

08-09-2004

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Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/02)
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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):
PMSI, INC.

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

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

2. Name and address of receiving party(ies)

Name: JPMorgan Chase Bank, as Collateral Agent

Internal

Address: _____

Street Address: 270 Park Avenue

City: New York State: NY Zip: 10017

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State _____
- 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
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: 1/20/2004

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

A. Trademark Application No.(s)
PLEASE SEE ATTACHED.

B. Trademark Registration No.(s)
PLEASE SEE ATTACHED.

Additional number(s) attached Yes No

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

Name: Penelope Agodoa

Internal Address: Federal Research Corporation

Street Address: 1030 15th Street, NW

Suite 920

City: Washington State: DC Zip: 20005

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41).....\$ 6500

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

(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.

Angela Gioffi

Name of Person Signing

Angela Gioffi

Signature

8/5/2004

Date

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

08/10/2004 STON11 00000137 2773057

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

01 FC:8521
02 FC:8522

40.00 OP
25.00 OP

TRADEMARK
REEL: 003022 FRAME: 0647

CONTINUATION OF ITEM 4

TRADEMARKS

OWNER: PMSI, INC.

Owner	Mark	Application or Registration #	Issue Date
PMSI, Inc.	PMSI AND DESIGN	2773057	10/14/2003
PMSI, Inc.	PMSI	2,829,024	4/6/2004

SUPPLEMENT NO. 7 dated as of January 20, 2004, to the SECURITY AGREEMENT dated as of August 29, 2001 (as amended, modified or supplemented from time to time, the "Security Agreement"), among AMERISOURCEBERGEN CORPORATION, a Delaware corporation (the "Borrower"), each subsidiary of the Borrower listed on Schedule I thereto (each such subsidiary individually a "Subsidiary Guarantor" and collectively, the "Subsidiary Guarantors"; the Subsidiary Guarantors and the Borrower are referred to collectively herein as the "Grantors") and JPMORGAN CHASE BANK, a New York banking corporation ("JPMCB"), as collateral agent (in such capacity, the "Collateral Agent") for the Secured Parties (as defined herein).

A. Reference is made to (a) the Credit Agreement dated as of August 29, 2001, as amended as of November 25, 2002 (as amended, supplemented or otherwise modified from time to time, the "Credit Agreement"), among the Borrower, the lenders from time to time party thereto (the "Lenders"), JPMCB, as Administrative Agent, Collateral Agent and Issuing Bank, and (b) the Guarantee Agreement dated as of August 29, 2001 (as amended, supplemented or otherwise modified from time to time, the "Guarantee Agreement") among the subsidiaries from time to time party thereto and the Collateral Agent.

B. Capitalized terms used herein and not otherwise defined herein shall have the meanings assigned to such terms in the Security Agreement and the Credit Agreement.

C. The Grantors have entered into the Security Agreement in order to induce the Lenders to make Loans and the Issuing Banks from time to time to issue Letters of Credit. Section 7.15 of Security Agreement provides that additional Subsidiaries of the Borrower may become Grantors under the Security Agreement by execution and delivery of an instrument in the form of this Supplement. The undersigned Subsidiary (the "New Grantor") is executing this Supplement in accordance with the requirements of the Credit Agreement to become a Grantor under the Security Agreement in order to induce the Lenders to make additional Loans and the Issuing Banks from time to time to issue additional Letters of Credit and as consideration for Loans previously made and Letters of Credit previously issued.

Accordingly, the Collateral Agent and the New Grantor agree as follows:

SECTION 1. In accordance with Section 7.15 of the Security Agreement, the New Grantor by its signature below becomes a Grantor under the Security Agreement with the same force and effect as if originally named therein as a Grantor and the New Grantor hereby (a) agrees to all the terms and provisions of the Security Agreement applicable to it as a Grantor thereunder and (b) represents and warrants that the representations and warranties made by it as a Grantor thereunder are true and correct in all material respects on and as of the date hereof (other than representations and

warranties that expressly speak only as of a different date). In furtherance of the foregoing, the New Grantor, as security for the payment and performance in full of the Obligations (as defined in the Security Agreement), does hereby create and grant to the Collateral Agent, its successors and assigns, for the benefit of the Secured Parties, their successors and assigns, a security interest in and lien on all of the New Grantor's right, title and interest in and to the Collateral (as defined in the Security Agreement) of the New Grantor. Each reference to a "Grantor" in the Security Agreement shall be deemed to include the New Grantor. The Security Agreement is hereby incorporated herein by reference.

SECTION 2. The New Grantor represents and warrants to the Collateral Agent and the other Secured Parties that this Supplement has been duly authorized, executed and delivered by it and constitutes its legal, valid and binding obligation, enforceable against it in accordance with its terms.

SECTION 3. This Supplement may be executed in counterparts (and by different parties hereto on different counterparts), each of which shall constitute an original, but all of which when taken together shall constitute a single contract. This Supplement shall become effective when the Collateral Agent shall have received counterparts of this Supplement that, when taken together, bear the signatures of the New Grantor and the Collateral Agent. Delivery of an executed signature page to this Supplement by facsimile transmission shall be as effective as delivery of a manually signed counterpart of this Supplement.

SECTION 4. The New Grantor hereby represents and warrants that (a) set forth on Schedule I attached hereto is a true and correct schedule of (i) the location of any and all Collateral of the New Grantor, (ii) its federal taxpayer identification number and organizational number and (iii) its jurisdiction of organization and (b) set forth under its signature hereto, is the true and correct location of the chief executive office of the New Grantor.

SECTION 5. Except as expressly supplemented hereby, the Security Agreement shall remain in full force and effect.

SECTION 6. THIS SUPPLEMENT SHALL BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK.

SECTION 7. In case any one or more of the provisions contained in this Supplement should be held invalid, illegal or unenforceable in any respect, the validity, legality and enforceability of the remaining provisions contained herein and in the Security Agreement shall not in any way be affected or impaired thereby (it being understood that the invalidity of a particular provision in a particular jurisdiction shall not in and of itself affect the validity of such provision in any other jurisdiction). The parties hereto shall endeavor in good-faith negotiations to replace the invalid, illegal or

unenforceable provisions with valid provisions the economic effect of which comes as close as possible to that of the invalid, illegal or unenforceable provisions.

