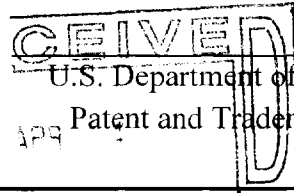


NRD  
4.14.99

04-21-1999



Form PTO-1594

REC



101015983

U.S. Department of Commerce  
Patent and Trademark Office

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

1. Name of conveying party(ies):  
 American Medical Security Group, Inc.  
 Individual(s)       Association  
 General Partnership       Limited  
 Corporation-State Wisconsin Partnership  
 Other:  
 Additional name(s) of conveying party(ies) attached?  
 Yes     No

3. Nature of conveyance:  
 Assignment       Merger  
 Security Agreement       Change of Name  
 Other

Execution Date: 2/10/99

2. Name and address of receiving party(ies):  
 Name: Managed Health Resources, Inc.  
 Internal Address:  
 Street Address: 1100 Blythe Blvd.  
 City: Charolette State: North Carolina Zip:  
 Individual(s) citizenship  
 Association  
 General Partnership  
 Limited Partnership  
 Corporation-State North Carolina  
 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 names(s) & address(es) attached?  
 Yes  No

4. Application number(s) or registration number(s):  
 A. Trademark Application No.(s)

75/002.703  
75/002.788

Additional numbers

B. Trademark registration No.(s)

attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
 Name: Richard S. Marcus  
Godfrey & Kahn, S.C.  
 Internal Address:  
 Street Address: 780 North Water Street  
 City: Milwaukee State: WI Zip: 53202

6. Total number of applications and registrations involved:.....[ 2 ]

7. Total fee (37 CFR 3.41): .....\$ 65.00  
 Enclosed  
 Authorized to be charged to deposit account for any deficiencies

8. Deposit account number: 07-1509

(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.*

Richard S. Marcus  
 Name of Person Signing

Signature

4/14/99  
 Date

04/20/1999 DNGUYEN 00000200 75002703  
 01 FC:481 40.00 OP  
 02 FC:482 25.00 OP

Total Number of pages comprising cover sheet: [ 1 ]

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TRADEMARK  
 REEL: 001885 FRAME: 0663  
 REEL: 1885 FRAME: 0663

TRADEMARK ASSIGNMENT FOR INTENT-TO-USE APPLICATION

WHEREAS, American Medical Security Group, Inc., a corporation of the State of Wisconsin, having its principal place of business at 3100 AMS Boulevard, Green Bay, WI 54313 ("Assignor") is the owner of the entire right, title, and interest in and to the trademarks "ATLANTIC HEALTH PLANS FIRST CHOICE OF THE CAROLINAS and Design" and "ATLANTIC HEALTH PLANS and Design" (hereinafter the "Marks") the goodwill of the business symbolized thereby and has filed U.S. Trademark Application Nos. 75/002,703 and 75/002,788 to register the Marks;


WHEREAS, the business of the Assignor pertaining to the Marks is ongoing and existing; and

WHEREAS, Managed Health Resources, Inc., a corporation of the State of North Carolina, having its principal place of business at 1100 Blythe Blvd, Charlotte, NC ("Assignee"), has acquired the business of Assignor, or portion thereof, to which the Marks pertain as well as the goodwill of the business symbolized thereby; and

WHEREAS, in connection with such acquisition, Assignor agreed to assign to Assignee its entire right, title, and interest in and to the Marks worldwide, and U.S. Trademark Application Nos. 75/002,703 and 75/002,788.

NOW THEREFORE, in consideration of the payment by Assignee to Assignor of One Dollar (\$1.00) and other good and valuable consideration, receipt of which is hereby acknowledged, and in connection with the sale to Assignee of the business of Assignor, or portion thereof, to which the Marks pertain as well as the goodwill of the business symbolized thereby, Assignor hereby sells, assigns, and transfers to Assignee the full and exclusive right, title, and interest to said Marks, and U.S. Trademark Application Nos. 75/002,703 and 75/002,788.

AMERICAN MEDICAL SECURITY GROUP, INC.

By: 

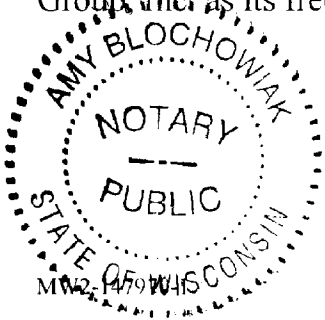
Print Name: Timothy J. Moore

Title: Senior Vice-President, Secretary and  
General Counsel

Date: February 10, 1999

State of Wisconsin )  
 ) ss.  
County of Brown )

Timothy J. Moore, being the General Counsel of American Medical Security Group, Inc., personally appeared before me and acknowledged the execution of the above instrument for and on behalf and with the authority of American Medical Security Group, Inc. as its free act and deed this 10th day of February, 1999.



Amy Blochowiak  
Notary Public, State of Wisconsin  
My commission: 12/2/2001