

10-31-2002



Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

RI

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

102267539

Tab settings

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

1. Name of conveying party(ies): 10-25-02
Accredo Health, Incorporated
1640 Century Center Parkway, Suite 101
Memphis, TN 38134
[ ] Individual(s) [ ] Association
[ ] General Partnership [ ] Limited Partnership
[X] Corporation-State Delaware
[ ] Other
Additional name(s) of conveying party(ies) attached? [ ] Yes [X] No

2. Name and address of receiving party(ies)
Name: Bank of America, N.A., as Collateral Agent
Internal
Address:
Street Address: 231 LaSalle Street
City: Chicago State: IL Zip: 60697
[ ] Individual(s) citizenship
[ ] Association
[ ] General Partnership
[ ] Limited Partnership
[ ] Corporation-State
[X] Other National Banking Association
If assignee is not domiciled in the United States, a domestic representative designation is attached: [ ] Yes [X] No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? [ ] Yes [X] No

3. Nature of conveyance:
[ ] Assignment [ ] Merger
[ ] Security Agreement [ ] Change of Name
[X] Other Notice of Grant of Security Interest
Execution Date: June 13, 2002

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s)
1,967,646, 2,029,809
Additional number(s) attached [ ] Yes [X] No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Steven D. Thomas
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: 02
7. Total fee (37 CFR 3.41) \$ 65.00
[X] Enclosed
[X] Authorized to be charged to deposit account
8. Deposit account number: 50-2316

DO NOT USE THIS SPACE

9. Signature.
Steven D. Thomas
Name of Person Signing

Signature of Steven D. Thomas

October 25, 2002
Date

04

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

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

10/30/2002 DBYRNE 00000022 1967646
01 FC:0521
02 FC:0522

OFFICE OF RECORDS
2002 OCT 25 AM 8:47
FINANCE SECTION

NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

United States Patent and Trademark Office

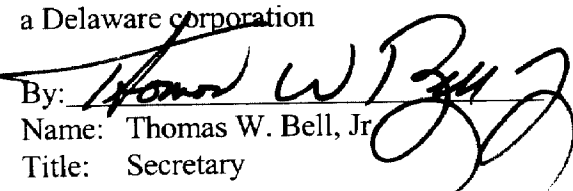
Ladies and Gentlemen:

Please be advised that pursuant to the Amended and Restated Security Agreement (the "Security Agreement") dated as of June 13, 2002 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 continuing lien upon, the trademarks and trademark applications set forth on Schedule 1 attached hereto to the Collateral Agent for the ratable benefit of the holders of the Secured Obligations.

The undersigned Grantor and the Collateral Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the trademarks and trademark applications set forth on Schedule 1 attached hereto (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,

ACCREDO HEALTH, INCORPORATED,  
a Delaware corporation

By:   
Name: Thomas W. Bell, Jr.  
Title: Secretary

Grantor's Address:  
1640 Century Center Parkway, Suite 101  
Memphis, TN 38134  
Attention: Joel R. Kimbrough, Chief Financial Officer

Acknowledged and Accepted:

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

By: \_\_\_\_\_  
Name:  
Title:

NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

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Very truly yours,


ACCREDITO HEALTH, INCORPORATED,  
a Delaware corporation

By: \_\_\_\_\_  
Name: Thomas W. Bell, Jr.  
Title: Secretary

Grantor's Address:  
1640 Century Center Parkway, Suite 101  
Memphis, TN 38134  
Attention: Joel R. Kimbrough, Chief Financial Officer

Acknowledged and Accepted:

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

By:   
Name: Kristine Thennes  
Title: Vice President

SCHEDULE 1  
TO NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS

ACCREDITO HEALTH, INCORPORATED  
(DELAWARE CORPORATION)

U.S. Registered Trademarks

Mark	Registration No.	Registration Date
CHRONIC CARE	1,967,646	01/10/94
ACCESS	2,029,809	11/01/95

October 25, 2002

**Via Express Mail:**  
**EV184333921US**

Commissioner of Patents and Trademarks  
**BOX ASSIGNMENTS**  
Washington, D.C. 20231

**Steven D. Thomas**  
Attorney at Law

T 919 286 8122  
F 919 416 8322  
steventhomas@mvalaw.com

Moore & Van Allen PLLC

Offices:  
Suite 800  
2200 West Main Street  
Durham, NC 27705-4658

Mailing Address:  
Post Office Box 3843  
Durham, NC 27702-3843

**Re: Recordation of Notice of Grant of Security Interest in Trademarks**  
**Attorney Docket Number: 017625.2044**

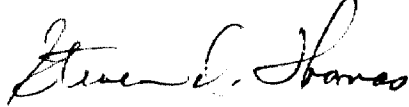
Dear Sir/Madam:

Please find enclosed the following documents for recording with the Patent and Trademark Office.

1. Recordation Form Cover Sheet – Trademarks;
2. Notice of Grant of Security Interest in Trademarks, executed June 13, 2002 between Accredo Health, Incorporated and Bank of America, N.A., as Collateral Agent;
3. Check No. 35359 in the amount of Sixty-Five Dollars (\$65.00);
4. Postcard acknowledgment of filed Notice of Grant of Security Interest in Trademarks documents.

Sincerely yours,

Moore & Van Allen PLLC



Steven D. Thomas

CERTIFICATE OF MAILING BY "EXPRESS MAIL"  
"Express Mail" mailing label number EV184333921US  
I hereby certify that this correspondence is addressed to the Commissioner of Patents and Trademarks, BOX ASSIGNMENTS, Washington, DC 20231 and is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 CFR 1.10 on the date noted below.

WYATT D. HAMILTON  
(Typed or printed name of person mailing paper or fee)

[Handwritten Signature]  
(Signature of person mailing papers or fee)

10/25/02  
(Date of Signature)

Charlotte, NC  
Raleigh, NC  
Charleston, SC