

01-30-2004

Form PTO-1594
1-31-92

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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

102657653

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

1. Name of conveying party(ies):
Group Plan Clinic, Inc. 1-26-04

Individuals Association
 General Partnership - Limited Partnership
 Corporation-State - Texas
 Other

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

2. Name and address of receiving party(ies):

Name: Deutsche Bank AG
 Internal Address: _____
 Street Address: 60 Wall Street
 City: New York State: NY ZIP: 10005

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-
 Other Collateral Agent

3. Nature of conveyance:

Assignment Merger
 Security Interest Change of Name
 Other _____

Execution Date: January 5, 2004

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

Additional numbers attached? Yes No

Trademark Registration No.(s)
1562789, 1419545, 1419535

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Meredith Schorr
 Internal Address: c/o White & Case LLP

Street Address: 1155 Avenue of the Americas
 City: New York State: New York ZIP: 10036

6. Total number of applications and registration involved 3

7. Total fee (37 CFR 3.41): \$90.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
23-1705 (in event of deficiency)
 (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.

Meredith Schorr Name of Person Signing Meredith Schorr Signature 1/26/04 Date

Total number of pages comprising cover sheet: 1

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

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

**Mail Stop Assignment Recordation Services
 Director of US Patent and Trademark Office
 PO Box 1450
 Alexandria, VA 22313-1450**

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

01/29/2004 DBYRNE 00000100 1562789

01 FC:8521 40.00 OP
02 FC:8522 50.00 OP

NEWYORK 3323041 (2K)

**TRADEMARK
REEL: 002905 FRAME: 0678**

**GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS**

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, Group Plan Clinic, Inc., a Texas corporation (the "Grantor") with principal offices at 6950 Columbia Gateway Drive, Columbia, Maryland, 21046, hereby grants to Deutsche Bank AG, New York Branch, as Collateral Agent, with principal offices at 60 Wall Street, New York, NY 10005 (the "Grantee"), a security interest in (i) all of the Grantor's right, title and interest in and to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT is made to secure the satisfactory performance and payment of all the Obligations of the Grantor, as such term is defined in the Security Agreement among the Grantor, the other assignors from time to time party thereto and the Grantee, dated as of January 5th, 2004 (as amended, modified, restated and/or supplemented from time to time, the "Security Agreement"). Upon the occurrence of the Termination Date (as defined in the Security Agreement), the Grantee shall execute, acknowledge, and deliver to the Grantor an instrument in writing releasing the security interest in the Marks acquired under this Grant.

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this

Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

[Remainder of this page intentionally left blank; signature page follows]

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the 5th

day of January, 2004.

GROUP PLAN CLINIC, INC., Grantor

By: Megan M. Arthur
Name:
Title:


DEUTSCHE BANK AG, NEW YORK BRANCH,
as Collateral Agent and Grantee

By: Scotty Lindsey
Name: **Scotty Lindsey**
Title: **Vice President**

By: Diane F. Rolfe
Name: **Diane F. Rolfe**
Title: **Vice President**

STATE OF New York)
COUNTY OF New York) ss.:

On this 5th day of January, 2004, before me personally came _____
Megan M. Arthur who, being by me duly sworn, did state as follows: that [s]he is
_____ of Group Plan Clinic, Inc., that [s]he is authorized to execute the foregoing
Grant on behalf of said Corporation and that [s]he did so by authority of the Board of Directors
of said Corporation.

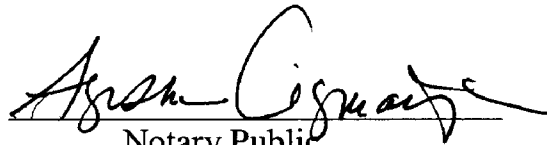


Notary Public

JOY T. HECK
Notary Public, State of New York
No. 01HE60730
Qualified in New York County
Commission Expires April 15, 2007

STATE OF New York)
) ss:
COUNTY OF New York)

On this 5th day of January, 2004, before me personally came _____
Scotty Lindsey who, being by me duly sworn, did state as follows: that [s]he is
Vice President of Deutsche Bank AG, New York Branch, that [s]he is authorized to
execute the foregoing Grant on behalf of said corporation and that [s]he did so by authority of
the Board of Directors of said corporation.


Notary Public

AYESHA CIZMAZIJA
Notary Public, State of New York
No. 01CI6094117
Qualified in New York County
Commission Expires June 16, 2007

STATE OF New York)
COUNTY OF New York) ss.:

On this 5th day of January, 2004, before me personally came _____
Diane Rolfe who, being by me duly sworn, did state as follows: that [s]he is
Vice President of Deutsche Bank AG, New York Branch, that [s]he is authorized to
execute the foregoing Grant on behalf of said corporation and that [s]he did so by authority of
the Board of Directors of said corporation.


Notary Public

AYESHA CIZMAZIJA
Notary Public, State of New York
No. 01CI6094117
Qualified in New York County
Commission Expires June 16, 2007

<u>MARK</u>	<u>REG. NO.</u>	<u>REG. DATE</u>
BENESYS	1,562,789	10/24/89
NEW SPIRIT	1,419,545	12/2/86
GROUP PLAN and DESIGN	1,419,535	12/2/86