

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM308467

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	MERGER
<b>EFFECTIVE DATE:</b>	06/04/2013

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Magellan Health Services, Inc.		06/04/2014	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	Magellan Health, Inc.
<b>Street Address:</b>	6950 Columbia Gateway Drive
<b>City:</b>	Columbia
<b>State/Country:</b>	MARYLAND
<b>Postal Code:</b>	21046
<b>Entity Type:</b>	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 27**

Property Type	Number	Word Mark
Serial Number:	86205658	RADZONE KIDS
Serial Number:	86018359	MAGELLAN PHARMACY SOLUTIONS
Serial Number:	86152445	MAGELLAN HEALTHCARE
Serial Number:	86152443	MAGELLAN HEALTH
Serial Number:	86055265	AUTISM ASSIST
Serial Number:	85894436	COMPLETE CARE ADVANTAGE
Serial Number:	85894432	HEALTH, HOPE, RECOVERY - OUR JOURNEY CON
Serial Number:	85743693	WHOLE HEALTH RX
Serial Number:	85708520	TOTAL DRUG SOLUTIONS
Serial Number:	85697073	MAGELLAN COMPLETE CARE
Serial Number:	85654498	HERO HEALTH HIRE
Serial Number:	85628465	HERO HEALTH HIRE
Serial Number:	85628444	HERO HEALTH HIRE
Serial Number:	85443126	MY LIFE MAGELLAN YOUTH LEADERS INSPIRING
Serial Number:	78748973	MAGELLAN CONDITION CARE MANAGEMENT
Serial Number:	78700033	LIVING HEALTHY BEING WELL
Serial Number:	78700032	LIVING HEALTHY BEING WELL
Serial Number:	78637639	LIVING HEALTHY CHOOSING WELL
Serial Number:	77955434	CARDIACCONNECTIONS

TRADEMARK

Property Type	Number	Word Mark
Serial Number:	77824852	OUTCOMES360
Serial Number:	77731199	MAGELLAN AUTISM CONNECTIONS
Serial Number:	77563411	THE BEHAVIORAL KEY TO THE MEDICAL HOME
Serial Number:	77300251	NAVIGO
Serial Number:	76603457	MAGELLAN HEALTH SERVICES
Serial Number:	75588724	MAGELLAN BEHAVIORAL HEALTH
Serial Number:	75142266	MAGELLAN HEALTH SERVICES
Serial Number:	86205659	RADZONE

**CORRESPONDENCE DATA**

**Fax Number:**

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.*

**Email:** trademarks@cooley.com

**Correspondent Name:** Elisa P. Rosen

**Address Line 1:** 1299 Pennsylvania Avenue, NW, Suite 700

**Address Line 4:** Washington, D.C. 20004

<b>ATTORNEY DOCKET NUMBER:</b>	507925-102
<b>NAME OF SUBMITTER:</b>	Elisa P. Rosen
<b>SIGNATURE:</b>	/Elisa P. Rosen/
<b>DATE SIGNED:</b>	06/23/2014

**Total Attachments: 5**

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# Delaware

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*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"MAGELLAN HEALTH, INC.", A DELAWARE CORPORATION,  
WITH AND INTO "MAGELLAN HEALTH SERVICES, INC." UNDER THE NAME OF "MAGELLAN HEALTH, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTH DAY OF JUNE, A.D. 2014, AT 11 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

0724001 8100M

140793742



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 1424006

DATE: 06-04-14

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

TRADEMARK  
REEL: 005307 FRAME: 0987

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

MAGELLAN HEALTH, INC.

WITH AND INTO

MAGELLAN HEALTH SERVICES, INC.

Pursuant to Section 253 of the  
General Corporation Law of the State of Delaware

Magellan Health Services, Inc., a Delaware corporation (the "Company"), does hereby certify to the following facts relating to the merger (the "Merger") of Magellan Health, Inc., a Delaware corporation (the "Subsidiary"), with and into the Company, with the Company remaining as the surviving corporation under the name of Magellan Health, Inc.:

FIRST: The Company is incorporated pursuant to the General Corporation Law of the State of Delaware (the "DGCL"). The Subsidiary is incorporated pursuant to the DGCL.

