

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
Quality Care Solutions, Inc.		12/04/2008	CORPORATION: NEVADA

RECEIVING PARTY DATA

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

PROPERTY NUMBERS Total: 15

Property Type	Number	Word Mark
Serial Number:	78856960	MYHEALTH
Registration Number:	3403040	AUTOQ
Registration Number:	3146687	LEAP3
Registration Number:	2835337	AQHEALTH
Registration Number:	2748623	POWERED BY Q
Registration Number:	2546160	Q
Registration Number:	2751703	POWERED BY Q
Registration Number:	2557909	AQSERV
Registration Number:	2521200	MYHEALTHBANK
Registration Number:	2643531	HEALTHCARE. THE WAY YOU WANT IT TO BE.
Registration Number:	2497072	QCSI
Registration Number:	2537144	AQDEN
Registration Number:	2413758	Q QMACS

CH \$390.00 78856960

Registration Number:	2737096	Q
Registration Number:	2201066	QMACS

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:	QCSI MERGER
NAME OF SUBMITTER:	Jean A. Burns
Signature:	/Jean A. Burns/
Date:	01/05/2009

Total Attachments: 3
source=CBA#81068 - Quality Care Solutions, Inc. merged into The TriZetto Group, Inc.- DE SOS#page2.tif
source=CBA#81068 - Quality Care Solutions, Inc. merged into The TriZetto Group, Inc.- DE SOS#page3.tif
source=CBA#81068 - Quality Care Solutions, Inc. merged into The TriZetto Group, Inc.- DE SOS#page4.tif

Delaware

PAGE 1

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:

"QUALITY CARE SOLUTIONS, INC.", A NEVADA 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 FIFTH DAY OF DECEMBER, A.D. 2008, AT 7:14 O'CLOCK P.M.

2755340 8100M

081224244

You may verify this certificate online
at corp.delaware.gov/authver.shtml



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 7044948

DATE: 12-23-08

TRADEMARK

REEL: 003912 FRAME: 0975

**CERTIFICATE OF OWNERSHIP
AND MERGER OF QUALITY CARE SOLUTIONS, INC.,
a Nevada 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 Quality Care Solutions, Inc. ("QCSI"), a corporation organized on April 3, 1997 and existing pursuant to Chapter 78 of the Nevada Revised Statutes.

THIRD: At a meeting duly held on November 20, 2008, the Board of Directors of TriZetto determined to merge QCSI into TriZetto and for TriZetto to assume all of the liabilities and obligations of QCSI and adopted the following resolutions:

WHEREAS, management of The TriZetto Group, Inc. ("TriZetto") has proposed that Quality Care Solutions, Inc. ("QCSI"), 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 QCSI with and into TriZetto and the assumption by TriZetto of all of the rights, obligations and liabilities of QCSI is in the best interests of TriZetto and its stockholder.

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

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 and its subsidiary, 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 QCSI.

FOURTH: TriZetto, a Delaware corporation, will be the surviving corporation in the merger. QCSI, a Nevada 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 officer (within the meaning of the DGCL) this 4th day of December 2008.

THE TRIZETTO GROUP, INC.,
a Delaware corporation

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