

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Conversion

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
SelectCare of Texas, L.L.C.		12/07/2007	LIMITED LIABILITY COMPANY: GEORGIA

RECEIVING PARTY DATA

Name:	SelectCare of Texas, L.L.C.
Street Address:	4888 Loop Central Drive
Internal Address:	Suite 700
City:	Houston
State/Country:	TEXAS
Postal Code:	77081
Entity Type:	LIMITED LIABILITY COMPANY: TEXAS

PROPERTY NUMBERS Total: 10

Property Type	Number	Word Mark
Registration Number:	3270014	TEXANCHOICE
Registration Number:	3130877	TEXANCOMPLETE
Registration Number:	3131196	TEXAN COMPLETE
Registration Number:	2631900	TEXANPLUS
Registration Number:	2631963	TEXANPLUS
Registration Number:	3494316	TEXANPREMIER
Registration Number:	3337444	TEXANSELECT
Registration Number:	3450634	TEXANSTAR
Registration Number:	3136814	TEXANVALUE
Registration Number:	3137172	TEXAN VALUE

CORRESPONDENCE DATA

Fax Number: (713)615-5803

900136384

**TRADEMARK
 REEL: 004005 FRAME: 0732**

CH \$265.00 3270014

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 7137581105
Email: sbrown@velaw.com
Correspondent Name: W. Scott Brown
Address Line 1: 1001 Fannin Street
Address Line 2: 2500 First City Tower
Address Line 4: Houston, TEXAS 77002-6760

ATTORNEY DOCKET NUMBER:	HER158
NAME OF SUBMITTER:	W. Scott Brown
Signature:	/wsb/
Date:	06/16/2009

Total Attachments: 14

source=SCOT Conversion 12-10-07 (TX Approval)#page1.tif
source=SCOT Conversion 12-10-07 (TX Approval)#page2.tif
source=SCOT Conversion 12-10-07 (TX Approval)#page3.tif
source=SCOT Conversion 12-10-07 (TX Approval)#page4.tif
source=SCOT Conversion 12-10-07 (TX Approval)#page5.tif
source=SCOT Conversion 12-10-07 (TX Approval)#page6.tif
source=SCOT Conversion 12-10-07 (TX Approval)#page7.tif
source=SCOT Conversion 12-10-07 (TX Approval)#page8.tif
source=SCOT Conversion 12-10-07 (TX Approval)#page9.tif
source=SCOT Conversion 12-10-07 (TX Approval)#page10.tif
source=SCOT Conversion 12-10-07 (TX Approval)#page11.tif
source=SCOT Conversion 12-10-07 (TX Approval)#page12.tif
source=SCOT Conversion 12-10-07 (TX Approval)#page13.tif
source=SCOT Conversion 12-10-07 (TX Approval)#page14.tif



Office of the Secretary of State

December 11, 2007

Akin Gump Strauss Hauer & Feld
300 West 6th St, Suite 2100
Austin, TX 78701 USA

RE: SelectCare of Texas, L.L.C.
File Number: 800908389

It has been our pleasure to approve and place on record the filing instrument effecting a conversion. The appropriate evidence is attached for your files. Payment of the filing fee is acknowledged by this letter.

If we can be of further service at any time, please let us know.

Sincerely,

Corporations Section
Business & Public Filings Division
(512) 463-5555

Enclosure



Office of the Secretary of State

CERTIFICATE OF CONVERSION

The undersigned, as Secretary of State of Texas, hereby certifies that a filing instrument for

SelectCare of Texas, L.L.C.
File Number: [Entity not of Record, Filing Number Not Available]

Converting it to

SelectCare of Texas, L.L.C.
File Number: 800908389

has been received in this office and has been found to conform to law. ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing the acceptance and filing of the conversion on the date shown below.

Dated: 12/10/2007

Effective: 12/10/2007



A handwritten signature in black ink that reads "Phil Wilson".

Phil Wilson
Secretary of State



Office of the Secretary of State

CERTIFICATE OF FILING OF

SelectCare of Texas, L.L.C.
File Number: 800908389

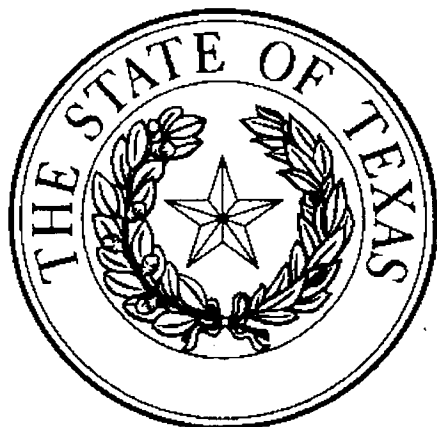
The undersigned, as Secretary of State of Texas, hereby certifies that a Certificate of Formation for the above named Domestic Limited Liability Company (LLC) has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing filing effective on the date shown below.

