

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																																					
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CORRESPONDENCE DATA																																					
Fax Number:	(214)969-4343																																				

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

Phone: 2149694280
Email: kthiesse@akingump.com
Correspondent Name: David Odom c/o AKIN GUMP
Address Line 1: 1700 Pacific Ave, Suite 4100
Address Line 4: Dallas, TEXAS 75201-4675

ATTORNEY DOCKET NUMBER:	682789-0003 LIFEMASTERS
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NAME OF SUBMITTER:	Karen L. Thiesse
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Signature:	/Karen L. Thiesse/
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Date:	01/06/2010
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Total Attachments: 4
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**ASSIGNMENT
(Trademarks)**

WHEREAS, LifeMasters Supported SelfCare, Inc., a California corporation, (hereinafter referred to as "**ASSIGNOR**"), having a principal place of business at 2000 Sierra Point Parkway, Suite 300, Brisbane, CA 94005.

WHEREAS, ASSIGNOR owns all rights, title and interest to certain Trademarks (hereinafter "**Trademarks**"), certain intent to use applications for registration of the Trademarks, and a certain use application for registration of Trademarks (hereinafter collectively referred to as "**Trademark Applications**"), all of which are identified in Schedule "A" attached hereto; and

WHEREAS, The StayWell Company ("**ASSIGNEE**"), a Delaware corporation, having a principal place of business at One Atlantic Street, Suite 600, Stamford, CT 06901, is desirous of acquiring the worldwide right, title and interest in and to the Trademark and Trademark Applications;

NOW THEREFORE, in consideration of good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, ASSIGNOR agrees and covenants as follows:

1. ASSIGNOR sells, assigns, conveys and transfers to ASSIGNEE, and ASSIGNEE accepts as of the date of this Assignment,

(a) all of ASSIGNOR's right, title and interest in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks, including the right to apply for and receive registrations of the Trademark throughout the United States and in all other countries of the world, the right to sue and recover damages for past, present and future infringements; and

(b) all of ASSIGNOR's rights, title and interest in and to the Trademark Applications, together with that portion of ASSIGNOR's business with which the mark is intended to be used, including all priority rights to apply for and receive registrations throughout the world in the name of ASSIGNEE or its successor, assign or representative.

2. ASSIGNOR further sells, assigns, conveys and transfers to ASSIGNEE, and ASSIGNEE accepts as of the date of this agreement, all right, title and interest ASSIGNOR may have to any trade names, trademarks, service marks, trade dress and applications for registrations and registrations thereof, throughout the world, used in connection with the business.

3. This Assignment is made subject to all applicable representations, warranties and covenants contained in the Asset Purchase Agreement between ASSIGNOR and ASSIGNEE, dated December 14, 2009. ASSIGNOR hereby consents to this Assignment.

4. ASSIGNOR agrees, at the request of ASSIGNEE and at ASSIGNEE's expense, to execute and deliver such other and further documents and legal instruments, and do all other things reasonably necessary to perfect in ASSIGNEE, its assigns, successors and legal


representatives, all right, title and interest in and to the Trademark and Trademark Application hereby conveyed and transferred, throughout the world, including without limitation executing and delivering any and all powers of attorney, applications, assignments, declarations and affidavits.

5. This Assignment and the covenants herein are made for the benefit of the ASSIGNEE and its successors and assigns and may be transferred without the consent or ASSIGNOR.

EFFECTIVE this 31st day of December, 2009.

AGREED:

LifeMasters Supported SelfCare, Inc., a
California corporation



Signature of Authorized Officer

Brian Buchanan

Printed Name

CFO

Title

12/30/09

Date

ACCEPTED:

The StayWell Company, a Delaware
corporation

Signature of Authorized Officer

Printed Name

Title

Date

TRADEMARK

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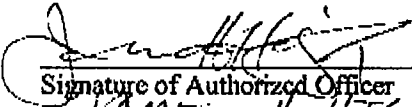
Printed Name

Title

Date

ACCEPTED:

The StayWell Company, a Delaware
corporation



Signature of Authorized Officer

JAMES H. HIGBY

Printed Name

GROUP PRESIDENT

Title

DEC 30, 2009

Date

SCHEDULE A

To the Assignment by and between ASSIGNOR and ASSIGNEE

Dated December 31, 2009

TRADEMARKS

<u>MARK:</u>	<u>COUNTRY:</u>	<u>APPLICATION</u>	<u>REGISTRATION</u>
1. LIFEMASTERS	U.S.	75/017,792	1,998,449
2. LIFEMASTERS	U.S.	76/976,614	2,854,848
3. LIFEMASTERS	U.S.	78/348,210	2,970,208
4. LIFEMASTERS SUPPORTED SELFCARE	U.S.	75/417,673	2,929,051
5. LIFEMASTERS SUPPORTED SELFCARE	U.S.	75/417,679	2,742,175
6. LIFEMASTERS CAREGUIDE	U.S.	75/736,891	2,987,652
7. LIFEMASTERS	U.S.	76/274,999	3,046,516
8. LIFEMASTERS	U.S.	76/977,218	2,929,517
9. AIM FOR HEALTH	U.S.	78/289,443	3,245,312
10. AIM	U.S.	78/285,253	3,259,095
11. SUPPORTING HEALTH OUTCOMES	U.S.	78/348,188	2,951,565
12. SUPPORTING HEALTHY OUTCOMES	CANADA	1220465	TMA703406
13. LIFEMASTERS	CANADA	1220460	TMA691320
14. PARTNERS FOR LIFE	EUROPEAN COMMUNITY	003878345	003878345
15. LIFEMASTERS	EUROPEAN COMMUNITY	003898871	003898871