

*Memo*  
*1-11-99*

04-07-1999



101002964

copy thereof.

To the Honorable Commissioner of Patents and Trademarks

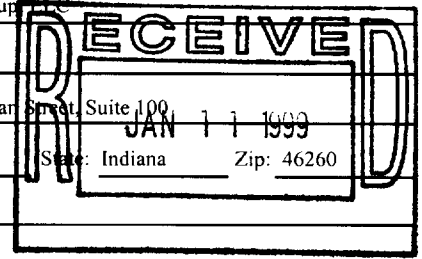
1. Name of conveying party(ies): VHA Tri-State Health Plans, Inc.

- Individual(s)                       Association
- General Partnership               Limited Partnership
- Corporation-State (Indiana)
- Other \_\_\_\_\_

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

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

Name: The HealthCare Group, Inc.  
 Internal Address: \_\_\_\_\_  
 Street Address: 8802 Meridian Street, Suite 100  
 City: Indianapolis                      State: Indiana                      Zip: 46260



- 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

3. Nature of Conveyance:

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

Execution Date: December 11, 1998

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

A. Trademark Application No.(s)

B. Trademark registration No.(s):  
2,050,976

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: 1

7. Total fee (37 CFR 3.41): ..... \$ 40.00  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number: 09-0007  
 (Attach duplicate copy of this page if paying by deposit account)

**DO NOT USE THIS SPACE**

9. 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.*

Brian T. Ster                              Brian T. Ster                              Jan. 8, 1999  
 Name of Person Signing                      Signature                              Date

Total number of pages including cover sheet: 3

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

Do not detach this portion

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

04/06/1999 DNGUYEN 00000127 2050976

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

01 FC:481

40.00 OP

Public burden reporting for this sample cover sheet is estimated to average about 30 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

**TRADEMARK**

419040.1

REEL: 1878 FRAME: 0763



01-11-1999  
U.S. Patent & TMO/ TM Mail Rcpt Dt. #22

**ASSIGNMENT**

WHEREAS, VHA Tri-State Health Plans, Inc., an Indiana corporation having its principle office at 8900 Keystone Crossing, Suite 480, Indianapolis, Indiana (the "Assignor") is the owner of the following service marks and registrations thereof:

<u>Mark</u>	<u>Services</u>	<u>Registration Number</u>	<u>Registration Date</u>
1. HEALTH INDIANA	Establishment and operation of a health care provider network.	Indiana Reg. No. 5010-3765	April 26, 1996
2. HEALTH INDIANA (and Design)	Establishment and operation of a health care provider network.	Indiana Reg. No. 5010-3764	April 26, 1996
3. INTAB (Stylized)	Health care cost containment and cost management for the health care benefit of others.	Federal Reg. No. 2,050,976	April 8, 1997

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 marks set forth herein, pursuant to the terms of an Agreement and Plan of Reorganization by and between Assignor, Clarian Health Partners, Inc., HealthPoint, LLC, Indiana ProHealth Network, Inc., M-Plan, Inc., Methodist Medical Group, Inc., and Signature Care, 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 marks and all applications and registrations thereof, together with the goodwill of the business associated with or symbolized by said marks and the above-identified registrations, 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 marks to Assignee, including promptly executing any and all documents necessary to record and fully effectuate this assignment.

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

**ICE  
MILLER  
DONADIO  
& RYAN**



01-11-1999  
U.S. Patent & TMO/c/TM Mail Rcpt Dt. #22

January 8, 1999

WRITER'S DIRECT NUMBER: (317) 236-5941  
internet:ster@imdr.com

**IN THE UNITED STATES PATENT AND TRADEMARK OFFICE**

I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to: Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington, Virginia 22202-3513 on 1/8/99  
(Date of Deposit)

Box Assignment - FEE  
Assistant Commissioner  
for Trademarks  
2900 Crystal Drive  
Arlington, Virginia 22202-3513

Patsy Fonseca  
Printed or Typed Name of the Person Signing the Certificate

Patsy Fonseca  
Signature

1/8/99  
Date of Signature

Re: Recordation of Trademark Assignment  
Mark: INTAB (stylized)  
Reg. No.: 2,050,976  
Our File No.: 09332.0009

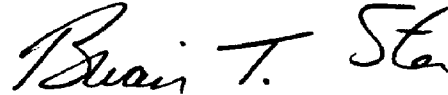
To Whom It May Concern:

Enclosed for recordation is an original Assignment for the above-referenced mark (accompanied by a Cover Sheet), along with a check in the amount of \$40.00 to pay the recordation fee. You are hereby authorized to charge any underpayment of fees for this filing to Deposit Account No. 09-0007. When doing so, please refer to our client number 09332.0009.

Please record this assignment at your earliest convenience. Please feel free to call the undersigned if you have any questions regarding this filing.

Very truly yours,

ICE MILLER DONADIO & RYAN



Brian T. Ster  
Registration No.: P-43,933

BTS/lal

Enclosures: Assignment  
Cover Sheet (Form PTO-1594)  
Check in the amount of \$40.00  
Return Postcard

cc: Gretchen W. Snelling

419098.1