

01-15-1999

FORM PTO-1592  
1-11-92

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office



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is or copy thereof.

To the Honorable Commissioner of Patents and Trademarks

MEO 1-11-99

1. Name of conveying party(ies): HealthPoint, LLC

- Individual(s)                       Association
- General Partnership               Limited Partnership
- Corporation-State
- Other: Indiana Limited Liability Company

Additional name(s) of conveying parties(ies) attached:       Yes     No

3. Nature of Conveyance:

- Assignment                                       Merger
- Security Agreement                               Change of Name
- Other \_\_\_\_\_

Execution Date: December 11, 1998

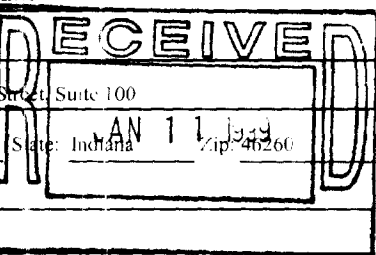
2. Name and address of receiving party(ies):

Name: The HealthCare Group, LLC

Internal Address: \_\_\_\_\_

Street Address: 8802 Meridian Street, Suite 100

City: Indianapolis



Individual(s) citizenship

Association

General Partnership

Limited Partnership

Corporation-State

Other: Indiana Limited Liability Company

If assignee is not domiciled in the United States, a domestic representative designation

is attached:     Yes     No

(Designation must be a separate document from Assignment)

Additional name(s) & address(es) attached?       Yes     No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

75/090,258

B. Trademark registration No.(s)

Additional numbers attached?     Yes     No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Brian T. Ster

Internal Address: ICE MILLER DONADIO & RYAN

Street Address: One American Square, Box 82001

City: Indianapolis      State: Indiana      ZIP: 46282

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41): \_\_\_\_\_ \$ 40.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number: 09-000

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

*In 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*

Brian T. Ster  
Name of Person Signing

Brian T. Ster  
Signature

Jan. 8, 1999  
Date

Total number of pages including cover sheet:

OMB No. 0651-0011 (exp 4/94)

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Mail documents to be recorded with required cover sheet information to:

01/14/1999 DNGUYEN 00000233 75090258

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40.00 DP

Commissioner of Patents and Trademarks  
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Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 40 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231 and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503

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TRADEMARK  
REEL: 1840 FRAME: 0503

## ASSIGNMENT

WHEREAS, HealthPoint, LLC, an Indiana limited liability company having its principle office at 8900 Keystone Crossing, Suite 500, Indianapolis, Indiana (the "Assignor") is the owner of the following service mark and Intent to Use Application for Service Mark Registration filed in the United States Trademark Office:

<u>Mark</u>	<u>Services</u>	<u>Serial Number</u>	<u>Filing Date</u>
HEALTHPOINT	Health care in the nature of health maintenance organizations.	75/090,258	April 18, 1996

WHEREAS, The HealthCare Group, LLC, an Indiana limited liability company having its principal place of business at 8802 Meridian Street, Suite 100, Indianapolis, Indiana (the "Assignee"), has acquired certain of the assets of Assignor, including all of Assignor's rights in the mark set forth herein, pursuant to the terms of an Agreement and Plan of Reorganization by and between Assignor, Clarian Health Partners, Inc., Signature Care, Inc., Indiana ProHealth Network, Inc., M-Plan, Inc., Methodist Medical Group, Inc., and VHA Tri-State Health Plans, Inc. dated December 11, 1998.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby assigns to Assignee all rights, title and interest in and to said mark and all applications and registrations thereof, together with the goodwill of the business associated with or symbolized by said mark and the above-identified application, and any and all common law rights, world-wide rights and the right to sue and collect damages for any past infringements. Assignor shall also fully cooperate with Assignee in recording the assignment of such mark to Assignee, including promptly executing any and all documents necessary to record and fully effectuate this assignment.

**[Remainder of page intentionally left blank]**

Effective as of the 11th day of December, 1998.

HEALTHPOINT, LLC

By: Daniel E. Hoodin  
Daniel E. Hoodin, Acting Chief Executive Officer

STATE OF Indiana )  
 )  
COUNTY OF Madison )

Sworn to and subscribed before me, a Notary Public of the State of Indiana, County of Madison, this 11th day of December, 1998.

Bretchen N. Williams  
Notary Public

My Commission Expires:

12/10/2000

Bretchen N. Williams  
Printed