615

**CERTIFICATE OF OWNERSHIP  
AND MERGER OF ERISCO, INC.,  
a New York corporation,  
INTO  
THE TRIZETTO GROUP, INC.,  
a Delaware corporation**

(Pursuant to Section 253 of the General Corporation Law of Delaware)

The TriZetto Group, Inc. ("TriZetto"), a corporation organized and existing under the General Corporation Law of the State of Delaware, as amended (the "DGCL"), does hereby certify that:

**FIRST:** TriZetto was organized pursuant to the provisions of the DGCL on May 27, 1997.

**SECOND:** TriZetto lawfully owns all of the outstanding shares of the capital stock of Erisco, Inc. ("Erisco"), a corporation organized on March 8, 1977 and existing pursuant to the Business Corporation Law of the State of New York.

**THIRD:** At a meeting held on July 30, 2003, the Board of Directors of TriZetto determined to merge Erisco into TriZetto and for TriZetto to assume all of the liabilities and obligations of Erisco and did adopt the following resolutions:

WHEREAS, Management of The TriZetto Group, Inc. ("TriZetto") has proposed that Erisco, Inc. ("Erisco"), a wholly-owned subsidiary of TriZetto, be merged with and into TriZetto; and

WHEREAS, the Board of Directors of TriZetto has determined that the merger of Erisco with and into TriZetto and the assumption by TriZetto of all of the rights, obligations and liabilities of Erisco is in the best interests of TriZetto and its stockholders.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of TriZetto approves the merger of Erisco with and into TriZetto;

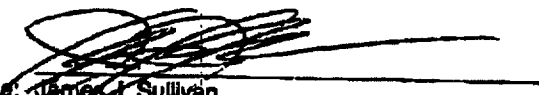
RESOLVED FURTHER, that each of the officers of TriZetto be and hereby is authorized, empowered and directed, jointly and severally, for and on behalf of TriZetto, to execute and deliver any and all plans of merger, articles, certificates, agreements and other documents, and to approve such changes therein as any such officer(s) may deem necessary or advisable, and to take any and all steps and do any and all things they may deem necessary or advisable in order to effectuate the purposes of the foregoing resolution; and

RESOLVED FURTHER, that each of the officers of TriZetto be and hereby is authorized, empowered and directed to execute any and all documents necessary to approve or effectuate the merger on behalf of TriZetto as sole shareholder of Erisco.

**FOURTH:** TriZetto, a Delaware corporation, will be the surviving corporation in the merger. Erisco, a New York corporation, will be the merging corporation in the merger.

IN WITNESS WHEREOF, TriZetto has caused this Certificate of Ownership and Merger to be duly executed by an authorized person (within the meaning of the DGCL) this 29th day of August 2003.

THE TRIZETTO GROUP, INC.,  
a Delaware corporation

By:   
Name: James J. Sullivan  
Title: Senior Vice President and Secretary