



Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

102341828

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): 1-13-03 Managed Health Resources, Inc. Individual(s) Association General Partnership Limited Partnership Corporation-State North Carolina Other Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies) Name: Atlantic Health System, Inc. Internal Address: Street Address: 325 Columbia Turnpike City: Florham Park State: NJ Zip: 07932 Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State New Jersey Other If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations 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: November 1, 2002

4. Application number(s) or registration number(s): A. Trademark Application No.(s) 75/002,788 B. Trademark Registration No.(s) Additional number(s) attached Yes No

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

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Linda A. Tancs, Esq. Internal Address: Norris, McLaughlin & Marcus, P.A. Street Address: P.O. Box 1018 721 Route 202/206 City: Somerville State: NJ Zip: 08876

8. Deposit account number: 14-1263 (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. Linda A. Tancs Name of Person Signing Signature Date 1/13/03

Total number of pages including cover sheet, attachments, and document: 8

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

01/17/2003 LMUELLER 00000142 141263 75002788 01 FC:8521 40.00 CH

TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT (the "Assignment") is made and entered into as of this 1st day of November, 2002 (the "Effective Date") by Managed Health Resources, Inc. ("Assignor"), located at 1100 Blythe Boulevard, Charlotte, North Carolina 28203.

RECITALS

WHEREAS, Assignor is the owner of the United States trademark Serial No. 75/002,788 for the mark ATLANTIC HEALTH PLANS (the "Mark") and the goodwill of the business associated therewith; and

WHEREAS, Atlantic Health System, Inc. ("Assignee") wishes to acquire and Assignor wishes to assign all right, title and interest in and to the Mark and the registration thereof, together with the goodwill of the business in connection with which the Mark is used.

NOW, THEREFORE, in consideration of the sum of \$2,000.00, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. Assignor does hereby sell, assign, convey, transfer, deliver and set over to Assignee all right, title and interest in and to the Mark, remedies against infringement of the Mark and rights to protection of interests in the Mark under the laws of all jurisdictions in the United States and all foreign countries, together with the goodwill of the business in connection with which the Mark is used; and any registration of the Mark, in the United States and for all foreign countries in which application may hereafter be made, including any renewals and extensions of the registrations that are or may be secured under the laws of the United States and all foreign countries, now or hereafter in effect, for Assignee's own use and enjoyment, and for the use and enjoyment of Assignee's successors, assigns or other legal representatives, as fully and entirely as the same would have been held and enjoyed by the Assignor if this Assignment and sale had not been made. Assignor requests the Commissioner of Patents and Trademarks to record Assignee as the assignee and owner thereof.

2. Assignor shall provide to Assignee, its successors, assigns or other legal representatives, at Assignee's request and Assignor's expense, Assignor's cooperation and assistance (including, without limitation, the execution and delivery of any and all affidavits, declarations, oaths, samples, exhibits, specimens and other documentation as may be reasonably required) in: (1) the preparation and prosecution of any application for registration or any application for renewal of a registration covering the Mark; (2) the prosecution of any infringement or other proceedings that may arise in connection with the Mark; (3) obtaining any additional protection for the Mark that Assignee may deem appropriate that may be secured under the laws now or hereafter in effect in the United States or for all foreign countries, including, without limitation, any

application for protection of any variant of the Mark; and (4) the implementation or perfection of this Agreement.

3. Assignor represents, warrants and covenants that:

(a) Assignor has never licensed, assigned, pledged or encumbered in any way its rights, if any, to the designation ATLANTIC HEALTH PLANS, and that Assignor has received the full corporate power and authority to make this sale, assignment, transfer, and conveyance.

(b) Assignor has no foreign, United States or state trademark or service mark pending applications or subsisting registrations for ATLANTIC HEALTH PLANS or formative marks.

(c) Assignor shall discontinue promptly all use of the designation ATLANTIC HEALTH PLANS.

IN WITNESS WHEREOF, the Assignor caused this Assignment to be signed and executed by the undersigned officer duly authorized on the Effective Date first above written.

Managed Health Resources, Inc.

By: *Russell C Guerin*

Name: *Russ Guerin*

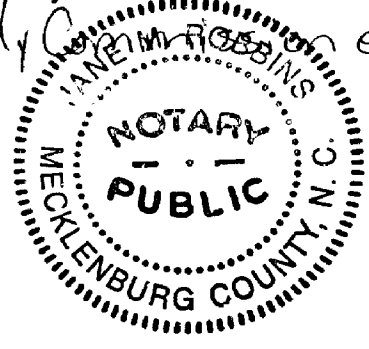
Title: *President*

STATE OF North Carolina)
) SS
COUNTY OF Mecklenburg)

On this 1st day of November, 2002, there appeared before me Russell
C. Guerin, personally known to me, who acknowledged that she/he
signed the foregoing Assignment as his/her voluntary act and deed on behalf and with
full authority of Managed Health Resources, Inc.

Jane M. Robbins
Notary Public

My Commission expires March 24, 2003



NORRIS MCLAUGHLIN & MARCUS, PA

ATTORNEYS AT LAW

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BRIDGEWATER, NJ 08807

WRITER'S DIRECT DIAL: (908) 252-4231
E-MAIL: latancs@nmmlaw.com

January 13, 2003

VIA EXPRESS MAIL NO.: EV 156143192 US

Commissioner of Patents and Trademarks
BOX: ASSIGNMENTS
Washington, D.C. 20231

Re: Request for Recordation of Trademark Assignment
Assignor: Managed Health Resources, Inc.
Assignee: Atlantic Health System, Inc.
Serial No.: 75/002,788
Our Reference: 03530-005

Dear Sir:

Enclosed is a Trademark Assignment made as of November 1, 2002 by the above-referenced Assignor.

Please record the enclosed document in the assignment records. We have enclosed a Recordation Form Cover Sheet in duplicate. Please charge our deposit account no. 14-1263 for the required recording fee. A duplicate of this letter is submitted for this purpose.

Please forward any correspondence and the original recorded document to my attention. Thank you for your attention to this matter.

Very truly yours,

NORRIS, McLAUGHLIN & MARCUS


Linda A. Tancs

LAT/cvs
Enclosure

cc: Stephen Sepaniak
J. Anthony Manger

TRADEMARK
REEL: 002651 FRAME: 0900

NORRIS McLAUGHLIN & MARCUS, PA

ATTORNEYS AT LAW

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Linda A. Tancs

LAT/cvs
Enclosure

cc: Stephen Sepaniak
J. Anthony Manger

TRADEMARK
REEL: 002651 FRAME: 0901

CERTIFICATE OF MAILING BY EXPRESS MAIL

Express Mail Mailing Label Number: **EV 156143192 US**

Date of Deposit: **January 13, 2003**

Mark: **ATLANTIC HEALTH PLANS**

Ser. No.: **75/002,788**

Assignor: **Managed Health Resources, Inc.**

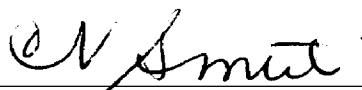
ENCLOSED DOCUMENTS

- 1) Transmittal letter (x2)
- 2) Trademark Recordation Assignment Coversheet (1 page in duplicate);
- 3) Trademark Assignment (3 pages);
- 4) An acknowledgement postcard. Please date-stamp and return;
- 5) This Express Mail Certificate of Mailing.

I hereby certify that the enclosed documents are being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 C.F.R. §1.10 on the date indicated above and is addressed to:

BOX: ASSIGNMENTS
Commissioner of Patents and Trademarks
Washington, D.C. 20231

Signed: _____



Christy V. Smith