

04-28-2004

Docket No.:



102731477

Tab settings

To the Director of the United States Patent and

ed original documents or copy thereof.

1. Name of conveying party(ies):

Anthem Health Plans of Virginia, Inc.
d/b/a Anthem Blue Cross and Blue Shield

- Individual(s)
- General Partnership
- Corporation-State Virginia
- Other
- Association
- Limited Partnership

Additional names(s) of conveying party(ies) Yes No

3. Nature of conveyance:

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

Execution Date: March 31, 2004

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

Name: Anthem Southeast, Inc.

Internal Address:

Street Address: 120 Monument Circle

City: Indianapolis State: IN ZIP: 46204

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

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

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

A. Trademark Application No.(s)

See attached schedule

B. Trademark Registration No.(s)

See attached schedule

Additional numbers Yes No

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

Name: Mary Dalton Baril, Esq.

Internal Address: McGuireWoods LLP

Street Address: 901 East Cary Street, One James Center

City: Richmond State: VA ZIP: 23219

6. Total number of applications and registrations involved:.....

21

7. Total fee (37 CFR 3.41):.....\$ \$540.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

13-0437

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.

Mary Dalton Baril

Name of Person Signing

Signature

4/22

Date

Total number of pages including cover sheet, attachments, and

6

TRADEMARK

REEL: 002961 FRAME: 0886

01-26-04

04/27/2004 0000055 2806R22
40.00 OP
500.00 OP
01 FC:6521
02 FC:6522

SCHEDULE A

Registrations

<u>Name of Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
MISCELLANEOUS DESIGN (Sun Design)	<u>2,808,422</u>	January 27, 2004
DOCTOR DIRECT	2,651,542	November 19, 2002
HELPING YOU HOME	2,696,439	March 11, 2003
KEY ACCESS	2,519,469	December 18, 2001
HEALTHY VALUES	2,643,714	October 29, 2002
HEALTHY COMPLEMENTS	2,503,046	October 30, 2001
ASTHMA TOTS	2,480,529	August 21, 2001
THE ONE TO COUNT ON	2,644,919	November 5, 2002
QUALITY-IN-SIGHTS	2,571,820	May 21, 2002
DAYMETER	2,540,917	February 19, 2002
WHEEL O' BENEFITS	2,507,511	November 13, 2001
INDIVIDUAL KEYCARE	2,105,149	October 14, 1997
VIRGINIA ADVANTAGE	1,886,313	March 28, 1995
INDIVIDUAL CHOICE	1,884,354	March 14, 1995
COST AWARENESS	1,716,457	September 15, 1992
65 SELECT	1,709,492	August 18, 1992

SCHEDULE B

Applications

<u>Mark</u>	<u>Serial No.</u>	<u>Filing Date</u>
CHECK THE BOX	76/379116	March 6, 2002
COVA CARE	76/506609	April 15, 2003
NATIONAL ACCESS OPTIONS	76/549783	October 7, 2003
ANTHEM'S FOCUS ON HEALTH	76/549781	October 7, 2003
STAN THE SUPERBUG	76/549723	October 7, 2003

UNITED STATES TRADEMARK AND SERVICE MARK ASSIGNMENT

WHEREAS, Anthem Health Plans of Virginia, Inc., d/b/a Anthem Blue Cross and Blue Shield, a corporation duly organized and existing under the laws of the State of Virginia and having offices at 2015 Staples Mill Road, Richmond, Virginia 23230, United States of America, hereinafter referred to as "ASSIGNOR," has adopted and used and is the owner of the marks set forth in Schedules A and B to this United States Trademark and Service Mark Assignment (the "Marks"), together with the goodwill of the business in connection with which the Marks have been used (the "Goodwill"), the United States Service Mark Registration for the marks set forth on Schedule A (the "Registrations") and the applications for United States Trademark Registration set forth on Schedule B (the "Applications"); and

WHEREAS, Anthem Southeast, Inc., a corporation duly organized and existing under the laws of the State of Indiana and having its principal offices at 120 Monument Circle, Indianapolis, Indiana 46204, United States of America, hereinafter referred to as "ASSIGNEE," is desirous of acquiring the Marks, together with the Goodwill , the Registrations and the Applications;

NOW, THEREFORE, for One Dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and effective as of March 1, 2004, ASSIGNOR has agreed to sell and has sold, assigned, transferred and set over, and by these presents does sell, assign, transfer and set over unto ASSIGNEE and its successors and assigns ASSIGNOR's entire right, title and interest in and to the Marks, the Goodwill, the Registrations and the Applications, to be held and enjoyed by ASSIGNEE for its own use and benefit and for the use and benefit of its

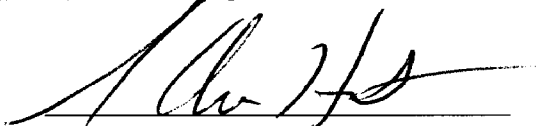
assigns and legal representatives, for the full extent of the life of the Marks and the term of the Registrations and any registrations issued based upon the Applications, to be used as fully and entirely as such rights would have been held and enjoyed by ASSIGNOR had this Assignment and sale not been made.

ASSIGNOR covenants that ASSIGNOR is the owner of the Marks and the holder of record title to the Registrations and the Applications, that ASSIGNOR has full power to make this Assignment and that ASSIGNOR agrees to execute such further assignments and related documents with respect to the Marks, the Goodwill, the Registrations and the Applications as ASSIGNEE shall reasonable request.

IN WITNESS WHEREOF, ASSIGNOR has caused this Assignment to be executed by its duly authorized officer on this 31st day of March 2004.

Anthem Health Plans of Virginia, Inc.
d/b/a Anthem Blue Cross and Blue Shield

By:



Name: S. Owen Hunt

Title: Assistant Secretary

Attest:

Name: _____

Title: _____

State of Virginia

City/County of Henrico

On this 31st day of March, 2004, before me personally appeared S. Owen Hunt, to me known to be the Assistant Secretary of Anthem Health Plans of Virginia, Inc., a Virginia corporation, on whose behalf he executed the foregoing instrument, and acknowledged that he executed the same as his free act and deed.

My Commission expires: May 31, 2004

Barbara B. Kammerer
Notary Public