SECTION 8. All communications and notices hereunder shall be in writing and given as provided in Section 7.01 of the Security Agreement. All communications and notices hereunder to the New Grantor shall be given to it at the address set forth under its signature below.

SECTION 9. The New Grantor agrees to reimburse the Collateral Agent for its reasonable out-of-pocket expenses in connection with this Supplement, including the reasonable fees, other charges and disbursements of counsel for the Collateral Agent.

**IN WITNESS WHEREOF, the New Grantor and the Collateral Agent
have duly executed this Supplement to the Security Agreement as of the day and year
first above written.**

PMSI, INC.,

by _____



Name: John Scheels

Title: Vice President

**Address: 175 Kelsey Lane
Tampa, FL 33619**

**JPMORGAN CHASE BANK, as Collateral
Agent,**

by _____

Name:

Title:

IN WITNESS WHEREOF, the New Grantor and the Collateral Agent have duly executed this Supplement to the Security Agreement as of the day and year first above written.

PMSI, INC.,

by _____

Name:

Title:

Address: 175 Kelsey Lane
Tampa, FL 33619

JPMORGAN CHASE BANK, as Collateral Agent,

by  _____

Name: DAWN LEE LUM

Title: VICE PRESIDENT

[[NYCORP:2339247v3]]

**SCHEDULE I
to the Security Agreement**

SUBSIDIARY GUARANTORS

AmerisourceBergen Services Corporation, a Delaware corporation
AmerisourceBergen Drug Corporation, a Delaware corporation
AmeriSource Heritage Corporation, a Delaware corporation
AmeriSource Health Services Corporation, a Delaware corporation
AutoMed Technologies, Inc., a Delaware corporation
Bridge Medical, Inc., a Delaware corporation
Health Services Capital Corporation, a Delaware corporation
Pharmacy Healthcare Solutions, Ltd., a Texas limited partnership
Ion, LLC, a Delaware limited liability company
Alliance Health Services, Inc., a Delaware corporation
ASD Specialty Healthcare, Inc., a California corporation
Brownstone Pharmacy, Inc., a Connecticut corporation
Dunnington Drug, Inc., a Delaware corporation
Dunnington RX Services of Rhode Island, Inc., a Rhode Island corporation
Pharmacy Corporation of America - Massachusetts, Inc., a Delaware corporation
Pharmacy Corporation of America, a California corporation
PharMerica Drug Systems, Inc., a Maryland corporation
PharMerica, Inc., a Delaware corporation
Tmesys, Inc., a Florida corporation
US Bioservices Corporation, a Delaware corporation
APS Enterprises Holding Company, Inc., a Delaware corporation
IHS Acquisition XXX, Inc., a Delaware corporation
Ambulatory Pharmaceutical Services, Inc., a New Jersey corporation
Pharm Plus Acquisition, Inc., a Delaware corporation
Anderson Packaging, Inc., an Illinois corporation
PMSI, Inc., a Florida corporation

COPYRIGHTS

<u>Owner</u>	<u>Title</u>	<u>Registration #</u>	<u>Date</u>
AmeriSource Heritage Corporation	Alco Health Services Corporation Regulatory Compliance Program	TXU 437 563	09-28-90
AmeriSource Heritage Corporation	Alco Health Services Corporation Substance Abuse Manual	TXU 437 567	09-24-90
AmeriSource Heritage Corporation	1995 ECHO Source Code and User's Manual	TX 4-171-477	11-25-95
AmeriSource Heritage Corporation	MedAssess Patient Care Software	TX-4-704-168	03-16-98
AmeriSource Heritage Corporation	Pharmacy-Based Lipid Management: A Self-Directed Workbook	TX 4-742-395	03-17-98
AmeriSource Heritage Corporation	Building Your Business Through Cholesterol Testing: A Step by Step Guidebook	TX 4-742-396	03-17-98
AmerisourceBergen Drug Corporation	VIP source code (Virtual Internet Pharmacy)	TX-5-174-993	04-17-00
AmerisourceBergen Drug Corporation	MedAssess Weight Management Program: Self Study Guide	TX-5-079-658	10-25-99
AmerisourceBergen Drug Corporation	How Can You Be Sure?	TX-5-069-329	10-25-99
AmerisourceBergen Drug Corporation	Quick Reference Guide to Implementing the CareBuilder Blood Pressure Monitoring Program	TX-5-069-330	10-25-99
AmerisourceBergen Drug Corporation	The MedAssess CareBuilder Program: Quick Reference Guide to Implementing the Drug Use Review Program	TX-5-069-331	10-25-99
AmerisourceBergen Drug Corporation	Kick Butts! Stop Smoking	TX-5-069-332	10-25-99
AmerisourceBergen Drug Corporation	Get Fit... For Life! Take Control of Your Weight	TX-5-069-333	10-25-99
AmerisourceBergen Drug Corporation	Quick Reference Guide to Implementing the CareBuilder Diabetes Care Program	TX-5-069-334	10-25-99

<u>Owner</u>	<u>Title</u>	<u>Registration #</u>	<u>Date</u>
AmerisourceBergen Drug Corporation	MedAssess Asthma Care Program: Breathe Easier About Asthma	TX-5-069-335	10-25-99
AmerisourceBergen Drug Corporation	MedAssess Cholesterol Monitoring: Managing Blood Cholesterol to Reduce the Risk of Coronary Heart Disease (CHD)	TX-5-069-336	10-25-99
AmerisourceBergen Drug Corporation	Quick Reference Guide to Implementing the CareBuilder Asthma Care Program	TX-5-069-337	10-25-99
AmerisourceBergen Drug Corporation	MedAssess CareBuilder Program: Quick Reference Guide to Implementing the CareBuilder Cholesterol Monitoring Program	TX-5-069-338	10-25-99
AmerisourceBergen Drug Corporation	MedAssess Diabetes Care Program: Take Control of Diabetes and Your Life	TX-5-069-339	10-25-99
AmerisourceBergen Drug Corporation	MedAssess Smoking Cessation Program: Study Guide	TX-5-083-627	10-27-99
AmerisourceBergen Drug Corporation	MedAssess Cholesterol Monitoring Program: A Self Directed Workbook	TX-5-083-890	10-28-99
AmerisourceBergen Drug Corporation	MedAssess Training & Implementation Manual: QuickStart Guide and Self-Directed Workbook	TX-5-089-412	10-29-99