SECOND: The Company owns all of the outstanding shares of each class of capital stock of the Subsidiary.

THIRD: The Board of Directors of the Company, by the following resolutions duly, determined to merge the Subsidiary with and into the Company pursuant to Section 253 of the DGCL:

WHEREAS, the Company desires to change its name to Magellan Health, Inc. pursuant to Section 253(b) of the General Corporation Law (the "Name Change");

WHEREAS, in order to effect the Name Change, the Company desires to incorporate a corporation named Magellan Health, Inc. (the "Subsidiary") under the General Corporation Law

and to acquire one (1) share of Common Stock, par value of \$.01 per share, of the Subsidiary (collectively, the "Incorporation");

WHEREAS, following the effectiveness of the Incorporation, the Company will own all of the outstanding shares of the capital stock of the Subsidiary; and

WHEREAS, in order to effect the Name Change the Board of Directors of the Company has deemed it advisable that the Subsidiary be merged with and into the Company (the "Merger") pursuant to Section 253 of the General Corporation following the effectiveness of the Incorporation.

NOW, THEREFORE, BE IT AND IT HEREBY IS

RESOLVED, that the Incorporation is hereby authorized and approved in all respects; and it is further

RESOLVED, that following the Incorporation, the Company is hereby authorized to effect the Name Change by merging the Subsidiary with and into the Company pursuant to Section 253 of the General Corporation Law; and it is further

RESOLVED, that by virtue of the Merger and without any action on the part of the holder thereof, each then outstanding share of capital stock of the Company shall remain unchanged and continue to remain outstanding as one share of capital stock of the Company, held by the person who was the holder of such share immediately prior to the Merger; and it is further

RESOLVED, that by virtue of the Merger and without any action on the part of the holder thereof, each then outstanding share of Common Stock, par value \$.01 per share, of the Subsidiary shall be cancelled and no consideration shall be issued in respect thereof; and it is further

RESOLVED, that the Amended and Restated Certificate of Incorporation of the Company as in effect immediately prior to the effective time of the Merger shall be the certificate of incorporation of the surviving corporation, except that ARTICLE FIRST thereof shall be amended to read in its entirety as follows:

"ARTICLE FIRST: *Name*. The name of the Corporation is Magellan Health, Inc."

RESOLVED, that the proper officers of the Company be and they hereby are authorized and directed to do all acts and

things that may be necessary to carry out and effectuate the purpose and intent of the resolutions relating to the Name Change, the Incorporation and the Merger; and it is further

RESOLVED, that the proper officers of the Company be and they hereby are authorized and directed, following the effectiveness of the Incorporation, to make, execute and acknowledge, in the name and under the corporate seal of the Company, a certificate of ownership and merger for the purpose of consummating the Merger and to file the same in the office of the Secretary of State of the State of Delaware, and to do all other acts and things that may be necessary to carry out and effectuate the purpose and intent of the resolutions relating to the Merger.

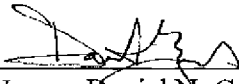
FOURTH: The Company shall be the surviving corporation of the Merger.

FIFTH: The certificate of incorporation of the Company as in effect immediately prior to the effective time of the Merger shall be the certificate of incorporation of the surviving corporation, except that ARTICLE FIRST thereof shall be amended to read in its entirety as follows:

ARTICLE FIRST: *Name.* The name of the corporation is Magellan Health, Inc.

IN WITNESS WHEREOF, the Company has caused this Certificate of Ownership and Merger to be executed by its duly authorized officer this 4<sup>th</sup> day of June 2014.

MAGELLAN HEALTH SERVICES, INC.

By:   
Name: Daniel N. Gregoire  
Office: Secretary