The issuance of this certificate does not authorize the use of a name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Dated: 12/10/2007

Effective: 12/10/2007



A handwritten signature in cursive script that reads "Phil Wilson".

Phil Wilson
Secretary of State

**CERTIFICATE OF CONVERSION
OF
SELECTCARE OF TEXAS, L.L.C.,
A GEORGIA LIMITED LIABILITY COMPANY
INTO
SELECTCARE OF TEXAS, L.L.C.,
A TEXAS LIMITED LIABILITY COMPANY**

FILED
In the Office of the
Secretary of State of Texas

DEC 10 2007

Corporations Section

This Certificate of Conversion is being duly executed and filed by Steven C. Holman, the person authorized by the converting entity, to convert SelectCare of Texas, L.L.C., a Georgia limited liability company, to SelectCare of Texas, L.L.C., a Texas limited liability company, pursuant to Section 10.101 of the Texas Business Organizations Code ("*TBOC*").

CONVERTING ENTITY INFORMATION

1. The name of the converting limited liability company is SelectCare of Texas, L.L.C. (the "*Georgia LLC*").
2. The jurisdiction of formation of the Georgia LLC is Georgia.
3. The date of formation of the Georgia LLC was May 30, 2000.
4. The file number issued to the Georgia LLC by the Georgia Secretary of State is 0024914.

PLAN OF CONVERSION

5. The Georgia LLC named above is converting to a limited liability company in the jurisdiction of Texas. The name of the converted limited liability company is SelectCare of Texas, L.L.C. (the "*Texas LLC*").
6. The Texas LLC will be formed under the laws of Texas.
7. The Plan of Conversion is attached as Exhibit A.

CERTIFICATE OF FORMATION FOR CONVERTED ENTITY

8. The converted entity is a Texas limited liability company. The Certificate of Formation of the Texas LLC is attached to this Certificate as an exhibit to the Plan of Conversion.

APPROVAL OF THE PLAN OF CONVERSION

9. The Plan of Conversion has been approved as required by the laws of the jurisdiction of formation and the governing documents of the converting entity.

EFFECTIVENESS OF FILING

10. This document becomes effective when the document is accepted and filed by the Secretary of State.

TAX CERTIFICATE

11. In lieu of providing the tax certificate, the Texas LLC as the converted entity is liable for the payment of any franchise taxes.

[SIGNATURE PAGE FOLLOWS]

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

DATED this 7th day of DECEMBER, 2007.

SELECTCARE OF TEXAS, L.L.C.

By: Steven C Holman
Steven C. Holman, Authorized Person

[Signature Page To Texas Certificate Of Conversion]

TRADEMARK
REEL: 004005 FRAME: 0739

EXHIBIT A

PLAN OF CONVERSION

**PLAN OF CONVERSION
OF
SELECTCARE OF TEXAS, L.L.C.,
A GEORGIA LIMITED LIABILITY COMPANY
INTO
SELECTCARE OF TEXAS, L.L.C.,
A TEXAS LIMITED LIABILITY COMPANY**

SelectCare of Texas, L.L.C., a limited liability company organized under the laws of the State of Georgia (the "*Georgia LLC*"), does hereby adopt by unanimous consent of the members the following Plan of Conversion (the "*Plan*") to convert the Georgia LLC into Selectcare of Texas, L.L.C., a limited liability company organized under the laws of the State of Texas (the "*LLC*").

1. The name of the converting entity is SelectCare of Texas, L.L.C., and the name of the converted entity is SelectCare of Texas, L.L.C.
2. The conversion shall become effective when it is accepted and filed by the Georgia Secretary of State (the "*Effective Date*").
3. On and after the Effective Date, the Georgia LLC shall continue its existence in the organizational form of the LLC.
4. The LLC shall be a limited liability company formed under the laws of the State of Texas.
5. Each member of the Georgia LLC shall have the same rights and interests in and with respect to the LLC that each such member has had in and with respect to the Georgia LLC.
6. The LLC shall be responsible for all liabilities, obligations, fees and franchise taxes incurred and owed on or prior to the Effective Date.
7. A copy of the Certificate of Formation of the LLC is attached hereto as Exhibit A.

[SIGNATURE PAGE FOLLOWS]

DATED this 7th day of DECEMBER, 2007.

SELECTCARE OF TEXAS, L.L.C.

By: Steven C Holman
Steven C. Holman, Authorized Person

Signature page to Plan of Conversion

TRADEMARK
REEL: 004005 FRAME: 0742

EXHIBIT A TO THE
PLAN OF CONVERSION

CERTIFICATE OF FORMATION
OF
SELECTCARE OF TEXAS, L.L.C.,
A TEXAS LIMITED LIABILITY COMPANY

DEC 10 2007

Corporations Section

**CERTIFICATE OF FORMATION
OF
SELECTCARE OF TEXAS, L.L.C.**

THE UNDERSIGNED, acting as the organizer of a limited liability company under and in accordance with the Business Organizations Code of the State of Texas (the "*TBOC*"), hereby adopts the following Certificate of Formation (this "*Certificate*").