PATENTS

<u>Owner</u>	<u>Patent Number</u>	<u>Title</u>
AmerisourceBergen Services Corporation	6,249,774	Method for owning, managing, automatically replenishing, and invoicing inventory items
AmerisourceBergen Services Corporation	4,213,598	Compact sanitary kit package
AmerisourceBergen Services Corporation	4,197,941	Sanitary kit package
AmerisourceBergen Services Corporation	4,103,424	Dental articulation apparatus and method
AutoMed Technologies, Inc.	6,170,230	Medication Collecting System
AutoMed Technologies, Inc.	6,256,967	Integrated Automated Dispenser and Method and Apparatus
AutoMed Technologies, Inc.	5,348,061	Tablet Accumulator for an Automated Prescription Vial Filing System
AutoMed Technologies, Inc.	5,348,061 - Re-exam Cert. No. B1 5,348,061	Tablet Accumulator for an Automated Prescription Vial Filing System
AutoMed Technologies, Inc.	Australian Patent No. 671877	Tablet Accumulator for an Automated Prescription Vial Filing System
AutoMed Technologies, Inc.	5,208,762	Automated Prescription Vial Filling System
AutoMed Technologies, Inc.	French Patent No. 91 15013	Automated Prescription Vial Filling System
AutoMed Technologies, Inc.	6,370,841	Automated Method for Dispensing Bulk Medication with Machine-Readable Code
AutoMed Technologies, Inc.	5,839,257	Drug Packaging Machine

Patent Applications/Invention Disclosure

Owner	Serial No.	Title
AutoMed Technologies, Inc.	U.S. Patent Application Serial No. 09/702,441	Medication Collecting System
AutoMed Technologies, Inc.	Canadian Patent Application Serial No. 2,353,722	Medication Collecting System
AutoMed Technologies, Inc.	European Patent Application Serial No. 99 960 654.4	Medication Collecting System
AutoMed Technologies, Inc.	Japanese Patent Application Serial No. 2001-585131	Medication Collecting System
AutoMed Technologies, Inc.	Korean Patent Application Serial No. 7006989	Medication Collecting System
AutoMed Technologies, Inc.	U.S. Patent Application Serial No. 09/860,204	Integrated Automated Drug Dispenser Method and Apparatus
AutoMed Technologies, Inc.	Canadian Patent Application Serial No. 2,341,868	Integrated Automated Drug Dispenser Method and Apparatus
AutoMed Technologies, Inc.	U.S. Patent Application Serial No. 09/232,743	Automated Prescription Vial Filling System
AutoMed Technologies, Inc.	Canadian Patent Application Serial No. 2,291,558	Automated Method for Dispensing Bulk Medications with Machine-Readable Code

Owner	Serial No.	Title
AutoMed Technologies, Inc.	U.S. Patent Application Serial No. 09/898,313	Automatic Tablet-Cutting Device and Cutting Method
AutoMed Technologies, Inc.	Canadian Patent Application Serial No. 2,354,509	Automatic Tablet-Cutting Device and Cutting Method
Bridge Medical, Inc.	U.S. Patent Application Serial No. 09/815478	Method and Apparatus For Providing Medication Administration Warnings
Bridge Medical, Inc.	U.S. Patent Application Serial No. 09/815479	Method and Apparatus For Displaying Medication Information

TRADEMARKS

<u>Owner</u>	<u>Mark</u>	<u>Application or Registration #</u>	<u>Issue Date</u>	<u>Live/Dead Indicator</u>
AmerisourceBergen Corporation	AmerisourceBergen	76/262,002	05/24/01	LIVE
AmeriSource Heritage Corporation	AMERISOURCE	2,040,884	02/25/97	LIVE
AmeriSource Heritage Corporation	AMERISOURCE-BERGEN	76/262,002	05/24/01	LIVE
AmeriSource Heritage Corporation	AMERICAN HEALTH PACKAGING	2,166,289	06/16/98	LIVE
AmeriSource Heritage Corporation	AMERISOURCE SELECT	2,113,040	11/11/97	LIVE
AmeriSource Heritage Corporation	AUTONOMICS	76/058,270	05/26/00	LIVE
AmeriSource Heritage Corporation	CAREBUILDER	75/886,242	01/03/00	LIVE
AmeriSource Heritage Corporation	CAREBUILDER	76/206,600	02/07/01	LIVE
AmeriSource Heritage Corporation	DELIVERING HEALTHCARE SOLUTIONS	76/149,298	11/20/00	LIVE
AmeriSource Heritage Corporation	Design (geometric A design used with American Health Packaging and Autonomics)	75/823,001	10/14/99	LIVE
AmeriSource Heritage Corporation	Design (2 faces used with MedAssess)	2,065,861	05/27/97	LIVE
AmeriSource Heritage Corporation	Design CRUCIFORM (3 dimensional cross)	2,049,483	04/01/97	LIVE
AmeriSource Heritage Corporation	Design for ALCO HEALTH SERVICES CORPORATION (green square)	1,411,823	09/30/86	LIVE
AmeriSource Heritage Corporation	Design HUMANOID (human design used with DIABETES SHOPPE)	2,270,532	08/17/99	LIVE
AmeriSource Heritage Corporation	Design (Sun & Leaf used with The Health Centre)	2,426,997	02/06/01	LIVE

