

11-25-1998

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027



U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

100906592

11/16/98

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger
- Change of Name
- Other

Effective Date
Month Day Year
08-28-1998

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year
08-28-1998

Name

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 1819 FRAME: 0911

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Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

612-405-7546

Name

Scott Lynch, Esq.

Address (line 1)

3400 Yankee Drive

Address (line 2)

4th Floor

Address (line 3)

Eagan, MN 55121

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

12

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

75254646

Registration Number(s)

1924033

1994095

1994082

2063970

Number of Properties

Enter the total number of properties involved.

5

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 140.00

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Ernest P. Shriver, Esq.

Name of Person Signing



Signature

Oct 29, 1998

Date Signed

ASSIGNMENT OF MARKS, REGISTRATIONS AND APPLICATIONS

THIS ASSIGNMENT is made this 28th day of August, 1998, from **PHARMACY GOLD, INC.**, a Minnesota corporation ("PGI") in favor of **PRIME THERAPEUTICS, INC.**, a Delaware corporation ("PTI").

WHEREAS, PGI has adopted, used and is using the servicemarks registered in the United States Patent & Trademark Office and has obtained an assignment of the servicemark registered with the Minnesota Secretary of State from **BCBSM, INC., D/B/A BLUE CROSS AND BLUE SHIELD OF MINNESOTA**, a Minnesota non-profit health service plan corporation, all as more particularly described on the attached Schedule A (collectively, the "Marks"); and

WHEREAS, PGI has agreed, pursuant to that certain Formation and Asset Transfer Agreement dated as of July 13, 1998 by and between PGI, ProPar Services, Inc., a Nebraska corporation and PTI to assign all of PGI's right, title and interest in and to the Marks to PTI.

NOW, THEREFORE, FOR GOOD AND VALUABLE CONSIDERATION, the receipt of which is hereby acknowledged, PGI does hereby sell, assign and transfer unto PTI, its successors and assigns, PGI's entire right, title and interest in and to the Marks, together with the goodwill of the business symbolized thereby and also including all common law trademark, service mark and trade name rights in the Marks, as well as the right to recover and have damages and profits for past infringement, if any.

This assignment shall be binding upon the successors and assigns of PGI and shall inure to the benefit of the successors and assigns of PTI.

Copies of the certificates of registration or notice of allowance for the Marks, as appropriate, are attached hereto as Exhibit A.

PGI does hereby further covenant and agree that it will not execute any writing nor do any act whatsoever conflicting with these presents and that PGI, its successors and assigns, will at any time upon request, without further or additional consideration, but at the expense of PTI, execute such additional writings and do such additional acts, including the giving of testimony as PTI may deem necessary or desirable in the enjoyment of this grant and in enforcing any rights related thereto.

The Commissioner of Patents and Trademarks and the Minnesota Secretary of State are hereby requested to issue the Certificates of Registration on any pending applications concerning the Marks to PTI.

PHARMACY GOLD, INC.

PRIME THERAPEUTICS, INC.

By: Leland G. LeBlanc
Name: Leland G. LeBlanc
Title: Vice President

By: Steven S. Martin
Name: Steven S. Martin
Title: President & Chief Executive Officer

SCHEDULE A

<u>Mark</u>	<u>Serial Number</u>	<u>Expiration</u>
Gold Net	74/584086	10/3/2005
Gold Net by Mail	75/254656	Notice of allowance issued 1/27/98
PGI Prime	74/577553	8/13/2006
Prime Therapeutics	74/720611	5/20/2007
Rx Gold	74-583070	8/13/2006
Rx Advantage	24582 (State of Minnesota)	1/25/2006

UNMARKED RIDER BENNETT

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PHARMACY GOLD, INC.

PRIME THERAPEUTICS, INC.

By: Leland G LeBlanc
Name: Leland G LeBlanc
Title: Vice President

By: _____
Name: _____
Title: _____

SCHEDULE A

<u>Mark</u>	<u>Serial Number</u>	<u>Expiration</u>
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Rx Gold	74-583070	8/13/2006
Rx Advantage	24582 (State of Minnesota)	1/25/2006

EXHIBIT A

CERTIFICATES OF REGISTRATION/NOTICE OF ALLOWANCE

**TRADEMARK
REEL: 1819 FRAME: 0917**

The United States of America



CERTIFICATE OF REGISTRATION

This is to certify that the records of the Patent and Trademark Office show that an application was filed in said Office for registration of the Mark shown herein, a copy of said Mark and pertinent data from the Application being annexed hereto and made a part hereof,

And there having been due compliance with the requirements of the law and with the regulations prescribed by the Commissioner of Patents and Trademarks,

Upon examination, it appeared that the applicant was entitled to have said Mark registered under the Trademark Act of 1946, as amended, and the said Mark has been duly registered this day in the Patent and Trademark Office on the

PRINCIPAL REGISTER

to the registrant named herein.

This registration shall remain in force for TEN years unless sooner terminated as provided by law.

