

02-19-2002



SHEET

TO: The Commissioner of Patents

101985088

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Submission Type

New

Resubmission  
Document ID#

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1-31-02

Conveyance Type

Assignment

License

Security

Nunc Pro Tunc Assignment

Merger

Change of Name

Other

Notice of Grant of Security Interest

Effective Date  
Month Day Year  
12/14/01

Conveying Party

Mark if additional names of conveying parties attached

Name

AMERIGROUP Corporation

Execution Date  
Month Day Year

12/14/01

Formerly

[Empty box for Formerly]

Individual

General Partnership

Limited Partnership

Corporation

Association

Other

[Empty box for Other]

Citizenship/State of Incorporation/Organization

Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name

Bank of America, N.A., as Collateral Agent

DBA/AKA/TA

[Empty box for DBA/AKA/TA]

Composed of

[Empty box for Composed of]

Address (line 1)

231 S. LaSalle Street

Address (line 2)

[Empty box for Address (line 2)]

Address (line 3)

Chicago

Illinois

60604

City

State/Country

Zip Code

Individual

General Partnership

Limited Partnership

Corporation

Association

Other

National Banking Association

Citizenship/State of  
Incorporation/Organization

[Empty box for 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 Assignment.)

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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, D.C. 20231

**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)

**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.

Steven D. Thomas  
Name of Person Signing

  
Signature

January 11, 2000  
Date Signed

**RECORDATION FORM COVER SHEET  
 CONTINUATION  
 TRADEMARKS ONLY**

**Conveying Party**  **Mark if additional names of conveying parties attached**  
 Enter Additional Conveying Party

Name  Execution Date   
 Month Day Year

Formerly

Individual  General Partnership  Limited Partnership  Corporation  Association

Other

Citizenship/State of Incorporation/Organizaiton

**Receiving Party**  **Mark if additional names of receiving parties attached**  
 Enter Additional Receiving Party

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

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**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="75/807,199"/>	<input type="text" value="76/122,464"/>	<input type="text"/>	<input type="text" value="2,145,108"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75/748,598"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,143,048"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75/646,567"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,037,585"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75/646,564"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,388,749"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75/646,563"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75/646,562"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

NOTICE OF  
GRANT OF SECURITY INTEREST IN  
TRADEMARKS

United States Patent and Trademark Office

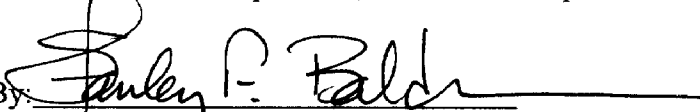
Ladies and Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of December <sup>14</sup> 2001 (as the same may be amended, modified, extended or restated from time to time, the "Security Agreement") by and among the Grantors party thereto (each an "Grantor" and collectively, the "Grantors") and Bank of America, N.A., as Collateral Agent (the "Collateral Agent") for the holders of the Secured Obligations referenced therein, the undersigned Grantor has granted a continuing security interest in and a right of set off against any and all right, title and interest of such Grantor in the trademarks and trademark applications on Schedule A attached hereto to the Collateral Agent for the ratable benefit of the holders of the Secured Obligations.

The Grantors and the Collateral Agent, on behalf of the holders of the Secured Obligations, 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 or trademark application.

Very truly yours,

AMERIGROUP Corporation, a Delaware corporation

By: 

Name: Stanley H. Baldwin

Title: Senior Vice President, General Counsel  
and Secretary

Grantor's Address:

4425 Corporation Lane  
Virginia Beach, Virginia 23462

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Collateral Agent

By: \_\_\_\_\_

Name:

Title:

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TRADEMARKS

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Very truly yours,

\_\_\_\_\_  
AMERIGROUP Corporation, a Delaware corporation

By: \_\_\_\_\_

Name:

Title:

Grantor's Address:

4425 Corporation Lane  
Virginia Beach, Virginia 23462

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Collateral Agent

By: Shannon Collins

Name: Shannon Collins

Title: Vice President

**AMERIGROUP Corporation  
(Delaware Corporation)**

**U.S. Trademarks**

**Registered Marks**

Mark	Registration No.	Registration Date
AN AMERIGROUP COMPANY	2,414,931	12/26/00
PICK THE PURPLE PLAN	2,239,711	4/13/99
AMERIKIDS	2,355,660	6/6/00
AMERITEENS	2,245,077	5/11/99
MERICA CORPORATION	2,272,852	8/24/99
AMERIGROUP	2,215,444	12/29/98
AMERINET	2,201,847	11/3/98
AMERICORP	2,145,314	3/17/98
AMERIGOLD	2,145,109	3/17/98
AMERIPLUS	2,145,108	3/17/98
AMERIPRIME	2,143,048	3/10/98
AMERICAID	2,037,585	2/11/97
REAL CARING	2,388,749	9/19/00

**Pending Applications**

Mark	Appl. Serial No.	Filing Date
CARING TODAY FOR A HEALTHY TOMORROW	76-235,078	4/3/01
Miscellaneous Design	76-216,442	2/26/01
REMIX STRATEGY	76-157,860	11/1/00
KNOWLEDGE CENTERS	76-148,442	10/17/00
KNOWLEDGE CENTERS	76-148,441	10/17/00
AMERIFAM	76-085,248	7/8/00
AMGP	76-064,208	6/6/00
EMERIGROUP CORPORATION (Stylized)	75-846,683	11/12/99
EAMERIGROUP CORPORATION	75-846,682	11/12/99
AMERITOLS	75-807,199	11/21/00
AMERICHAMP	75-748,598	7/7/99
AMERIONE	75-646,567	2/23/99
AMERIMATION	75-646,564	2/23/99
AMERILOGIX	75-646,563	2/23/99
AMERIFLEX	75-646,562	2/23/99
AMGPONLINE	76-122,464	9/1/00