<u>Owner</u>	<u>Mark</u>	<u>Application or Registration #</u>	<u>Issue Date</u>	<u>Live/Dead Indicator</u>
AmeriSource Heritage Corporation	Design (Mortar and cross design)	2,119,145	12/09/97	LIVE
AmeriSource Heritage Corporation	DIABETES SHOPPE	2,246,125	05/18/99	LIVE
AmeriSource Heritage Corporation	ECHO	2,051,045	04/08/97	LIVE
AmeriSource Heritage Corporation	FAMILY INDEPENDENT PHARMACY	1,694,741	06/16/92	LIVE
AmeriSource Heritage Corporation	FAMILY INDEPENDENT PHARMACY Mortar & Pestle design	1,252,562	09/27/93	LIVE
AmeriSource Heritage Corporation	FAMILY INDEPENDENT PHARMACY PERSSCRIPTION CENTER & design	1,690,441	06/02/92	LIVE
AmeriSource Heritage Corporation	FAMILY PHARMACY	904,032	12/08/70	LIVE
AmeriSource Heritage Corporation	FAMILY PHARMACY Mortar & Pestle design	1,724,492	10/13/92	LIVE
AmeriSource Heritage Corporation	HEALTH SERVICES PLUS	2,133,965	02/03/98	LIVE
AmeriSource Heritage Corporation	HELPING YOU FEEL BETTER	2,395,689	10/17/00	LIVE
AmeriSource Heritage Corporation	IECHO	75/886,241	01/03/00	LIVE
AmeriSource Heritage Corporation	INCOME PAX	1,773,865	05/25/93	LIVE
AmeriSource Heritage Corporation	INCOME REPAX	1,725,041	02/09/93	LIVE
AmeriSource Heritage Corporation	INCOME Rx	1,783,664	07/20/93	LIVE
AmeriSource Heritage Corporation	INCOME Rx design	2,221,948	02/02/99	LIVE
AmeriSource Heritage Corporation	INSIDERx	1,931,185	10/31/95	LIVE
AmeriSource Heritage Corporation	LIBERTY SYSTEMS	2,143,907	03/17/98	LIVE
AmeriSource Heritage Corporation	LIBERTY SYSTEMS & design	2,174,176	07/21/98	LIVE
AmeriSource Heritage Corporation	MEDASSESS (Cls. 9 – software)	2,379,820	08/22/00	LIVE

<u>Owner</u>	<u>Mark</u>	<u>Application or Registration #</u>	<u>Issue Date</u>	<u>Live/Dead Indicator</u>
AmeriSource Heritage Corporation	MEDASSESS (Cls.41)	2,436,616	03/20/01	LIVE
AmeriSource Heritage Corporation	PARTNER-PAK	1,735,542	11/24/92	LIVE
AmeriSource Heritage Corporation	PHARMACY HEALTHCARE SOLUTIONS (class 35)	76/168,601	06/13/01	LIVE
AmeriSource Heritage Corporation	PHARMACY HEALTHCARE SOLUTIONS (class 36)	76/271,326	06/13/01	LIVE
AmeriSource Heritage Corporation	PRIMENET	1,573,740	12/26/89	LIVE
AmeriSource Heritage Corporation	PROFIT SOLUTIONS	76/010,870	03/28/00	LIVE
AmeriSource Heritage Corporation	SUBSTITUTION SOLUTION	2,390,490	09/26/00	LIVE
AmeriSource Heritage Corporation	SYMPTOMSEEK	75/920,682	02/15/00	LIVE
AmeriSource Heritage Corporation	THE HEALTH CENTRE & design	75/938,898	03/08/00	LIVE
AmeriSource Heritage Corporation	TOTAL HOME HEALTH CARE & design	1,692,121	12/04/84	LIVE
AmeriSource Heritage Corporation	VIRTUAL INTERNET PHARMACY	75/917,166	02/11/00	LIVE
AmeriSource Heritage Corporation	WHAT-YOU-NEED, WHEN YOU NEED IT!	75/597,942	12/02/98	LIVE
AmeriSource Heritage Corporation	WYN-WYN	2,373,912	08/01/00	LIVE
AmerisourceBergen Services Corporation	ORDERPRO	76283786		LIVE
AmerisourceBergen Services Corporation	BPP BERGEN PREFERRED PROGRAM	76274497		LIVE
AmerisourceBergen Services Corporation	MORTY'S LEARNING CENTER	76264971		LIVE
AmerisourceBergen Services Corporation	MORTY'S	76264970		LIVE
AmerisourceBergen Services Corporation	ZEALTH	76001784		DEAD
AmerisourceBergen Services Corporation	THE NATURE OF GOOD HEALTH... PUT INTO PRACTICE	76024783		DEAD

<u>Owner</u>	<u>Mark</u>	<u>Application or Registration #</u>	<u>Issue Date</u>	<u>Live/Dead Indicator</u>
AmerisourceBergen Services Corporation	SUPER SAVER	2444419		LIVE
AmerisourceBergen Services Corporation	GNP-LINK	76182042		LIVE
AmerisourceBergen Services Corporation	GNP-LINK	75718568		DEAD
AmerisourceBergen Services Corporation	MYGNP.COM	75832820		DEAD
AmerisourceBergen Services Corporation	CONVERGE	2364685		LIVE
AmerisourceBergen Services Corporation	BBC	2367901		LIVE
AmerisourceBergen Services Corporation	INTERLINX	75593536		LIVE
AmerisourceBergen Services Corporation	RXFOCUS	2363273		LIVE
AmerisourceBergen Services Corporation	PHARMAHEALTH NATURAL CARE CENTER	75563233		LIVE
AmerisourceBergen Services Corporation	SHAREPLUS	75562848		DEAD
AmerisourceBergen Services Corporation	GPP	2217438		LIVE
AmerisourceBergen Services Corporation	INTERLINX	75405611		LIVE
AmerisourceBergen Services Corporation	PATIENTPLUX	2208947		LIVE
AmerisourceBergen Services Corporation	GOOD NEIGHBOR PHARMACY	2119686		LIVE
AmerisourceBergen Services Corporation	INTERPLEX	2156295		LIVE
AmerisourceBergen Services Corporation	THE MISSING FACTOR FOR YOUR EQUATION	2156294		LIVE
AmerisourceBergen Services Corporation	ACCUMAIL	2151943		LIVE
AmerisourceBergen Services Corporation	PLUSCARE	2174354		LIVE
AmerisourceBergen Services Corporation	TIMED ASSET MANAGEMENT SYSTEM	75161805		DEAD
AmerisourceBergen Services Corporation	TIMS	75161804		DEAD

