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FORM PTO-1018A
Expires 06/30/99
OMB 0651-0027

RECEIVED

04-11-2000

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

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OPR/FINANCE

RECORDATION FORM COVER SHEET

TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

04/11/2000 JSHRBRZZ 00000046 75747765

FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 525.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 002047 FRAME: 0465

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text" value="75/747,785"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,357,118"/>	<input type="text" value="1,357,119"/>	<input type="text" value="1,357,120"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,367,552"/>	<input type="text" value="1,496,074"/>	<input type="text" value="1,763,197"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,764,821"/>	<input type="text" value="1,775,444"/>	<input type="text" value="1,785,782"/>

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)
Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

LORI POTTS

03/02/00

Name of Person Signing

Signature

Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

FORM PTO-1618C
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

Enter Additional Conveying Party

Mark If additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark If additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from the Assignment.)

Trademark Application Number(s) or Registration Number(s)

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Mark If additional numbers attached

Trademark Application Number(s)

Registration Number(s)

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1,807,888	2,038,503	2,092,610
2,092,611	2,124,778	2,124,779
2,207,273	2,207,280	2,207,281
2,207,282	2,207,283	2,207,284
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GRANT OF SECURITY INTEREST (TRADEMARKS)

The undersigned, a Delaware limited liability company (the "Grantor"), is obligated to THE BANK OF NEW YORK, as Administrative Agent (the "Secured Party"), and has entered into a Security Agreement, dated as of March 19, 1998 (as amended, supplemented or otherwise modified from time to time, the "Security Agreement"), in favor of the Secured Party.

Pursuant to the Security Agreement, the Grantor granted to the Secured Party a security interest in and to all of the right, title and interest of the Grantor in and to the trademarks listed on Schedule 1, which trademarks are registered in the United States Patent and Trademark Office (the "Trademarks"), together with the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the prompt payment, performance and observance of its Obligations (as defined in the Security Agreement).

For good and valuable consideration, the receipt of which is hereby acknowledged, and for the purpose of recording the grant of the security interest as aforesaid, the Grantor does hereby further assign to the Secured Party, and grant to the Secured Party a security interest in, the Collateral to secure the prompt payment, performance and observance of its Obligations (as defined in the Security Agreement).

The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Secured Parties with respect to the assignment of and security interest in the Collateral made and granted hereby are set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

Upon the cash payment in full of all its Obligations (as defined in the Security Agreement), the Secured Party will take whatever actions are necessary at the Grantor's expense to release or reconvey to the Grantor all right, title and interest of the Grantor in and to the Collateral.

The Administrative Agent's address is: One Wall Street, New York, New York 10286.

235468.02

F-176 T-347 P.002/008

617-342-4001

TRADEMARK
Jan-25-2000 04:43pm FROM ESTEIN, BECKER & GREEN

REEL: 002047 FRAME: 0468

IN WITNESS WHEREOF, the Grantor has caused this Grant of Security Interest (Trademarks) to be duly executed by its duly authorized officer as of the 27th day of January, 2000.

HEALTH CARE MARKETING SERVICES, INC.

By: *K E J*
Name: *ROGER E AMBRO*
Title: *SR VP*

STATE OF Massachusetts)
COUNTY OF Suffolk) ss.:
)

On this 27th day of January, 2000, before me personally came Roger C. Amato to me known, who, being by me duly sworn, did depose and say that he resides at _____, that he is the SR. VP of HEALTH CARE MARKETING SERVICES, INC., the corporation described in and which executed the above instrument, and that he signed his name thereto by order of the board of directors thereof.

Michelle T. Bernard

Notary Public
[Notary's Stamp]

Michelle T. Bernard, Notary Public
My Commission Expires: July 29, 2005

Schedule 1
to
Grant of Security Interest (Trademarks)
Dated as of January 27, 2000

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>	<u>Registered Owner</u>
Dent/alert®	1,357,118	08/27/85	Health Care Marketing Services, Inc.
Opt/alert®	1,357,119	08/27/85	Health Care Marketing Services, Inc.
M.D./alert®	1,357,120	08/27/85	Health Care Marketing Services Inc.
You and Your Health®	1,367,552	10/29/85	Health Care Marketing Services, Inc.
Pharm/alert®	1,496,074	07/12/88	Health Care Marketing Services, Inc.
Pharm/renewal®	2,038,503	02/18/97	Health Care Marketing Services, Inc.
D.O./alert1®	1,763,197	04/06/93	Health Care Marketing

			Services, Inc.
Express Mailer®	1,785,782	08/03/93	Health Care Marketing Services, Inc.
International Express Mailer	1,807,888	11/30/93	Health Care Marketing Services, Inc.
HBA/alert®	1,764,821	04/13/93	Health Care Marketing Services, Inc.
Recall/alert®	1,775,444	06/08/93	Health Care Marketing Services, Inc.
HCMS Online®	2,092,611	09/02/97	Health Care Marketing Services, Inc.
HCMS True Track®	2,092,610	09/02/97	Health Care Marketing Services, Inc.
MD/alert Online	2,124,778	12/30/97	Health Care Marketing Services, Inc.
Pharm/alert Online	2,124,779	12/30/97	Health Care Marketing Services, Inc.

Health/alert	Registration in progress		Health Care Marketing Services, Inc.
P.A/alert®	2,207,273	12/01/98	Health Care Marketing Services, Inc.
N.P./alert®	2,207,283	12/01/98	Health Care Marketing Services, Inc.
D.E./alert®	2,207,281	12/01/98	Health Care Marketing Services, Inc.
Nurse/alert®	2,207,284	12/01/98	Health Care Marketing Services, Inc.
Managed Care/alert®	2,207,280	12/01/98	Health Care Marketing Services, Inc.
Hospital Pharm/alert®	2,207,282	12/01/98	Health Care Marketing Services, Inc.
Derm/alert	Not available as of 11/15/90		Health Care Marketing Services, Inc.
M.D./alert® Therapy	Cardio Applied for 04/26/99		Health Care Marketing Services, Inc.

M.D./alert@ Therapy	Diabetes	Registration in progress	