

2/7/05

02-14-2005

Form PTO-1594 (Rev. 06/04)  
OMB Collection 0651-0027 (exp. 6/30/2005)

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



102941052 ONLY

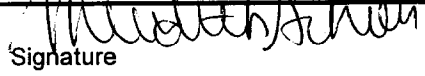
To the Director of the U.S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

<p><b>1. Name of conveying party(ies)/Execution Date(s):</b> Vanguard Health Systems, Inc.</p> <p><input type="checkbox"/> Individual(s)                      <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership              <input type="checkbox"/> Limited Partnership  <input checked="" type="checkbox"/> Corporation-State Delaware  <input type="checkbox"/> Other _____</p> <p>Citizenship (see guidelines) _____  Execution Date(s) <u>September 23, 2004</u>  Additional names of conveying parties attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p><b>2. Name and address of receiving party(ies)</b> <input type="checkbox"/> Yes  Additional names, addresses, or citizenship attached? <input type="checkbox"/> No</p> <p>Name: Bank of America, N.A. _____  Internal  Address: Mail Code: NCI-001-15-04 One Independence Center  Street Address: 101 N. Tryon Street  City: Charlotte _____  State: <u>North Carolina</u>  Country: <u>USA</u> Zip <u>28255-0001</u></p> <p><input type="checkbox"/> Association                      Citizenship _____  <input type="checkbox"/> General Partnership              Citizenship _____  <input type="checkbox"/> Limited Partnership              Citizenship _____  <input type="checkbox"/> Corporation                      Citizenship _____  <input checked="" type="checkbox"/> Other Collateral Agent              Citizenship _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No  (Designations must be a separate document from assignment)</p>
<p><b>3. Nature of conveyance</b></p> <p><input type="checkbox"/> Assignment                      <input type="checkbox"/> Merger  <input checked="" type="checkbox"/> Security Agreement              <input type="checkbox"/> Change of Name  <input type="checkbox"/> Other _____</p>	

<p><b>4. Application number(s) or registration number(s) and identification or description of the Trademark.</b></p>	
<p>A. Trademark Application No.(s) 75359181</p>	<p>B. Trademark Registration No.(s) 2901359</p> <p>Additional sheet(s) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

<p><b>5. Name &amp; address of party to whom correspondence concerning document should be mailed:</b></p> <p>Name: Meredith Schorr  Internal Address: <u>c/o White &amp; Case LLP</u>  Street Address: 1155 Avenue of the Americas  City: New York  State: <u>New York</u> Zip <u>10036</u>  Phone Number: (212) 819-8753  Fax Number: (212) 354-8113  Email Address: <u>trademarkdocket@whitecase.com</u></p>	<p><b>6. Total number of applications and registrations involved:</b> <span style="border: 1px solid black; padding: 2px;">2</span></p> <p><b>7. Total fee (37 CFR 2.6(b)(6) &amp; 3.41) \$65.00</b></p> <p><input type="checkbox"/> Authorized to be charged by credit card  <input checked="" type="checkbox"/> Authorized to be charged to deposit account  <input checked="" type="checkbox"/> Enclosed</p> <p><b>8. Payment Information:</b></p> <p>a. Credit Card                      Last 4 Numbers _____  Expiration Date _____</p> <p>b. Deposit Account Number <u>23-1705</u>  Authorized User Name _____</p>
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**9. Signature:** Meredith Schorr  \_\_\_\_\_

Date 2/7/05

Total number of pages including cover sheet, attachments, and document: 7

Name of Person Signing

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:  
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria VA 22313-1450

02/11/2005 EC30PER 00000264 75359181

01 FC:8521 40.00 OP  
02 FC:8522 25.00 OP

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

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, Vanguard Health Systems, Inc., a Delaware corporation (the "Grantor") with principal offices at 20 Burton Hills Boulevard, Suite 100, Nashville, TN 37215, hereby assigns and grants to Bank of America, N.A., as Collateral Agent, with principal offices at Mail Code: NC1-001-15-04 One Independence Center, 101 N. Tryon Street, Charlotte, NC 28255-0001 (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 September 23, 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.

\* \* \*

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

23 day of September, 2004.

VANGUARD HEALTH SYSTEMS, INC., Grantor

By Joseph D. Moore

Name:

**Joseph D. Moore**

Title:

**Executive Vice President, Chief  
Financial Officer and Treasurer**

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

By

Name:

**KEVIN WAGLEY**

Title:

**PRINCIPAL**

STATE OF New York )  
COUNTY OF New York ) SS:

On this 22<sup>nd</sup> day of September, 2004, before me personally came \_\_\_\_\_  
Kevin Wayley who, being by me duly sworn, did state as follows: that [s]he is  
Principal of Bank of America, N.A., 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.

Adam Greenhouse

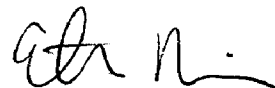
Notary Public

ADAM GREENHOUSE  
Notary Public, State of New York  
No. 01GR6109518  
Qualified in New York County  
Commission Expires May 10, 2008

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

On this 21<sup>st</sup> day of September, 2004, before me personally came \_\_\_\_\_

Joseph D. Moore who, being by me duly sworn, did state as follows: that [s]he is  
Executive V.P. of Vanguard Health Systems, 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

**ETHAN MINER**  
NOTARY PUBLIC, State of New York  
No. 01M16036478  
Qualified in Nassau County  
Certificate Filed in New York County  
Commission Expires January 24, 2006

**ETHAN MINER**  
NOTARY PUBLIC, State of New York  
No. 01M16036478  
Qualified in Nassau County  
Certificate Filed in New York County  
Commission Expires January 24, 2006

SCHEDULE A

<u>MARK</u>	<u>SER./REG. NO.</u>	<u>APP./REG. DATE</u>
Vanguard	75/359,181	September 18, 1997
Abrazo Healthcare	2,901,359	November 9, 2004

NEWYORK 4326728 (2K)

RECORDED: 02/07/2005

TRADEMARK  
REEL: 003119 FRAME: 0248