

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Assignment of one-half interest		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Gallup, Inc.		12/08/2010	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Healthways, Inc.		
Street Address:	701 Cool Springs Blvd.		
City:	Franklin		
State/Country:	TENNESSEE		
Postal Code:	37067		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3673815	GALLUP-HEALTHWAYS WELL-BEING INDEX	
CORRESPONDENCE DATA			
Fax Number:	(615)742-0410		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	615-742-7760		
Email:	trademarks@bassberry.com		
Correspondent Name:	Robert L. Brewer		
Address Line 1:	150 3rd Avenue South		
Address Line 2:	Suite 2800		
Address Line 4:	Nashville, TENNESSEE 37201		
ATTORNEY DOCKET NUMBER:	011211-235		
NAME OF SUBMITTER:	Robert L. Brewer		
Signature:	/Robert L. Brewer/		
Date:	03/25/2011		
Total Attachments: 1 source=assignment#page1.tif			

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EXHIBIT A

TRADEMARK ASSIGNMENT

This Trademark Assignment by Gallup, Inc. ("Gallup"), having a place of business at 901 F. Street, NW, Washington, DC 20004, to Healthways, Inc. ("Healthways"), having a place of business at 701 Cool Springs Blvd., Franklin, Tennessee 37067, is effective on the signature date below (the "Effective Date").

WHEREAS, Gallup is the owner of the attached U.S. Service Mark Registration No. 3,673,815 for the mark GALLUP-HEALTHWAYS WELL BEING INDEX for "printed questionnaires and surveys to gather and interpret data to help measure quality of personal well-being", "public opinion polling and surveys of the general population on well-being", and "consulting services for businesses and governments based on scientific research in the field of personal well being, including physical, mental and overall general health" in International Class Nos. 16, 35 and 42 (collectively, the "Mark"); and

WHEREAS, Gallup desires to assign one-half (1/2) interest in and to the Mark to Healthways, as equal joint owners.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Gallup does hereby assign to Healthways, as joint owners, each with a one-half (1/2) interest, all rights, title and interests in and to the Mark together with any and all goodwill of the business and services symbolized by the Mark and U.S. Service Mark Registration No. 3,673,815 for "GALLUP-HEALTHWAYS WELL BEING INDEX" and all applications and registrations therefor. Gallup agrees to execute and deliver all such further transfers, assignments, conveyances and assurances and take or cause to be taken such actions as may reasonably be requested for Healthways to obtain the full benefit of this Assignment.

This Trademark Assignment and all of the provisions hereof shall be binding upon and inure to the benefit of the parties and their respective successors and assigns. Except to the extent that federal law preempts state law with respect to the matters covered hereby, this Trademark Assignment shall be governed by and construed in all respects, including validity, interpretation and effect, in accordance with the laws of the State of Delaware without giving effect to the principles of conflicts of laws thereof.

GALLUP, INC.

By: 

Name: Lisa B. Kitchler

Title: Assistant Corporation Secretary

Date: December 8, 2010