

07-09-2003



Form PTO-1594 7-7-03
(Rev. 10/02)
OMB No. 0651-007 (exp. 6/30/2005)

102492672
**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

U.S. DEPARTMENT OF COMMERCE

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

1. Name of conveying party(ies):
Bank of America, N.A.

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

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

2. Name and address of receiving party(ies)
Name: PacifiCare Health Systems, Inc.
Internal Address: 5995 Plaza Drive
Street Address: 5995 Plaza Drive
City: Cypress State: CA Zip: 90630

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State Delaware
 Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other Release of Security Interest

Execution Date: June 2, 2003

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)

Additional number(s) attached Yes No

B. Trademark Registration No.(s) 2161125; 2243444; 1427961

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Janis Nici
Internal Address: Milbank, Tweed, Hadley & McCloy LLP
Street Address: One Chase Manhattan Plaza, Rm. 4525
City: New York State: NY Zip: 10005

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41) \$90
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
13-3250
(Attach duplicate copy of this page 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

Janis Nici 7-1/03
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 5

OFFICE OF PUBLIC RECORDS
2003 JUL -7 PM 3:29
FINANCE SECTION

07/08/2003 BY:AME 00000020 132250 2161125
01 FC:8521 40.00 DA
02 FC:8522 50.00 DA

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

NY2:#4512210

**TRADEMARK
REEL: 002774 FRAME: 0086**

Continuation Sheet, Item 2

Additional Names and Addresses of Receiving Parties:

1. Name: PacifiCare eHoldings, Inc.
Address: 5995 Plaza Drive, Cypress, CA 90630
Type of Entity: a California Corporation
2. Name: SeniorCo., Inc.
Address: 5995 Plaza Drive, Cypress, CA 90630
Type of Entity: a Delaware Corporation
3. Name: RxConnect Acquisition Corporation
Address: 5995 Plaza Drive, Cypress, CA 90630
Type of Entity: a California Corporation
4. Name: RxSolutions, Inc.
Address: 5995 Plaza Drive, Cypress, CA 90630
Type of Entity: a California Corporation
5. Name: PacifiCare Behavioral Health, Inc.
Address: 5995 Plaza Drive, Cypress, CA 90630
Type of Entity: a Delaware Corporation
6. Name: SecureHorizons, USA, Inc.
Address: 5995 Plaza Drive, Cypress, CA 90630
Type of Entity: a California Corporation
7. Name: PacifiCare Ventures, Inc.
Address: 5995 Plaza Drive, Cypress, CA 90630
Type of Entity: a California Corporation

U.S. TRADEMARKS RELEASE OF SECURITY INTEREST

As of the date hereof, the undersigned Bank of America, N.A., as Collateral Agent (the "Secured Party"), has not assigned or otherwise disposed of any interest in the Collateral described in the Intellectual Property Security Agreement dated as of August 20, 2001 (the "Agreement"), by and among PacifiCare Health Systems, Inc., PacifiCare eHoldings, Inc., SeniorCo., Inc., RxConnect Acquisition Corporation, RxSolutions, Inc., PacifiCare Behavioral Health, Inc. SecureHorizons, USA, Inc. and PacifiCare Ventures, Inc. (collectively, the "Debtors") and the Secured Party recorded at the United States Patent and Trademark Office (the "Office") on or about March 4, 2002, Reel 2466, Frame 0632 with respect to the trademarks and pending trademark applications listed in the attached Schedule A.


The Secured Party hereby releases for the benefit of the Debtors any and all security interests and all other interests in and to the trademarks and pending trademark applications listed on the attached Schedule A granted in the Agreement.

Dated as of the 2nd day of June, 2003.

Secured Party:

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

By:



Name:

DAVID PRICE

Title:

Vice President

SCHEDULE A
REGISTERED INTELLECTUAL PROPERTY

FEDERAL:

Description	Registration Number	Registration Date	Expiration Date	Registrant	Service or Trademark	Status
EXPRESS REFERRALS	2,161,125	26-May-98	26-May-08	PHS	®	Supplemental Register
PACIFICARE EXPRESS REFERRALS	2,243,444	4-May-99	4-May-09	PHS	SM	Pending
The design of the letter "P" in fanciful form enclosed within a modified circular boundary with flat bottom	1,427,961	3-Feb-87	3-Feb-07	PHS	®	Principal Register