

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Trademark Assignment		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Universal American Corp.		04/29/2011	CORPORATION: NEW YORK
RECEIVING PARTY DATA			
Name:	Universal American Financial Services, Inc.		
Street Address:	6 International Drive		
City:	Rye Brook		
State/Country:	NEW YORK		
Postal Code:	10573-1068		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 22			
Property Type	Number	Word Mark	
Registration Number:	3890381	A HEALTHY COLLABORATION	
Registration Number:	2432877	LIVING STRATEGIES	
Registration Number:	2703167	WHERE SENIORS FEEL SECURE	
Registration Number:	2977674	TODAY'S OPTIONS	
Registration Number:	3509067	UNION BANKERS PLATINUM CARE PLAN	
Registration Number:	3061571	UNION BANKERS INSURANCE COMPANY	
Registration Number:	3190443	SENIOR SOLUTIONS	
Registration Number:	3534435	SENIOR TRIBUTE	
Registration Number:	2505064	NURSE NAVIGATOR	
Registration Number:	2107461	PYRAMID	
Registration Number:	3431674	SENIOR SOLUTIONS CENTER	
Registration Number:	3114626	SENIOR SOLUTIONS CENTER	
Registration Number:	3032676	FREEDOM TO SEE WHO YOU WANT FOR YOUR HEALTHCARE NEEDS	
Registration Number:	3207148	CONSTITUTION LIFE	

CH \$565.00 3890381

TRADEMARK

Registration Number:	1174523	
Registration Number:	3289320	CONSTITUTION LIFE
Registration Number:	1337161	CONSTITUTION LIFE INSURANCE COMPANY
Registration Number:	1337160	CONSTITUTION LIFE
Registration Number:	1417705	AMERICAN PROGRESSIVE
Registration Number:	3407710	AMERICAN PROGRESSIVE
Registration Number:	1910425	AMERICAN PROGRESSIVE
Registration Number:	2550945	SECURE GUARD

CORRESPONDENCE DATA

Fax Number: (212)373-0083

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

Email: zhilden@paulweiss.com, aashville@paulweiss.com

Correspondent Name: Zoe Hilden

Address Line 1: 1285 Avenue of the Americas

Address Line 4: New York, NEW YORK 10019-6064

ATTORNEY DOCKET NUMBER:	16399-004
-------------------------	-----------

NAME OF SUBMITTER:	Zoe Hilden
--------------------	------------

Signature:	/Zoe Hilden/
------------	--------------

Date:	05/05/2011
-------	------------

Total Attachments: 5

source=Universal American TM Assignment#page1.tif

source=Universal American TM Assignment#page2.tif

source=Universal American TM Assignment#page3.tif

source=Universal American TM Assignment#page4.tif

source=Universal American TM Assignment#page5.tif

TRADEMARK ASSIGNMENT

This Trademark Assignment (this "Assignment") is made as of April 29, 2011, by Universal American Corp., a New York corporation ("Assignor") in favor of Universal American Financial Services, Inc., a Delaware corporation ("Assignee").

WHEREAS, Assignor is the owner of the trademark registrations identified on Schedule A hereto (collectively, the "Registrations") and all goodwill associated therewith; and

WHEREAS, subject to terms and provisions of that certain Separation Agreement, dated as of December 30, 2010, as amended (the "Separation Agreement"), by and among Universal American Corp., a Delaware corporation (formerly known as Universal American Spin Corp.), Assignor and CVS Caremark Corporation, a Delaware corporation, Assignor wishes to assign to Assignee, and Assignee wishes to acquire from Assignor, the Registrations and all goodwill associated therewith.

NOW THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the receipt, adequacy and legal sufficiency of which are hereby acknowledged, the parties hereto hereby agree as follows:

1. Assignor hereby, subject to the terms and provisions of the Separation Agreement (including, without limitation, Sections 2.02, 2.05, 2.06 and 2.07 thereof), irrevocably transfers, assigns and otherwise conveys to Assignee all of Assignor's right, title and interest in and to the Registrations, including any and all goodwill associated therewith, and all rights to sue or recover and retain damages and costs for past, present and future infringement thereof.

2. This Assignment is executed and delivered pursuant to, and to effect the transactions contemplated by, the Separation Agreement. This Assignment shall be governed by and construed in accordance with the Separation Agreement. Notwithstanding anything to the contrary contained herein, (a) this Assignment shall be subject to the terms of the Separation Agreement and no provision set forth in this Assignment shall be deemed to enlarge, alter or amend the terms or provisions of the Separation Agreement and (b) in the event of any inconsistency between the terms of this Assignment and the Separation Agreement, the terms of the Separation Agreement shall govern. The Registrations listed on Schedule A are intended solely for convenience and shall not affect the rights of the parties as contemplated by the Separation Agreement (including, without limitation, pursuant to Sections 2.02, 2.05, 2.06 and 2.07 thereof). This Assignment is not intended to effect the transfer of any asset or the assumption of any liability that is specifically transferred or assumed pursuant to a separate instrument of transfer or assumption between the Assignee and Assignor.

3. THIS ASSIGNMENT SHALL BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAW OF THE STATE OF NEW YORK, WITHOUT REGARD TO CONFLICT OF LAW PRINCIPLES THEREOF.

[remainder of page intentionally left blank]

IN WITNESS WHEREOF, Assignor has executed and delivered this Agreement as of the date first written above.

UNIVERSAL AMERICAN CORP., a New York corporation

By: 
Name: Robert A. Waegelein
Title: Executive Vice President

[Trademark Assignment Agreement]

TRADEMARK
REEL: 004535 FRAME: 0070

SCHEDULE A

Mark	Registration No.	Registration Date
A HEALTHY COLLABORATION	3,890,381	12/14/2010
LIVING STRATEGIES	2,432,877	04/01/2003
WHERE SENIORS FEEL SECURE	2,703,167	04/01/2003
TODAY'S OPTIONS	2,977,674	07/26/2005
UNION BANKERS PLATINUM CARE PLAN	3,509,067	09/30/2008
UNION BANKERS INSURANCE COMPANY	3,061,571	02/28/2006
SENIOR SOLUTIONS (and design)	3,190,443	01/02/2007
SENIOR TRIBUTE	3,534,435	11/18/2008
NURSE NAVIGATOR	2,505,064	11/06/2001
PYRAMID (and design)	2,107,461	10/21/1997
SENIOR SOLUTIONS CENTER	3,431,674	05/20/2008
SENIOR SOLUTIONS CENTER	3,114,626	07/11/2006
FREEDOM TO SEE WHO YOU WANT FOR YOUR HEALTHCARE NEEDS	3,032,676	12/20/2005
CONSTITUTION LIFE (star and ribbon)	3,207,148	02/13/2007
EAGLE DESIGN (union bankers)	1,174,523	07/28/1981
CONSTITUTION LIFE	3,289,320	09/11/2007
CONSTITUTION LIFE INSURANCE COMPANY	1,337,161	05/21/1985
CONSTITUTION LIFE	1,337,160	05/21/1985

AMERICAN PROGRESSIVE (and design)	1,417,705	11/18/1986
AMERICAN PROGRESSIVE	3,407,710	04/08/2008
AMERICAN PROGRESSIVE (with star)	1,910,425	08/08/1995
SECURE GUARD	2,550,945	03/19/2002