In Testimony whereof I have hereunto set my hand and caused the seal of the Patent and Trademark Office to be affixed this third day of October 1995.

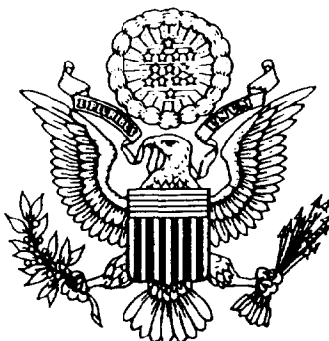


Bence Lehman

TRADEMARK

REEL: 1819 FRAME: 0918

The United States of America



CERTIFICATE OF REGISTRATION

This is to certify that the records of the Patent and Trademark Office show that an application was filed in said Office for registration of the Mark shown herein, a copy of said Mark and pertinent data from the Application being annexed hereto and made a part hereof,

And there having been due compliance with the requirements of the law and with the regulations prescribed by the Commissioner of Patents and Trademarks,

Upon examination, it appeared that the applicant was entitled to have said Mark registered under the Trademark Act of 1946, as amended, and the said Mark has been duly registered this day in the Patent and Trademark Office on the

PRINCIPAL REGISTER

to the registrant named herein.

This registration shall remain in force for TEN years unless sooner terminated as provided by law.

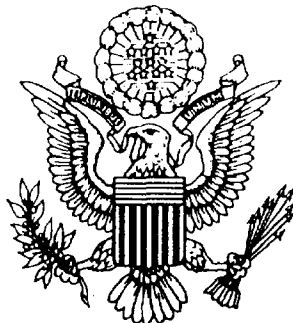


In Testimony whereof I have hereunto set my hand and caused the seal of the Patent and Trademark Office to be affixed this thirteenth day of August 1996.

Bence Lehman
TRADEMARK

REEL: 1819 FRAME: 0919

The United States of America



CERTIFICATE OF REGISTRATION PRINCIPAL REGISTER

The Mark shown in this certificate has been registered in the United States Patent and Trademark Office to the named registrant.

The records of the United States Patent and Trademark Office show that an application for registration of the Mark shown in this Certificate was filed in the Office, that the application was examined and determined to be in compliance with the requirements of the law and with the regulations prescribed by the Commissioner of Patents and Trademarks, and that the Applicant is entitled to registration of the Mark under the Trademark Act of 1946, as Amended.

A copy of the Mark and pertinent data from the application are a part of this certificate.

This registration shall remain in force for TEN (10) years, unless terminated earlier as provided by law, and subject to compliance with the provisions of Section 8 of the Trademark Act of 1946, as Amended.



Bence Lehman

Commissioner of Patents and Trademarks

The United States of America



CERTIFICATE OF REGISTRATION

This is to certify that the records of the Patent and Trademark Office show that an application was filed in said Office for registration of the Mark shown herein, a copy of said Mark and pertinent data from the Application being annexed hereto and made a part hereof,

And there having been due compliance with the requirements of the law and with the regulations prescribed by the Commissioner of Patents and Trademarks,

Upon examination, it appeared that the applicant was entitled to have said Mark registered under the Trademark Act of 1946, as amended, and the said Mark has been duly registered this day in the Patent and Trademark Office on the

PRINCIPAL REGISTER

to the registrant named herein.

This registration shall remain in force for TEN years unless sooner terminated as provided by law.



In Testimony whereof I have hereunto set my hand and caused the seal of the Patent and Trademark Office to be affixed this thirteenth day of August 1996.

Bence Zepher
TRADEMARK

REEL: 1819 FRAME: 0921

State of Minnesota

SECRETARY OF STATE

Certificate of Registration of Mark

I, Joan Anderson Grove, Secretary of State of Minnesota, do certify that: The applicant listed below has on this date filed in the Office of the Secretary of State an application for the registration of the mark described below. Registration of this mark is granted to the applicant for a period of ten years from this date, under the terms and subject to the limitations of Minnesota Statutes, Chapter 333. The applicant claims the date listed below as the date of first use of the mark in this state, and the attached drawing, print or representation is a true and correct specimen of the mark.

Name of Applicant: BCBSM Inc

Type: Service

Description of Mark: Rx Advantage

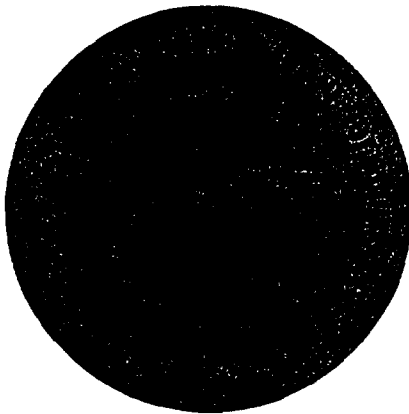
Date of First Use in this State: 01/08/96

Classification of Mark: 35

Registration Number of Mark: 24582

Mark Used On or In Connection With: prescription drug program for senior citizens

This certificate has been issued on: 01/25/96.



Joan Anderson Grove
Secretary of State.