

MRD 5-19-98

FORM PTO-1618A  
Expires 06/30/99  
OMB 0651-0027

06-03-1998



100726992  
RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

U.S. Department of Commerce  
Patent and Trademark Office  
TRADEMARK

MAY 19 1998

RECEIVED

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)  
Document ID # \_\_\_\_\_
- Correction of PTO Error  
Reel # \_\_\_\_\_ Frame # \_\_\_\_\_
- Corrective Document  
Reel # \_\_\_\_\_ Frame # \_\_\_\_\_

Conveyance Type

- Assignment  License
- Security Agreement  Nunc Pro Tunc Assignment
- Merger  
Effective Date  
Month Day Year  
\_\_\_\_\_
- Change of Name
- Other \_\_\_\_\_

Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year

Name HealthCare COMPARE Corp.

12311997

Formerly \_\_\_\_\_

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other \_\_\_\_\_
- Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name First Health Group Corp.

DBA/AKA/TA \_\_\_\_\_

Composed of \_\_\_\_\_

Address (line 1) 3200 Highland Avenue

Address (line 2) \_\_\_\_\_

Address (line 3) Downers Grove IL 60515  
City State/Country Zip Code

- Individual  General Partnership  Limited Partnership
- Corporation  Association
- Other \_\_\_\_\_
- Citizenship/State of Incorporation/Organization Delaware

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

06/01/1998 JSHADAZZ 00000125 75364210

FOR OFFICE USE ONLY

01 FC:481 40.00 OP  
02 FC:482 325.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, DC: 20230 4

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages**

Enter the total number of pages of the attached conveyance document including any attachments.

#

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text" value="75364210"/>	<input type="text" value="75129590"/>	<input type="text" value="75413788"/>	<input type="text" value="1760835"/>	<input type="text" value="1966277"/>	<input type="text" value="1899123"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1758675"/>	<input type="text" value="1548594"/>	<input type="text" value="1718609"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1554027"/>	<input type="text" value="1582881"/>	<input type="text" value="1634954"/>

**Number of Properties**

Enter the total number of properties involved.

#

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

**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. Charges to deposit account are authorized, as indicated herein.

Marsha K. Hoover

Name of Person Signing

Marsha K. Hoover

Signature

May 15, 1998

Date Signed

RECORDATION FORM COVER SHEET  
CONTINUATION  
TRADEMARKS ONLY

**Conveying Party**

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year

Name

Formerly

Individual  General Partnership  Limited Partnership  Corporation  Association

Other

Citizenship State of Incorporation/Organization

**Receiving Party**

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

Individual  General Partnership  Limited Partnership

Corporation  Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from the Assignment.)

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

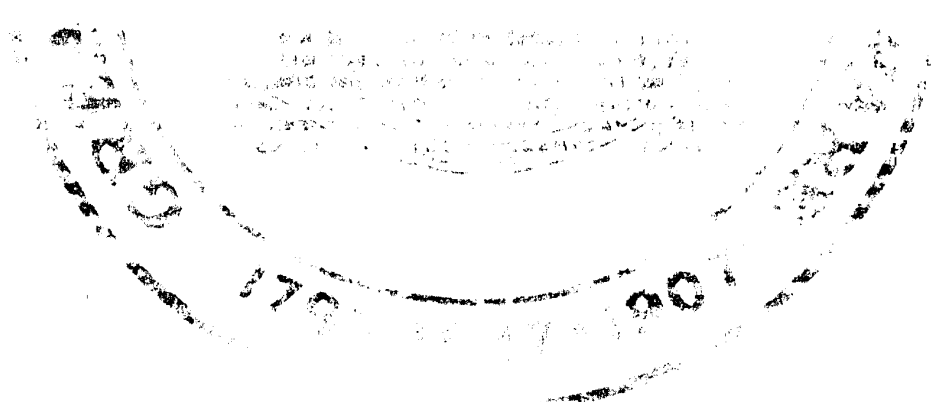
Registration Number(s)

2119149	1953755	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"FHCC OF DELAWARE, INC.", A DELAWARE CORPORATION, WITH AND INTO, "HEALTHCARE COMPARE CORP." UNDER THE NAME OF "FIRST HEALTH GROUP CORP.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTH DAY OF DECEMBER, A.D. 1997, AT 9 O'CLOCK A.M.



