

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM309402

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Independence Blue Cross		07/01/2014	CORPORATION: PENNSYLVANIA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Independence Health Group, Inc.		
<b>Street Address:</b>	1901 Market St		
<b>City:</b>	Philadelphia		
<b>State/Country:</b>	PENNSYLVANIA		
<b>Postal Code:</b>	19103		
<b>Entity Type:</b>	CORPORATION: PENNSYLVANIA		
<b>PROPERTY NUMBERS Total: 32</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	2089589	AMERIHEALTH	
<b>Registration Number:</b>	2172411	AMERIHEALTH 65	
<b>Registration Number:</b>	2197506	AMERIHEALTH ADMINISTRATORS	
<b>Registration Number:</b>	2315222	AMERIHEALTH ADMINISTRATORS	
<b>Registration Number:</b>	2089716	AMERIHEALTH	
<b>Registration Number:</b>	2179682	AMERIHEALTH	
<b>Registration Number:</b>	2251350	AMERIHEALTH	
<b>Registration Number:</b>	4296032	BABY BEGINNINGS	
<b>Registration Number:</b>	4296033	BABY BEGINNINGS	
<b>Registration Number:</b>	2261824	BABY FOOTSTEPS	
<b>Registration Number:</b>	1710850	COMPSELECT	
<b>Registration Number:</b>	3023976	DO THE SMART THING	
<b>Registration Number:</b>	2099971		
<b>Registration Number:</b>	2074360		
<b>Registration Number:</b>	1896458		
<b>Registration Number:</b>	3678768	KNOWLEDGE · INNOVATION · PERFORMANCE · V	
<b>Registration Number:</b>	4158719	MEDICARAVAN	
<b>Registration Number:</b>	2177794	MOTHER'S OPTION	
<b>Registration Number:</b>	2282741	MOTHER'S OPTION	
<b>TRADEMARK</b>			

CH \$815.00 2089589

Property Type	Number	Word Mark
Registration Number:	2190157	PERSONAL CHOICE
Registration Number:	1696464	PERSONAL CHOICE
Registration Number:	2701617	PERSONAL CHOICE
Registration Number:	2712377	PERSONAL CHOICE
Registration Number:	2310121	SECURITY 65
Registration Number:	2464140	SELECT DRUG PROGRAM
Registration Number:	2291636	SITE 65
Registration Number:	2276836	SITE65
Registration Number:	3819086	WE ASK. WE LISTEN. WE ACT.
Registration Number:	2036737	WELLNESS PARTNERS
Serial Number:	85069900	COMMIT2WELLNESS
Serial Number:	85257431	INTELLIQUEUE
Registration Number:	1505321	SELECT OPTION

**CORRESPONDENCE DATA**

**Fax Number:** 2027393001

*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.*

**Phone:** 202-739-3000

**Email:** jennifer.evans@morganlewis.com

**Correspondent Name:** Morgan, Lewis & Bockius LLP

**Address Line 1:** 1111 Pennsylvania Avenue, NW

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

<b>ATTORNEY DOCKET NUMBER:</b>	002157-1986
<b>NAME OF SUBMITTER:</b>	Jennifer C. Evans
<b>SIGNATURE:</b>	/jce/
<b>DATE SIGNED:</b>	07/01/2014

**Total Attachments: 8**

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## TRADEMARK ASSIGNMENT

Independence Blue Cross, a Pennsylvania corporation with an address at 1901 Market Street, Philadelphia, PA 19103 ("Assignor") and Independence Health Group, Inc., a Pennsylvania corporation with an address at 1901 Market St, Philadelphia, PA 19103 ("Assignee"), enter into this Trademark Assignment (together with all attachments and exhibits hereto, this "Assignment") as of July 1, 2014 (the "Effective Date").

### Introduction

A. Assignor owns the trademarks set forth and described on Schedule A hereto (together with all other trademarks, service marks, logos, trade names, brand names and designations of source owned by Assignor and used in connection with the business of Assignor, its licensees, subsidiaries and/or affiliates, as of the Effective Date, collectively the "Marks"); and

B. Assignee desires to acquire all of Assignor's right, title, and interest in and to the Marks (including any and all corresponding applications and registrations, goodwill associated with the Marks, and the right to sue to recover damages for any past and future infringement thereof).

NOW, THEREFORE, for good and valuable consideration, the receipt, sufficiency, and adequacy of which are hereby acknowledged:

### Terms

1. Assignor does hereby sell, assign, transfer and convey to Assignee, its successors, and assigns, absolutely and forever, (1) Assignor's entire right, title and interest, whether statutory or at common law, in and to the Marks, in the United States and all countries throughout the world, together with the goodwill arising out of or in any way associated with the Marks, and (2) its entire right to bring actions for the enforcement of the Marks, including but not limited to, the right to sue for and recover damages for any past and future infringement of the Marks.

