

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
The Staywell Company		12/01/2011	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Staywell Health Management, LLC		
Street Address:	3000 Ames Crossing Road		
City:	St. Paul		
State/Country:	MINNESOTA		
Postal Code:	55121		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 26			
Property Type	Number	Word Mark	
Registration Number:	2235949	CHANGING BEHAVIOR CHANGING LIVES	
Registration Number:	2683056	EAT FOR THE HEALTH OF IT	
Registration Number:	2063073	FOCUSED INTERVENTION	
Registration Number:	3258042	HEALTHGUIDE	
Registration Number:	2049135	HEALTHPATH	
Registration Number:	2115345	HEALTHSHARE	
Registration Number:	2069398	HEALTHSTEP	
Registration Number:	1889656	HEALTHSTEP	
Registration Number:	1904147	HEALTHSTEP	
Registration Number:	2659107	JUST A MINUTE	
Registration Number:	2651880	MOVE TO IMPROVE	
Registration Number:	2769349	NEXTSTEPS	
Registration Number:	3958892	REACH YOUR PEAK	
Registration Number:	2848241	SOUL JOURNEY	

OP \$665.00 2235949

Registration Number:	3694162	STAYWELL @ WORK
Registration Number:	3768613	STAYWELL CHOICE
Registration Number:	3807839	STAYWELL CHOICE
Registration Number:	2366379	STAYWELL ONLINE
Registration Number:	2651879	STEP IT UP!
Registration Number:	3811571	TIME OUT FOR HEALTH
Registration Number:	3909092	WRAPPING UP WELLNESS
Registration Number:	1189585	STAYWELL
Registration Number:	1637931	HEALTHPATH
Registration Number:	3259095	AIM
Registration Number:	3245312	AIM FOR HEALTH
Registration Number:	2951565	SUPPORTING HEALTHY OUTCOMES

CORRESPONDENCE DATA

Fax Number: (973)379-7152
Phone: 3474431333
Email: mbergman@bergmanlawllc.com
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Correspondent Name: Michelle D Bergman
Address Line 1: 353 W. 48th St.
Address Line 2: Suite 420
Address Line 4: New York, NEW YORK 10036

NAME OF SUBMITTER:	Michelle D Bergman
Signature:	/s/Michelle D Bergman
Date:	12/01/2011

Total Attachments: 3
source=SWHM - 1#page1.tif
source=SWHM - 2#page1.tif
source=SWHM - 3#page1.tif

ASSIGNMENT OF UNITED STATES TRADEMARKS

WHEREAS, The StayWell Company, a corporation organized under the laws of Delaware, is the registered owner of the United States trademarks registered with the U.S. Patent & Trademark Office listed in Exhibit A:

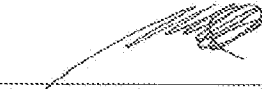
WHEREAS, Staywell Health Management, LLC, a Limited Liability Company organized under the laws of Delaware, and having a place of business at 3000 Ames Crossing Road, St. Paul, Minnesota, as successor to a portion of The StayWell Company's ongoing and existing business, or portion of the business to which the trademarks listed in Exhibit A pertain, is desirous of acquiring said trademarks;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, effective December 31, 2010, The StayWell Company, does hereby sell, assign, and transfer unto StayWell Health Management, LLC its successors and assigns, the entire right, title, and interest in and to the above-identified trademarks, together with the goodwill of the business in connection with which said trademarks pertain, and all rights of action and recovery for past infringements of said trademark, and in, to and under any and all renewals and other extensions of said registrations.

IN WITNESS WHEREOF, said The StayWell Company has caused this instrument to be executed by its duly authorized member on the 1st day of December, 2011.

The StayWell Company

By



Name: Mike Burnett

Title: Chief Financial Officer

TRADEMARK

REEL: 004669 FRAME: 0645

Exhibit A

<u>Trademark</u>	<u>Registration Number</u>
AIM	3,259,095
AIM FOR HEALTH	3,245,312
CHANGING BEHAVIOR CHANGING	2,235,949
EAST FOR THE HEALTH OF IT	2,683,056
FOCUSED INTERVENTION	2,063,073
HEALTHGUIDE	3,258,042
HEALTHPATH	2,049,135
HEALTHSHARE	2,115,345
HEALTHSTEP	2,069,398
HEALTHSTEP	1,889,656
HEALTHSTEP & DESIGN	1,904,147
JUST A MINUTE	2,659,107
MOVE TO IMPROVE	2,651,880
NEXTSTEPS	2,769,349
REACH YOUR PEAK	3,958,892
SOUL JOURNEY	2,848,241
STAYWELL & WORK	3,694,162
STAYWELL CHOICE	3,768,613
STAYWELL CHOICE & DESIGN	3,807,839
STAYWELL ONLINE	2,366,379
STEP IT UP!	2,651,879
TIME FOR HEALTH	3,811,571
WRAPPING UP WELLNESS	3,909,092
STAYWELL	1,189,585
SUPPORTING HEALTHY OUTCOMES	2,951,565
HEALTHPATH	1,637,931

TRADEMARK