

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	11/20/2008

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Carekey, Inc.		11/26/2008	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

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

**PROPERTY NUMBERS Total: 1**

Property Type	Number	Word Mark
Registration Number:	2583340	CAREKEY

**CORRESPONDENCE DATA**

Fax Number: (303)495-7048  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 3034957048  
 Email: ip.group@trizetto.com  
 Correspondent Name: Jean A. Burns  
 Address Line 1: 6061 S. Willow Drive  
 Address Line 4: Greenwood Village, COLORADO 80111

ATTORNEY DOCKET NUMBER:	CAREKEY MERGER
NAME OF SUBMITTER:	Jean A. Burns
Signature:	/Jean A. Burns/

CH \$40.00 2583340

Date:

01/05/2009

**Total Attachments: 3**

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# Delaware

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*The First State*

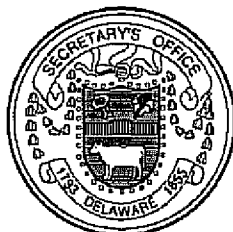
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"CAREKEY, INC.", A DELAWARE 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 FIRST DAY OF DECEMBER, A.D. 2008, AT 3:47 O'CLOCK P.M.

2755340 8100M

081224188



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 7044929

DATE: 12-23-08

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

TRADEMARK  
REEL: 003912 FRAME: 0886

**CERTIFICATE OF OWNERSHIP  
AND MERGER OF CAREKEY, INC.,  
a Delaware 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 CareKey, Inc. ("CareKey"), a corporation organized on April 24, 2000 and existing pursuant to the DGCL.

**THIRD:** At a meeting duly held on November 20, 2008, the Board of Directors of TriZetto adopted the following preambles and resolutions approving the merger of CareKey into TriZetto and the assumption by TriZetto of all of the liabilities and obligations of CareKey:

WHEREAS, management of The TriZetto Group, Inc. ("TriZetto") has proposed that CareKey, Inc. ("CareKey"), 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 CareKey with and into TriZetto and the assumption by TriZetto of all of the rights, obligations and liabilities of CareKey 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 CareKey with and into TriZetto;

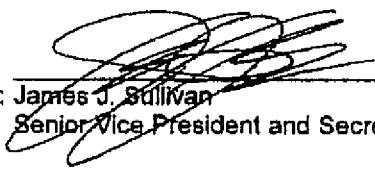
RESOLVED FURTHER, that the officers of TriZetto be and each of them hereby is authorized, empowered and directed, jointly and severally, for and on behalf of TriZetto, to execute and deliver any and all plans of merger, articles, certificates, agreements and other documents, and to approve such changes therein as any such officers 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 the officers of TriZetto be and each of them hereby is authorized, empowered and directed to execute any and all documents necessary to approve or effectuate the merger on behalf of TriZetto as the sole shareholder of CareKey.

**FOURTH:** The name of the surviving corporation is The TriZetto Group, Inc.

IN WITNESS WHEREOF, TriZetto has caused this Certificate of Ownership and Merger to be duly executed by an authorized officer (within the meaning of the DGCL) this 26th day of November 2008.

THE TRIZETTO GROUP, INC.,  
a Delaware corporation

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