

10-21-1998



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of Pat.

100854256

al document or copy thereof.

1. Name of Party(ies) conveying an interest:

VIPS, Inc.
One West Pennsylvania Avenue, Suite 700
Towson, Maryland 21204

- Individual(s)
- General Partnership
- Corporation Maryland
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of Conveyance:

- Assignment
- Other Notice of Grant of Security Interest In Trademarks
- Merger
- Change of Name

Execution Date: October 6, 1998

2. Name and Address of Party(ies) receiving an interest:

Name: NationsBank, N.A., As Agent
Street Address: 101 North Tryon Street, 15th Floor
Internal Address: Independence Center, NC1-001-15-04

City: Charlotte State: North Carolina Zip: 28255

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation
- Other National Banking Association

Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s): 75/183,018

MRD 10-16-98
B. Trademark Registration No.(s): 2,035,600

Additional numbers attached? Yes No

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

Name: Mark H. Webbink, Esq.
Internal Address: Moore & Van Allen, PLLC
Street Address: 2200 West Main Street, Suite 800
City: Durham State: NC ZIP: 27705

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.4): \$ 65.00

- Enclosed
- Authorized to be charged to deposit account (Any Deficiency)

8. Deposit account number:

13-4365

(Attach duplicate copy of this form 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.

Mark H. Webbink, Esq.
Name of Person Signing

[Signature]
Signature

10/12/98
Date

Total number of pages including cover sheet, attachments and document: 6

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

CERTIFICATE OF MAILING

I hereby certify that this paper is being deposited with the United States Postal Service as first class mail in an envelope addressed to the Commissioner Of Patent And Trademarks, Washington, DC 20231, BOX ASSIGNMENTS.

TIM KROLL
(Typed or printed name of person signing the certificate)

Tim Kroll
(Signature of the person signing the certificate)

10/12/98
(Date of Signature)

10/20/1998 DWUYEN 00000317 2035600

01 FC:481 40.00 OP
02 FC:482 25.00 OP

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of October 6, 1998 (the "Security Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and NationsBank, N.A., as Agent (the "Agent") for the Lenders referenced therein (the "Lenders"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademark registrations and trademark applications shown below to the Agent for the ratable benefit of the Lenders:

TRADEMARKS

<u>Trademark No.</u>	Description of Trademark <u>Item</u>	Date of <u>Trademark</u>
	See attached Schedule A	

TRADEMARK APPLICATIONS

<u>Trademark Applications No.</u>	Description of Trademark <u>Applied For</u>	Date of Trademark <u>Applications</u>
	See attached Schedule A	

The Obligors and the Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark, trademark registration or trademark application.

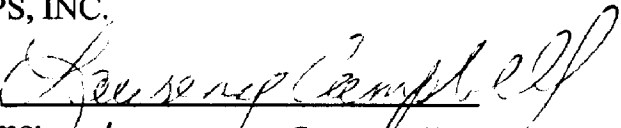
Very truly yours,

VIPS, INC.

By:

Name:

Title:


Lawrence Campbell
Chief Financial Officer, Treasurer
and Secretary


Acknowledged and Accepted:

NATIONSBANK, N.A., as Agent

By:

Name:

Title:


Michael Monte
Senior Vice President

SCHEDULE A

VIPS, Inc.

U.S. TRADEMARKS

Pending Applications

Mark	Application Serial No.	Filing Date
MC SOURCE THE INFORMATION SOURCE FOR MANAGED CARE and Design	75/183,018	10/17/96

Registered Marks

Mark	Registration No.	Registration Date
SUPER OP	2,035,600	2/4/97