<u>Owner</u>	<u>Mark</u>	<u>Application or Registration #</u>	<u>Issue Date</u>	<u>Live/Dead Indicator</u>
AmerisourceBergen Services Corporation	TIMED INVENTORY MANAGEMENT SYSTEM	75161803		DEAD
AmerisourceBergen Services Corporation	TMS	75161802		DEAD
AmerisourceBergen Services Corporation	TIMED MANAGEMENT SYSTEM	75161801		DEAD
AmerisourceBergen Services Corporation	TAMS	2194611		LIVE
AmerisourceBergen Services Corporation	GNP+	2216842		LIVE
AmerisourceBergen Services Corporation	EFFECTIVE CATEGORY MERCHANDISING	75084638		DEAD
AmerisourceBergen Services Corporation	E C M EFFECTIVE CATEGORY MERCHANDISING	75084637		DEAD
AmerisourceBergen Services Corporation	HME+	2026764		LIVE
AmerisourceBergen Services Corporation	QUIKNET	2011922		LIVE
AmerisourceBergen Services Corporation	ACCUSOURCE	1950486		LIVE
AmerisourceBergen Services Corporation	TODAY'S HEALTHCARE	1852761		LIVE
AmerisourceBergen Services Corporation	DASH	1785331		DEAD
AmerisourceBergen Services Corporation	SUPER SAVER	1780517		DEAD
AmerisourceBergen Services Corporation	PHARMCOMM	1991054		LIVE
AmerisourceBergen Services Corporation	TODAY'S HEALTHCARE NETWORK	1982297		LIVE
AmerisourceBergen Services Corporation	ACCULINK	74650254		DEAD
AmerisourceBergen Services Corporation	ACCULINE	74627111		DEAD
AmerisourceBergen Services Corporation	QUIKNET	74559564		DEAD
AmerisourceBergen Services Corporation	BERGEN BRUNSWIG DRUG COMPANY	1992408		LIVE

<u>Owner</u>	<u>Mark</u>	<u>Application or Registration #</u>	<u>Issue Date</u>	<u>Live/Dead Indicator</u>
AmerisourceBergen Services Corporation	QUIKTONE	1975790		LIVE
AmerisourceBergen Services Corporation	D	1910562		LIVE
AmerisourceBergen Services Corporation	DATA RX THE #1 PRESCRIPTION FOR YOUR INFORMATION NEEDS	1855939		LIVE
AmerisourceBergen Services Corporation	SUPER SAVER PLUS	74269202		DEAD
AmerisourceBergen Services Corporation	HEALTHQUEST	74260146		DEAD
AmerisourceBergen Services Corporation	GENERIC SOURCE	1825581		LIVE
AmerisourceBergen Services Corporation	ADVANTAGE PLUS	1809691		LIVE
AmerisourceBergen Services Corporation	SPACE MANAGER II	1635688		DEAD
AmerisourceBergen Services Corporation	PRIMELINE	1642241		DEAD
AmerisourceBergen Services Corporation	OMNIPHASE	1579376		LIVE
AmerisourceBergen Services Corporation	GOOD NEIGHBOR PHARMACY	1580725		LIVE
AmerisourceBergen Services Corporation	COMPUPHASE	1580473		LIVE
AmerisourceBergen Services Corporation	BBC	1601328		DEAD
AmerisourceBergen Services Corporation	OUR PEOPLE MAKE THE DIFFERENCE	1580471		DEAD
AmerisourceBergen Services Corporation	COMPUPHASE	73743105		DEAD
AmerisourceBergen Services Corporation	PHASEFACTS	1533081		DEAD
AmerisourceBergen Services Corporation	BRITE-LIFE	1544109		LIVE
AmerisourceBergen Services Corporation	BRITE-LIFE	1555440		LIVE
AmerisourceBergen Services Corporation	GOOD NEIGHBOR PHARMACY	1516842		LIVE
AmerisourceBergen Services Corporation	OMNIPHASE	73714160		DEAD

<u>Owner</u>	<u>Mark</u>	<u>Application or Registration #</u>	<u>Issue Date</u>	<u>Live/Dead Indicator</u>
AmerisourceBergen Services Corporation	IMPACT	1455690		LIVE
AmerisourceBergen Services Corporation	YOUR PARTNERS IN PRODUCTIVITY	1416892		LIVE
AmerisourceBergen Services Corporation	SPACE MANAGER	1375306		LIVE
AmerisourceBergen Services Corporation	ADVERTISING AND ALLOWANCE PROGRAM	73487443		DEAD
AmerisourceBergen Services Corporation	GOOD NEIGHBOR PHARMACY	1334794		DEAD
AmerisourceBergen Services Corporation	ADVERTISING & ALLOWANCE PROGRAM	73408848		DEAD
AmerisourceBergen Services Corporation	AD TRACK	1293157		DEAD
AmerisourceBergen Services Corporation	INSTATREND II	1217406		LIVE
AmerisourceBergen Services Corporation	INSTATREND II	73343038		DEAD
AmerisourceBergen Services Corporation	BBC COMPUPHASE	1204346		DEAD
AmerisourceBergen Services Corporation	COMPUPHASE	1198533		DEAD
AmerisourceBergen Services Corporation	TELEPHASE II	1164036		DEAD
AmerisourceBergen Services Corporation	TELEPHASE II	1159835		LIVE
AmerisourceBergen Services Corporation	INSTRATREND	1165046		DEAD
AmerisourceBergen Services Corporation	S SPACE MANAGER	1310343		LIVE
AmerisourceBergen Services Corporation	BRIGHT LIFE	1217187		LIVE
AmerisourceBergen Services Corporation	ULTRAPHASE	1114660		DEAD
AmerisourceBergen Services Corporation	ULTRAPHASE	1103005		LIVE
AmerisourceBergen Services Corporation	UNITS	1104918		DEAD
AmerisourceBergen Services Corporation	PLASTA-MEDIC	1092093		DEAD