2. Assignor does hereby covenant and agree to execute, for no additional consideration, such further documents and do such other acts as may be necessary and proper to vest full title in and to the Marks in the Assignee or which may be necessary to obtain, renew, issue or enforce the Marks.

IN WITNESS WHEREOF, Assignor has caused this Assignment to be executed and delivered as of the Effective Date.

**Independence Blue Cross**

By:   
Name: Lilton R. Taliaferro Jr., Esq.  
Title: Assistant Secretary

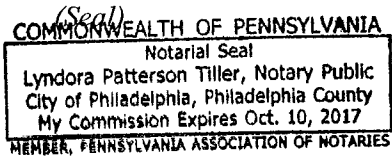
STATE OF Pennsylvania )  
 )  
COUNTY OF Philadelphia )

ss.





On June 25, 2014, before me, Lyndora Patterson Tiller, a notary public in and for said State, personally appeared Lilton R. Taliaferro, Jr., personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.


Signature Lyndora Patterson Tiller







**SCHEDULE A**

<b>Mark</b>	<b>App. #/ Reg. #</b>	<b>App. Date/ Reg. Date</b>	<b>Goods/Services</b>
AMERIHEALTH	2,089,589	8/19/1997	Health care management services, namely cost management for benefits plans and health care facilities in Class 35; Health care insurance underwriting services, and the administration of prepaid benefits plans in Class 36;
AMERIHEALTH 65	2,172,411	7/14/1998	Health care management services, namely, cost management for the benefits plans and health care facilities of others in Class 35; Life, worker's compensation, and health care insurance underwriting services, and the administration of pre-paid benefits plans in Class 36
AMERIHEALTH ADMINISTRATORS	2,197,506	10/20/1998	Health care management services, namely, cost management for benefits plans and health care facilities of others in Class 35; Administration of pre-paid benefits plans, preferred provider plans, and patient reimbursement programs in Class 36
AMERIHEALTH ADMINISTRATORS Plus Design 	2,315,222	2/8/2000	Health care management services, namely, cost management for benefits plans and health care facilities of others in Class 35; Administration of pre-paid benefits plans, preferred provider plans, and patient reimbursement programs in Class 36
AMERIHEALTH Plus Design 	2,089,716	8/19/1997	Medical cost management services for others in Class 35; Life and health care insurance underwriting services, and the administration of prepaid benefits plans and Class 36
AMERIHEALTH Plus Design 	2,179,682	8/4/1998	Printed publications, namely booklets, pamphlets, guides, magazines, newsletters, brochures, bulletins, and circulars in the field of health and preventive medicine in Class 16
AMERIHEALTH Plus Design (claiming color) 	2,251,350	6/8/1999	Printed publications, namely booklets, pamphlets, guides, magazines, newsletters, brochures, bulletins, and circulars in the field of health and preventive medicine in Class 16; Medical cost management services for others in Class 35; Life and health care insurance underwriting services, and the administration of pre-paid benefits plans in Class 36; Health care services and hospital services in Class

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Mark	App. #/ Reg. #	App. Date/ Reg. Date	Goods/Services
			42
BABY BEGINNINGS	4,296,032	2/26/2013	Administration of health care plans in Class 36; Educational services, namely, conducting programs related to preconception, risk management, pregnancy, and postpartum depression and distribution of printed materials in connection therewith in hard copy or electronic format on the same topics in Class 41; Providing medical counseling and healthcare services for pregnant women in Class 45
BABY BEGINNINGS 	4,296,033	2/26/2013	Administration of health care plans in Class 36; Educational services, namely, conducting programs related to preconception, risk management, pregnancy, and postpartum depression and distribution of printed materials in connection therewith in hard copy or electronic format on the same topics in Class 41; Providing medical counseling and healthcare services for pregnant women Class 45
BABY FOOTSTEPS	2,261,824	7/20/1999	Printed publications, namely, booklets, pamphlets, guides, magazines, newsletters, brochures, bulletins, and circulars in the field of pre- and post-natal health care services in Class 16; Health care management services, namely, cost management for benefits plans and health care facilities in Class 35; Life, worker's compensation, and health care insurance underwriting services, and the administration of pre-paid benefits plans in Class 36; Health care and hospital services, namely, providing pre- and post-natal health care services in Class 42
COMMIT2WELLNESS	85/069,900	6/23/2010	Educational services, namely, conducting seminars in the field of health care for others in Class 41; Health care services, namely, work site health care services for others in Class 42
COMPSELECT	1,710,850	8/25/1992	Health insurance underwriting and the administering of employee benefits plans in Class 36
DO THE SMART THING	3,023,976	12/6/2005	Promoting public awareness of the need for good health, wellness and prevention of substance and distribution of printed material in connection therewith in Class 42
Flag Design	2,099,971	12/23/1997	Health care management services, namely cost management for benefits plans and health care facilities in Class 35; Life, worker's compensation, and health care

