

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	CORRECTIVE ASSIGNMENT		
NATURE OF CONVEYANCE:	Corrective Assignment to correct the assignment of 3182855 to Humana, Inc. previously recorded on Reel 004245 Frame 0273. Assignor(s) hereby confirms the ownership of 3182855 by AMERIGROUP Corporation..		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Humana, Inc.		12/10/2010	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	AMERIGROUP Corporation		
Street Address:	4425 Corporation Lane		
City:	Virginia Beach		
State/Country:	VIRGINIA		
Postal Code:	23462		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3182855	CAREPLUS CONNECTIONS	
CORRESPONDENCE DATA			
Fax Number:	(757)473-0395		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	757-499-8800		
Email:	ip@williamsmullen.com, amarino@williamsmullen.com		
Correspondent Name:	Amy G. Marino		
Address Line 1:	222 Central Park Avenue, Suite 1700		
Address Line 4:	Virginia Beach, VIRGINIA 23462		
ATTORNEY DOCKET NUMBER:	611291.0153		
NAME OF SUBMITTER:	Amy G. Marino		
Signature:	/Amy G. Marino/		

OP \$40.00 3182855

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REEL: 004447 FRAME: 0880

Date:

01/06/2011

Total Attachments: 6

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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			
Name	Formerly	Execution Date	Entity Type
Amerigroup Corporation		04/22/2010	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Humana Inc.		
Street Address:	500 West Main Street		
City:	Louisville		
State/Country:	KENTUCKY		
Postal Code:	40202		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	3635854	CAREPLUS	
Registration Number:	2775143	CAREPLUS HEALTH PLAN	
Registration Number:	3182855	CAREPLUS CONNECTIONS	

TRADEMARK

REEL: 004447 FRAME 0882

CORRESPONDENCE DATA

Fax Number: (614)792-5536

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

Phone: 614-792-5555

Email: standleydocketing@standleyllp.com

Correspondent Name: Standley Law Group LLP

Address Line 1: 6300 Riverside Drive

Address Line 4: Dublin, OHIO 43017

ATTORNEY DOCKET NUMBER:	HUM2027-079
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NAME OF SUBMITTER:	Cheryl S. Scotney
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Signature:	/Cheryl S. Scotney/
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Date:	07/20/2010
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Total Attachments: 2

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RECEIPT INFORMATION

ETAS ID: TM177708

Receipt Date: 07/20/2010

Fee Amount: \$90

TRADEMARK**REEL: 004447 FRAME 0883**

AMENDMENT TO SERVICE MARK SALE AGREEMENT

This Amendment to Service Mark Sale Agreement ("Amendment") is entered into by and between Humana Inc., a corporation organized under the laws of the State of Delaware and with a place of business at 500 West Main Street, Louisville, Kentucky 40202 ("Humana") and AMERIGROUP Corporation, a corporation organized under the laws of the State of Delaware and with a place of business at 4425 Corporation Lane, Virginia Beach, Virginia 23462 ("AMERIGROUP").

RECITALS

WHEREAS, pursuant to the Service Mark Sale Agreement, dated April __, 2010 ("Agreement"), Humana purchased some of AMERIGROUP's Marks in connection with certain Services, (as such terms are defined therein) and AMERIGROUP sold such Marks to Humana under the terms and conditions set forth therein;

WHEREAS, pursuant to the Agreement, AMERIGROUP requested division of U.S. Registration 3182855 for CAREPLUS CONNECTIONS and retained all right, title, and interest in CAREPLUS CONNECTIONS for the AMERIGROUP Goods and Services and "medical case management; medical case management services in the nature of evaluating the patient's need for medication, medical equipment and medical supplies and coordinating the provision of required medication, medical equipment and/or medical supplies to the patient" in International Class 44;

WHEREAS, pursuant to the Agreement, AMERIGROUP transferred to Humana all right, title, and interest in CAREPLUS CONNECTIONS for "Medical transportation services provided by ambulance, ambulette, taxi or livery service" in International Class 39; "Adult day care facilities; home non-medical day care; assisted living residence services for patients in their own homes, namely, supplying meals to patients in their own homes, and non-medical care giving programs in the home for patients" in International Class 43; and "Medical services in the nature of health maintenance organizations; emergency health care services; health care and medical services, namely managed care services for long-term care; health counseling services; home health care and home companion services; home health aides; respiratory, physical, occupational and speech therapy services; audiology services; podiatry services; dental services; optometry services; nursing care services; dietary and nutritional guidance" in International Class 44 (the "Divided Registration");

WHEREAS, pursuant to the Agreement, AMERIGROUP agreed to update (according to the division of US Registration 3182855), execute, and deliver to Humana the Mark Assignment agreement (as defined in the Agreement);

WHEREAS, the U.S. Patent & Trademark Office ("USPTO") issued a new registration number for the Divided Registration;

WHEREAS, Humana recorded the Mark Assignment agreement with the USPTO, which currently reflects assignment of the mark divided from US Registration 3182855, but is inaccurately recorded as an assignment of US Registration 3182855 to Humana, and

WHEREAS, the parties wish to amend Exhibit A to the Agreement and Mark Assignment agreement to reflect the new registration number and record any necessary documents voiding the recorded assignment document with respect to US Registration 3182855.

NOW, THEREFORE, in consideration of the following mutual promises and other good and valuable consideration, the receipt and sufficiency of which is acknowledged, the Exhibit A to the Agreement and Mark Assignment agreement is hereby amended as follows:

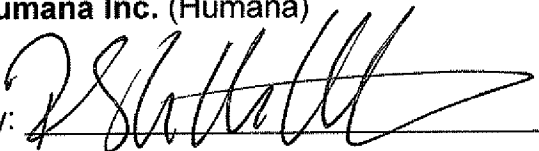
EXHIBIT A

CAREPLUS	US Mark Registration No. 3635854
CAREPLUS HEALTH PLAN	US Mark Registration No. 2775143
CAREPLUS CONNECTIONS	US Mark Registration No. 3843412

The parties further agree to, at any time, execute any additional documents that may be required to void the recorded assignment of US Mark Registration No. 3182855.

IN WITNESS WHEREOF, the parties have executed this Amendment as of the Effective Date.

Humana Inc. (Humana)

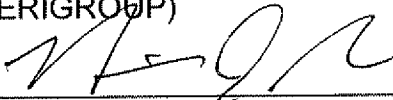
By: 

Name: Ralph M. Wilson

Title: Vice President and

Associate General Counsel

**AMERIGROUP Corporation
(AMERIGROUP)**

By: 

^{TITLE}
Name: EVP, GENERAL COUNSEL AND SECRETARY

^{NAME}
Title: NICHOLAS J. PACE

#12549748