<u>Owner</u>	<u>Mark</u>	<u>Application or Registration #</u>	<u>Issue Date</u>	<u>Live/Dead Indicator</u>
AmerisourceBergen Services Corporation	K/S DELICATE	1081606		DEAD
AmerisourceBergen Services Corporation	STAT	1065042		DEAD
AmerisourceBergen Services Corporation	PERMANENT	1106586		DEAD
AmerisourceBergen Services Corporation	KAYESS-DELICATE	1060689		DEAD
AmerisourceBergen Services Corporation	INSTRULUBE	1060603		DEAD
AmerisourceBergen Services Corporation	TRACE	1073313		DEAD
AmerisourceBergen Services Corporation	TRACE	1087444		DEAD
AmerisourceBergen Services Corporation	BBC.	1091119		DEAD
AmerisourceBergen Services Corporation	BBC	1073320		DEAD
AmerisourceBergen Services Corporation	"BBC."	1091064		DEAD
AmerisourceBergen Services Corporation	STAT/PM	1071595		DEAD
AmerisourceBergen Services Corporation	STAT/PM	1053414		DEAD
AmerisourceBergen Services Corporation	FLORAL	1060800		DEAD
AmerisourceBergen Services Corporation	TELETREND	1055277		DEAD
AmerisourceBergen Services Corporation	TELETREND	1055276		DEAD
AmerisourceBergen Services Corporation	TREND	1058702		DEAD
AmerisourceBergen Services Corporation	TREND	1064102		DEAD
AmerisourceBergen Services Corporation	MICROPHASE	1060964		DEAD
AmerisourceBergen Services Corporation	MICROPHASE	1080575		DEAD
AmerisourceBergen Services Corporation	GOOD NEIGHBOR PET & AQUARIUM	1046537		DEAD
AmerisourceBergen Services Corporation	PACE	1075654		DEAD

<u>Owner</u>	<u>Mark</u>	<u>Application or Registration #</u>	<u>Issue Date</u>	<u>Live/Dead Indicator</u>
AmerisourceBergen Services Corporation	TELEPHASE	1093387		DEAD
AmerisourceBergen Services Corporation	TELEPHASE	1093386		DEAD
AmerisourceBergen Services Corporation	WEISS	1042784		DEAD
AmerisourceBergen Services Corporation	VIVALITE A	1007271		DEAD
AmerisourceBergen Services Corporation	XTRA-DENT	1012863		DEAD
AmerisourceBergen Services Corporation	VIVALITE	1009101		DEAD
AmerisourceBergen Services Corporation	HAS	1022834		DEAD
AmerisourceBergen Services Corporation	PHASE PHARMACY AUTOMATION SYSTEM ENTRY	1006463		DEAD
AmerisourceBergen Services Corporation	PHASE PHARMACY AUTOMATION SYSTEM ENTRY	1023398		DEAD
AmerisourceBergen Services Corporation	PHASE	1008013		DEAD
AmerisourceBergen Services Corporation	PHASE	1008472		DEAD
AmerisourceBergen Services Corporation	PILL BOX (Design)	1008896		LIVE
AmerisourceBergen Services Corporation	PRN	1008471		DEAD
AmerisourceBergen Services Corporation	HAS HEALTH APPLICATION SYSTEMS	1041042		DEAD
AmerisourceBergen Services Corporation	DDS	1031676		DEAD
AmerisourceBergen Services Corporation	HAS	1022835		DEAD
AmerisourceBergen Services Corporation	PARAGON	0988103		DEAD
AmerisourceBergen Services Corporation	CARDINAL DRUG CENTER	1000049		LIVE
AmerisourceBergen Services Corporation	DDS DENTAL DATA SYSTEMS	0931530		DEAD

<u>Owner</u>	<u>Mark</u>	<u>Application or Registration #</u>	<u>Issue Date</u>	<u>Live/Dead Indicator</u>
AmerisourceBergen Services Corporation	PRN PROFESSIONAL RECORDS & NOTATIONS	0956262		DEAD
AmerisourceBergen Services Corporation	GOOD NEIGHBOR	0723984		LIVE
AmerisourceBergen Services Corporation	KIP	0637624		DEAD
AmerisourceBergen Drug Corporation	PRICE SAVERS	1809490		DEAD
AmerisourceBergen Drug Corporation	HEALTHCHOICE	1718568		DEAD
AmerisourceBergen Drug Corporation	ACCUNET	1524958		LIVE
AmerisourceBergen Drug Corporation	PRICEGUARD PHARMACY	1285671		LIVE
AmerisourceBergen Drug Corporation	HIPS 2	1285536		DEAD
AmerisourceBergen Drug Corporation	PHAX II	1225593		DEAD
AmerisourceBergen Drug Corporation	HIPS	1196424		DEAD
AmerisourceBergen Drug Corporation	PHAX	1188993		DEAD
Pharmacy Corporation of America	PHARMERICA	2304597		LIVE
Pharmacy Corporation of America	POSTHASTE	74442841		DEAD
Pharmacy Corporation of America	LIFESTORY	1979986		LIVE
Pharmacy Corporation of America	PROFESSIONAL PARTNERS IN PATIENT CARE	1519110		LIVE

<u>Owner</u>	<u>Mark</u>	<u>Application or Registration #</u>	<u>Issue Date</u>	<u>Live/Dead Indicator</u>
Pharmacy Corporation of America	PHARMACY CORPORATION OF AMERICA	1528564		LIVE
Pharmacy Corporation of America	MISC. (Design)	1554991		LIVE
Pharmacy Corporation of America	NUTRI-DATA	73413583		DEAD
Tmesys, Inc.	TMESYS	1806373	11/23/93	LIVE
Besse Medical Services, Inc.	BESSE	1924321		LIVE
Besse Medical Services, Inc.	BESSE	1962908		LIVE
Rightpak, Inc.	RIGHTPAK	2439458	03/27/01	DEAD
AutoMed Technologies, Inc.	OPTIFILL	1,970,530, Class 7	4/23/96	LIVE
AutoMed Technologies, Inc.	OPTIFILL-II	2,030,836, Class 7	1/14/97	LIVE
AutoMed Technologies, Inc.	OPTIFILL-II	2,129,315, Class 9	1/13/98	LIVE
AutoMed Technologies, Inc.	OPTIFILL	2,342,999, Class 9	4/18/00	LIVE
AutoMed Technologies, Inc.	QUICKSCRIPT	2,359,374, Class 9	6/20/00	LIVE
AutoMed Technologies, Inc.	AUTOMED & Design	2,066,249, Class 7	6/3/97	LIVE
AutoMed Technologies, Inc.	WE'LL TAKE YOU THERE	2,477,248, Class 42	8/14/01	LIVE
AutoMed Technologies, Inc.	CUSTOMPAK	2,229,445, Class 9	12/14/99	LIVE
AutoMed Technologies, Inc.	QUICKFILL	2,554,067, Class 9	3/26/02	LIVE
AutoMed Technologies, Inc.	FASTFILL	2,554,611		LIVE
AutoMed Technologies, Inc.	ATC	2,582,242		LIVE
Bridge Medical, Inc.	INFOPOINT	78113680	3/8/02	LIVE
Bridge Medical, Inc.	SOLUTIONS TO AMERICA'S OTHER DRUG PROBLEM	75469636	4/17/98	LIVE