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Mark	App. #/ Reg. #	App. Date/ Reg. Date	Goods/Services
			insurance underwriting services, and the administration of prepaid benefits plans in Class 36; Health care services and hospital services in Class 42
Flag Design (claiming color) 	2,074,360	6/24/1997	Health care management services, namely cost management for benefits plans and health care facilities in Class 35; Life, worker's compensation, and health care insurance underwriting services, and the administration of prepaid benefits plans in Class 36; Health care services and hospital services in Class 42
Heart Design 	1,896,458	05/30/1995	Health insurance services and health insurance underwriting services in Class 36
INTELLIQUEUE	85/257,431	03/03/2011	Insurance claims administration and processing services in Class 36
KNOWLEDGE. INNOVATION. PERFORMANCE. VALUE.	3,678,768	09/08/2009	Health care management services, namely cost management for benefits plans and health care facilities in Class 35; Administration of pre-paid benefits plans and preferred provider plans in the fields of health, health insurance and health benefits in Class 36
MEDICARAVAN	4,158,719	6/12/2012	Health care insurance underwriting services; insurance services, namely, providing information regarding Medicare eligibility and related information in Class 36
MOTHER'S OPTION	2,177,794	8/4/1998	Post-natal health care and hospital services in Class 42
MOTHER'S OPTION	2,282,741	10/5/1999	Health care insurance services covering post-natal hospital and health care in Class 36
PERSONAL CHOICE	2,190,157	10/5/1999	Organization and administration of prepaid health care and health care financing plans in Class 36
PERSONAL CHOICE	1,696,464	6/23/1992	Health insurance underwriting services in Class 36
PERSONAL CHOICE	2,701,617	4/1/2003	Medical cost management services for others in Class 35; Health care services and hospital services in Class 42
PERSONAL CHOICE (Stylized) 	2,712,377	5/6/2003	Medical cost management services for others in Class 35; Health care insurance underwriting services, and the administration of prepaid benefits plans in Class 36; Health care services and hospital services in Class

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Mark	App. #/ Reg. #	App. Date/ Reg. Date	Goods/Services
			42
SECURITY 65	2,310,121	1/25/2000	Administration in the field of medicare supplemental health care insurance programs in Class 36
SELECT DRUG PROGRAM	2,464,140	6/26/2001	Prescription drug insurance services in Class 36
SELECT OPTION	1,505,321	6/26/2001	Pre-paid health care services in Class 42
SITE 65	2,291,636	11/9/1999	Providing information services regarding insurance by means of a global computer information network in Class 36; Providing information regarding educational classes, seminars, conferences and workshops in the field of health care, hospitals and insurance by means of a global computer information network; and disseminating educational materials of others in the field of health care, hospitals and insurance by means of a global computer information network in Class 41; Providing information concerning health care and hospitals by means of a global computer information network; providing interactive searchable computer databases in the field of health care, hospitals, and insurance by means of a global computer information network; and providing an electronic forum, namely, online facilities for interaction with other computer users for discussion of topics of health care, hospitals, and insurance in Class 42
SITE 65 (Stylized) <b>SITE65</b>	2,276,836	9/7/1999	Providing information regarding insurance by means of a global computer information network; and providing computerized counseling services in the field of insurance by means of a global computer information network in Class 36; Providing information regarding educational classes, seminars, conferences and workshops in the field of health care, hospitals and insurance by means of a global computer information network; and disseminating the educational materials of others in the field of health care, hospitals and insurance by means of a global computer information network in Class 41 Providing information concerning health care and hospitals by means of a global computer information network; providing interactive searchable computer databases in the field of health care, hospitals, and insurance by means of a global computer information network in Class
WE ASK. WE LISTEN. WE ACT.	3,819,086	7/13/2010	Health insurance underwriting, health insurance administration and health insurance claims processing in Class 36

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Mark	App. #/ Reg. #	App. Date/ Reg. Date	Goods/Services
WELLNESS PARTNERS	2,036,737	2/11/1997	Educational services, namely, conducting seminars in the field of health care for others in Class 41; Health care services, namely, work site health care services for others in Class 42

**Common Law Trademarks:**

- INDEPENDENCE
- IBC
- IBX
- IBX.COM
- AMERIHEALTH CARITAS
- CARE IS AT THE HEART OF OUR WORK
- CONNECTIONS
- HEALTHY LIFESTYLE REWARDS
- HEALTHY WEIGHT, HEALTHY YOU