*Edward J. Freel*

Edward J. Freel, Secretary of State

0945835 8100M

971425200

AUTHENTICATION:

8806147

DATE TRADEMARK

REEL: 1734 FRAME: 6607 97

**CERTIFICATE OF OWNERSHIP AND MERGER**  
**MERGING**  
**FHCC OF DELAWARE, INC.**  
**INTO**  
**HEALTHCARE COMPARE CORP.**  
(Pursuant to Section 253 of the Delaware General Company Law)

HealthCare COMPARE Corp., a Delaware corporation (the "Company"), does hereby certify:

**FIRST:** That the Company is incorporated and duly organized pursuant to the General Company Law of the State of Delaware, as amended (the "GCL").

**SECOND:** That the Company owns all of the issued and outstanding shares of each class of the capital stock of FHCC of Delaware, Inc., a Delaware corporation ("FHCC").

**THIRD:** That the Company, by resolutions duly adopted by its Board of Directors on the sixteenth day of September, 1997, which resolutions are set forth below, determined to merge with and into itself its subsidiary, FHCC, pursuant to Section 253 of the GCL, effective at the close of business December 31, 1997 (the "Merger"), and in connection with the Merger, the Company change its name to "First Health Group Corp."

WHEREAS, the Company owns all of the issued and outstanding shares of each class of capital stock of its subsidiary, FHCC of Delaware, Inc. ("FHCC"), a corporation organized and existing under the laws of the State of Delaware;

WHEREAS, the Board deems it advisable and in the best interests of the Company that FHCC be merged with and into the Company pursuant to Section 253 of the General Company Law of the State of Delaware ("GCL"), and that the Company be possessed of all the estate, property, rights and privileges of FHCC (the "Merger"); and

WHEREAS, in connection with the Merger, the Board deems it advisable and in the best interests of the Company and its stockholders to change the name of the Company to First Health Group Corp.;

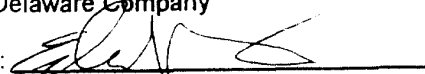
NOW THEREFORE, BE IT RESOLVED, that the Company shall and hereby does merge with and into itself its subsidiary, FHCC, and assume all of FHCC's liabilities and obligations, and that the Company change its name to First Health Group Corp. pursuant to Section 253 of the GCL;

FURTHER RESOLVED, that the Merger and name change will be effective on the close of business on December 31, 1997; and

FURTHER RESOLVED, that the proper officers of the Company and counsel are, and each of them hereby is, authorized and directed to do all such legal acts and to prepare, execute, deliver, acknowledge, file and record all such documents, agreements, certificates and other instruments as may be necessary or appropriate, in the opinion of such officers or counsel, to effectuate the purpose and intent of these resolutions including, without limitation, the preparation and execution of a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge FHCC with and into the Company, to assume FHCC's liabilities and obligations, the date of adoption thereof, and to file the same in the office of the Secretary of State of the State of Delaware; and make, execute, deliver and acknowledge any and all other documents which the proper officers or any of them deem necessary or desirable to effectuate the purposes and intents hereof; and take any and all other legal actions as such officer or officers deem necessary or desirable to effectuate the purposes and intents hereof.

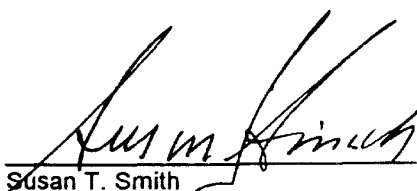
IN WITNESS WHEREOF, the Company has caused this Certificate to be signed by Edward Wristen, its Executive Vice President, Risk Products and attested by Susan T. Smith, its Assistant Secretary, this 5th day of December, 1997.

HEALTHCARE COMPARE CORP.,  
a Delaware Company

By:   
Edward Wristen,  
Executive Vice President Risk Products

Attest:

By:

  
Susan T. Smith  
Assistant Secretary

e:\cwp\fls\ccomm\corp\fh\mergoert.fh  
12/4/97

RECORDED: 05/19/1998

TRADEMARK  
REEL: 1734 FRAME: 0608