<u>Owner</u>	<u>Mark</u>	<u>Application or Registration #</u>	<u>Issue Date</u>	<u>Live/Dead Indicator</u>
Bridge Medical, Inc.	BRIDGE MEDICAL	2609992	4/21/97	LIVE
Bridge Medical, Inc.	B R I D G E	75529670	8/3/98	LIVE
Bridge Medical, Inc.	AMERICA'S OTHER DRUG PROBLEM	75469633		DEAD
Bridge Medical, Inc.	SENTRY	75304299		DEAD
Bridge Medical, Inc.	BRIDGE SENTRY	75304296		DEAD
US Bioservices Corporation	U.S. BIOSERVICES CORPORATION	76462352	10/29/2002	LIVE
PMSI, Inc.	PMSI AND DESIGN	2773057	10/14/2003	LIVE
PMSI, Inc.	PMSI	761326324	10/17/2001	LIVE

U.S. Trademark Applications/Common Law Trademarks

<u>Owner</u>	<u>Mark</u>	<u>Serial Number</u>	<u>Filing Date</u>
AutoMed Technologies, Inc.	ATC PROFILE	76,394,645, Class 9	4/8/02
AutoMed Technologies, Inc.	ATC 212	Common Law Mark First Use in U.S.: 8/86 (by Baxter)	
AutoMed Technologies, Inc.	AUTOMED	76/402,275, Classes 9, 41 and 42	5/1/02
AutoMed Technologies, Inc.	PROFILE	U.S. Serial No. not yet issued, Class 9	5/10/02

International Registrations/Applications & Trademarks

<u>Owner</u>	<u>Mark</u>	<u>Registration No./Serial No.</u>	<u>Filing Date</u>
AutoMed Technologies, Inc.	OPTIFILL	EC Registration No. 70656, Class 10	4/1/96
AutoMed Technologies, Inc.	QUICKFILL	Canadian Serial No. 1,094,935, Class 9	3/5/01
AutoMed Technologies, Inc.	QUICKPIK	Canadian Serial No. 1,094,934, Class 9	3/5/01
AutoMed Technologies, Inc.	ATC	Unregistered International Use	Primary Countries/Regions: Canada, Europe Australia, New Zealand
AutoMed Technologies, Inc.	ATC 212	Unregistered International Use	Primary Countries/Regions: Canada, Europe, Australia, New Zealand
AutoMed Technologies, Inc.	ATC PROFILE	Unregistered International Use	Primary Countries/Regions: Canada, Australia, New Zealand
AutoMed Technologies, Inc.	OPTIFILL	Unregistered International Use	Primary Country: Canada
AutoMed Technologies, Inc.	OPTIFILL II	Unregistered International Use	Primary Country: Canada

<u>Owner</u>	<u>Mark</u>	<u>Registration No./Serial No.</u>	<u>Filing Date</u>
AutoMed Technologies, Inc.	QUICKSCRIPT	Unregistered International Use	Primary Countries/Regions: Canada, Australia, New Zealand
AutoMed Technologies, Inc.	WE'LL TAKE YOU THERE	Unregistered International Use	Primary County: Canada
AutoMed Technologies, Inc.	CUSTOMPAK	Unregistered International Use	Primary Countries/Regions: Canada, Europe
AutoMed Technologies, Inc.	FASTFILL	Unregistered International Use	Primary Countries/Regions: Canada, Europe, Australia, New Zealand
AutoMed Technologies, Inc.	QUICKFILL	Unregistered International Use	Primary Countries/Regions: Canada, Europe, Australia, New Zealand

SUBSIDIARY PLEDGORS

<u>Name</u>	<u>Address</u>
AmerisourceBergen Corporation	1300 Morris Drive, Suite 100 Chesterbrook, PA 19087
AmerisourceBergen Services Corporation	1300 Morris Drive, Suite 100 Chesterbrook, PA 19087
AmerisourceBergen Drug Corporation	1300 Morris Drive, Suite 100 Chesterbrook, PA 19087
AmeriSource Heritage Corporation	1300 Morris Drive, Suite 100 Chesterbrook, PA 19087
AmeriSource Health Services Corporation	1300 Morris Drive, Suite 100 Chesterbrook, PA 19087
AutoMed Technologies, Inc.	1300 Morris Drive, Suite 100 Chesterbrook, PA 19087
Bridge Medical, Inc.	1300 Morris Drive, Suite 100 Chesterbrook, PA 19087
Health Services Capital Corporation	1300 Morris Drive, Suite 100 Chesterbrook, PA 19087
Pharmacy Healthcare Solutions, Ltd.	4100 Heritage Ave., Suite 105 Grapevine, TX 76051
Alliance Health Services, Inc.	4000 Metropolitan Drive Orange, CA 92863
ASD Specialty Healthcare, Inc.	4000 Metropolitan Drive Orange, CA 92863
Brownstone Pharmacy, Inc.	4000 Metropolitan Drive Orange, CA 92863
Dunnington Drug, Inc.	4000 Metropolitan Drive Orange, CA 92863
Dunnington RX Services of Rhode Island, Inc.	4000 Metropolitan Drive Orange, CA 92863
Ion, LLC	4000 Metropolitan Drive Orange, CA 92863
Pharmacy Corporation of America - Massachusetts, Inc.	4000 Metropolitan Drive Orange, CA 92863
Pharmacy Corporation of America	4000 Metropolitan Drive Orange, CA 92863
PharMerica Drug Systems, Inc.	4000 Metropolitan Drive Orange, CA 92863
PharMerica, Inc.	4000 Metropolitan Drive Orange, CA 92863