**ARTICLE ONE
CONVERTING ENTITY**

1. The name of the converting entity is SelectCare of Texas, L.L.C.
2. The address of the converting entity is 4888 Loop Central Drive, Suite 700, Houston, TX 77081.
3. The converting entity is a limited liability company.
4. The jurisdiction of the converting entity is Georgia.
5. The converting entity was formed on May 30, 2000.
6. The file number issued to the converting entity by the Georgia Secretary of State is 0024914.

**ARTICLE TWO
ENTITY NAME AND TYPE**

1. The name of the converted entity is SelectCare of Texas, L.L.C. (the "*Limited Liability Company*"). The entity is a limited liability company.
2. The converted entity is being created pursuant to a plan of conversion.

**ARTICLE THREE
REGISTERED AGENT AND REGISTERED OFFICE**

The initial registered agent is CT Corporation System, whose business address is set forth below:

1021 Main Street
Suite 1100
Houston, TX 77002

**ARTICLE FOUR
GOVERNING AUTHORITY**

The Limited Liability Company will have managers. The names and addresses of the managers of the Limited Liability Company are set forth below:

<u>Name</u>	<u>Address</u>
Theodore M. Carpenter, Jr.	4888 Loop Central Drive Suite 700 Houston, TX 77081
Steven C. Holman	4888 Loop Central Drive Suite 700 Houston, TX 77081
Maria A. Scouros, M.D.	4888 Loop Central Drive Suite 700 Houston, TX 77081
Clive Fields, M.D.	4888 Loop Central Drive Suite 700 Houston, TX 77081

**ARTICLE FIVE
PURPOSE**

The purpose for which the Limited Liability Company is organized is the transaction of any or all lawful business for which a limited liability company may be formed under the TBOC, except as may be limited in the limited liability company agreement (the "*LLC Agreement*") that shall govern the regulation and management of the affairs of the Limited Liability Company.

**ARTICLE SIX
INDEMNIFICATION**

The Limited Liability Company shall, to the fullest extent permitted by applicable law, indemnify and hold harmless any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including, without limitation, an action by or in the right of the Limited Liability Company, or by any member) by reason of the fact that he or she is or was a manager of the Limited Liability Company or is or was serving at the request of the Limited Liability Company as a manager, or officer, by virtue of acts performed by such person or omitted to be performed by such person, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or it in connection with such action, suit or proceeding, and the Limited Liability Company shall reimburse each

such person for any legal or other expenses reasonably incurred by such person in connection with investigating, defending or preparing to defend against any such action, suit or proceeding; provided, however, that the Limited Liability Company shall not be liable to any such person to the extent that in the final judgment of a court of competent jurisdiction such claim is found to arise from such person's breach of his fiduciary duties, and his breach of those duties involved intentional misconduct, fraud or a knowing violation of law. The right to indemnification under this Article Five shall be a contract right and shall not be deemed exclusive of any other right to which those seeking indemnification may be entitled under the LLC Agreement or any law, agreement, vote of members or disinterested managers or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office.

**ARTICLE SEVEN
LIMITED LIABILITY COMPANY AGREEMENT**

The initial members of the Limited Liability Company shall adopt the LLC Agreement, provided, however, that the failure to adopt such LLC Agreement prior to the date on which the Secretary of the State of Texas issues a Certificate of Formation shall not affect the Limited Liability Company's commencement of existence on such date. The LLC Agreement shall provide for all the terms and conditions for the regulation and management of the affairs of the Limited Liability Company not inconsistent with applicable law or with this Certificate of Formation. The power to adopt, alter, amend or repeal the LLC Agreement shall be vested in the members of the Limited Liability Company unless vested in whole or part in the managers of the Limited Liability Company by the LLC Agreement.

Adoption, alteration, amendment, or repeal of the LLC Agreement shall require the affirmative vote, approval, or consent of the holders of more than fifty percent (50%) of all of the Membership Interests.

**ARTICLE EIGHT
ORGANIZER**

The name and address of the organizer is as follows:


Steven C. Holman
4888 Loop Central Drive
Suite 700
Houston, TX 77081

This document becomes effective when it is filed by the Secretary of State of the State of Texas.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Formation to be duly executed on the 7th day of DECEMBER, 2007.

ORGANIZER:



STEVEN C. HOLMAN

Address: 4888 Loop Central Drive
Suite 700
Houston, TX 77081

Signature Page To Certificate Of Formation of SelectCare of Texas, L.L.C.