

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM314171

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Health Management Corporation		08/08/2014	CORPORATION: VIRGINIA
RECEIVING PARTY DATA			
Name:	Anthem Insurance Companies, Inc.		
Street Address:	120 Monument Circle		
City:	Indianapolis		
State/Country:	INDIANA		
Postal Code:	46204		
Entity Type:	CORPORATION: INDIANA		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	2876844	BABY BENEFITS	
Registration Number:	1618162	BABY BENEFITS	
CORRESPONDENCE DATA			
Fax Number:	2027393001		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	202-739-3000		
Email:	jennifer.evans@morganlewis.com		
Correspondent Name:	Morgan, Lewis and Bockius LLP		
Address Line 1:	1111 Pennsylvania Avenue, NW		
Address Line 4:	Washington, D.C. 20004		
ATTORNEY DOCKET NUMBER:	058440-0074		
NAME OF SUBMITTER:	Jennifer C. Evans		
SIGNATURE:	/jce/		
DATE SIGNED:	08/15/2014		
Total Attachments: 2			
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TRADEMARK ASSIGNMENT AGREEMENT

This Trademark Assignment Agreement ("Assignment"), effective as of ^{August} July 8, 2014 (the "Effective Date"), is made and entered into by and between Health Management Corporation, a Virginia corporation, having an address at 6800 Paragon Place, Suites 300 and 500, Richmond, Virginia, 23230 ("Assignor"), and Anthem Insurance Companies, Inc., an Indiana corporation, having an address at 120 Monument Circle, Indianapolis, ~~Illinois~~ ^{Indiana}, 46204 ("Assignee").

WHEREAS, Assignor desires to assign all of its right, title, and interest in and to the service marks on the attached Schedule A (the "Marks"), including the goodwill associated with the Marks, to the Assignee; and

WHEREAS, Assignee is desirous of acquiring all of Assignor's right, title and interest in and to the Marks.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged:

1. Assignor hereby assigns, transfers and sets over to Assignee its entire right, title, and interest in and to the Marks, including any and all goodwill of the business connected with the use thereof and symbolized thereby, all registrations therefor, all common law rights that exist therein, any and all trademark and/or service mark rights related thereto and in and to any and all causes of action (either in law or in equity), as well as the right to enforce any rights and file any causes of action, including the right to recover damages, for any past, present, or future infringement, misappropriation and/or dilution of the Marks.

2. Assignor hereby authorizes and requests the U.S. Patent and Trademark Office to record Assignee as the owner of the Marks.

3. This Assignment may be executed in counterparts, each of which will be deemed an original, but all of which together constitute one and the same original. This Assignment may not be amended except by an instrument in writing signed by each of the parties.

IN WITNESS WHEREOF, Assignor and Assignee have executed this Assignment effective as of the Effective Date.

HEALTH MANAGEMENT CORPORATION

By: *S. Owen Hunt*

Name: S. Owen Hunt

Title: Assistant Secretary

Date: 8/8, 2014

ANTHEM INSURANCE COMPANIES, INC.

By: Kathy Kiefer

Name: Kathy Kiefer

Title: Secretary

Date: August 8, 2014

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