<u>Name</u>	<u>Address</u>
Tmesys, Inc.	4000 Metropolitan Drive Orange, CA 92863
US Bioservices Corporation	309 Henderson Dr., Sharon Hills, PA 19079
APS Enterprises Holding Company, Inc.	309 Henderson Dr., Sharon Hills, PA 19079
IHS Acquisition XXX, Inc.	309 Henderson Dr., Sharon Hills, PA 19079
Ambulatory Pharmaceutical Services, Inc.	1020 Warburto Ave., Yonkers, NY 10701
Pharm Plus Acquisition, Inc.	15017 Califa St., Van Nuys, CA 94111
Anderson Packaging, Inc.	4545 Assembly Road Rockford, IL 61109
PMSI, Inc.	175 Kelsey Lane Tampa, FL 33619

CAPITAL STOCK

<u>Issuer</u>	<u>Number of Certificate</u>	<u>Registered Owner</u>	<u>Number and Class of Shares</u>
AmerisourceBergen Services Corporation	1	AmerisourceBergen Corporation	100 Common
AmerisourceBergen Drug Corporation	3	AmerisourceBergen Services Corporation	1,000 Common
AmeriSource Heritage Corporation	1	AmerisourceBergen Drug Corporation	100 Common
AmeriSource Health Services Corporation	1	AmerisourceBergen Drug Corporation	100 Common
AutoMed Technologies, Inc.	9	AmerisourceBergen Services Corporation	100 Common
Bridge Medical, Inc.	1	AmerisourceBergen Drug Corporation	100 Common
Health Services Capital Corporation	1	AmerisourceBergen Drug Corporation	1,000 Common
Alliance Health Services, Inc.	3	Pharmacy Corporation of America	1,000 Common
ASD Specialty Healthcare, Inc.	1	AmerisourceBergen Drug Corporation	100 Common
Brownstone Pharmacy, Inc.	1	Alliance Health Services, Inc.	200 Common
Dunnington Drug, Inc.	3	Pharmacy Corporation of America	10 Common
Dunning RX Services of Rhode Island, Inc.	2	Dunnington Drug, Inc.	10 Common
Ion, LLC	1,2	ASD Specialty Healthcare, Inc.	100 Common
Pharmacy Corporation of America - Massachusetts, Inc.	2	Dunnington Drug, Inc.	1,000 Common
Pharmacy Corporation of America	1	PharMerica, Inc.	1,000 Common
PharMerica Drug Systems, Inc.	2	PharMerica, Inc.	100 Common
PharMerica, Inc.	1	AmerisourceBergen Services Corporation	100 Common

<u>Issuer</u>	<u>Number of Certificate</u>	<u>Registered Owner</u>	<u>Number and Class of Shares</u>
Tmesys, Inc.	1	Pharmacy Corporation of America	500 Common
US Bioservices Corporation	2	AmerisourceBergen Services Corporation	100 Common
APS Enterprises Holding Company, Inc.	7	US Bioservices Corporation	100 Common
Ambulatory Pharmaceutical Services, Inc.	8	IHS Acquisition XXX, Inc.	100 Common
Pharm Plus Acquisition, Inc.	2	APS Enterprises Holding Company, Inc.	100 Common
IHS Acquisition XXX, Inc.	2	APS Enterprises Holding Company, Inc.	100 Common
AutoMed Technologies (Canada) Inc.	1	AutoMed Technologies, Inc.	65 Common
Anderson Packaging, Inc.	95	AmerisourceBergen Drug Corporation	85,229 Common
PMSI, Inc.	1	Pharmacy Corporation of America	100 Common

DEBT SECURITIES

<u>Issuer</u>	<u>Principal Amount</u>	<u>Date of Note</u>
AmerisourceBergen Drug Corporation	\$300,000,000.00	10/28/98
Medicap Pharmacies Inc. Fruth, Inc.	\$3,000,000	6/8/00
Big A Drug Stores OpTx Corporation	\$5,117,616.41	11/1/98
	\$17,999,990.00	7/11/01
	\$5,000,000	July, 1998

TRADEMARK

REEL: 003022 FRAME: 0677

SUBSIDIARY GUARANTORS

AmerisourceBergen Services Corporation, a Delaware corporation
AmerisourceBergen Drug Corporation, a Delaware corporation
AmeriSource Heritage Corporation, a Delaware corporation
AmeriSource Health Services Corporation, a Delaware corporation
AutoMed Technologies, Inc.
Bridge Medical, Inc., a Delaware corporation
Health Services Capital Corporation, a Delaware corporation
Pharmacy Healthcare Solutions, Ltd., a Texas limited partnership
Ion, LLC, a Delaware limited liability company
Alliance Health Services, Inc., a Delaware corporation
ASD Specialty Healthcare, Inc., a California corporation
Brownstone Pharmacy, Inc., a Connecticut corporation
Dunnington Drug, Inc., a Delaware corporation
Dunnington RX Services of Rhode Island, Inc., a Rhode Island corporation
Pharmacy Corporation of America - Massachusetts, Inc., a Delaware corporation
Pharmacy Corporation of America, a California corporation
PharMerica Drug Systems, Inc., a Maryland corporation
PharMerica, Inc., a Delaware corporation
Tmesys, Inc., a Florida corporation
US Bioservices Corporation, a Delaware corporation
APS Enterprises Holding Company, Inc., a Delaware corporation
HIS Acquisition XXX, Inc., a Delaware corporation
Ambulatory Pharmaceutical Services, Inc., a New Jersey corporation
Pharm Plus Acquisition, Inc., a Delaware corporation
Anderson Packaging, Inc., an Illinois corporation
PMSI, Inc., a Florida corporation