04-20-2000

Form PTO-1594
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RECORDATION FORM
TRADEMARKS

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PARTMENT OF COMMERCE
nd Trademark Office

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

2000 MAR 22 AM 10:36
OPR/FINANCE

1. Name of conveying party(ies):

Vanguard Health Systems, Inc.

- ☐ Individuals
- ☐ General Partnership -
- ☒ Corporation-State: Delaware
- ☐ Other
- ☐ Association
- ☐ Limited Partnership

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

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

Name: Morgan Stanley Senior Funding, Inc.

Internal Address:

Street Address: 1585 Broadway

City: New York State: New York ZIP: 10036

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

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 Interest
- ☐ Other
- ☐ Merger
- ☐ Change of Name

Execution Date: February 1, 2000

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

A. Trademark Application No.(s

75/359,181

Trademark Registration No.(s)\

Additional numbers attached? ☐ Yes ☒ No

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

Name: Brian Jaenicke, Legal Assistant

Internal Address: White & Case LLP

Street Address: 1155 Avenue of the Americas

City: New York State: NY ZIP: 10036

6. Total number of applications and registration involved: 1

7. Total fee (37 CFR 3.41): ..... $ 40.00

- ☒ Enclosed
- ☒ Authorized to be charged to deposit account, in case of deficiency

8. Deposit account number:

(23-1705 in case of deficiency)

(Attach duplicate copy of this page if paying by deposit account)

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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.

Brian T. Jaenicke
Name of Person Signing

Signature

3/22/2000
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:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

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.

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ASSIGNMENT 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 "Assignor") with principal offices at 20 Burton Hills Boulevard, Nashville, Tennessee 37215, hereby assigns and grants to Morgan Stanley Senior Funding, Inc., as Collateral Agent, with principal offices at 1585 Broadway, New York, New York 10036 (the "Assignee"), a security interest in (i) all of the Assignor'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, together with (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 ASSIGNMENT is made to secure the satisfactory performance and payment of all the Obligations of the Assignor, as such term is defined in the Security Agreement among the Assignor, the other assignors from time to time party thereto and the Assignee, dated as of February 1, 2000 (as amended from time to time, the "Security Agreement"). Upon the occurrence of the Termination Date (as defined in the Security Agreement), the Assignee shall, upon such satisfaction, execute, acknowledge, and deliver to the Assignor an instrument in writing releasing the security interest in the Marks acquired under this Assignment.

This Assignment has been granted in conjunction with the security interest granted to the Assignee under the Security Agreement. The rights and remedies of the Assignee with respect to the security interest granted herein are without prejudice to, and are in addition to those 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 Assignment are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

IN WITNESS WHEREOF, the undersigned have executed this Assignment as of the 1st day of February, 2000.

VANGUARD HEALTH SYSTEMS, INC.,
Assignor

By _____
Name: JOSEPH D. MOORE
Title: EXECUTIVE VICE PRESIDENT

MORGAN STANLEY ~~SENIOR FUNDING, INC.~~ & Co. Incorporated,
as Collateral Agent, Assignee

By _____
Name: Henry F. D'Alessandro
Title: Principal

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 1st day of February, 2000, before me personally came Joseph D. Moore who, being by me duly sworn, did state as follows: that he is Executive Vice President of Vanguard Health Systems, Inc., that he is authorized to execute the foregoing Assignment on behalf of said corporation and that he did so by authority of the Board of Directors of said corporation.

Notary Public

MICHAEL MAGGI
Notary Public, State of New York
No. 01MA6030598
Qualified in Queens County
Certificate Filed in New York County
Commission Expires Sept. 13, 1001

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STATE OF NEW YORK) New York
) ss.:
COUNTY OF NEW YORK) Queens

On this 28th day of January, 2000, before me personally came _____ John D'Alessandro who, being by me duly sworn, did state as follows: that he is Principal _____ of MORGAN STANLEY ~~SENIOR FUNDING, INC.~~ & Co. Incorporated, that he is authorized to execute the foregoing Assignment on behalf of said corporation and that he did so by authority of the Board of Directors of said corporation.

Danielle A. Goodman
Notary Public

DANIELLE A. GOODMAN
NOTARY PUBLIC, STATE OF NEW YORK
NO. 01G06017819
QUALIFIED IN QUEENS COUNTY
COMMISSION EXPIRES DECEMBER 21, 2000

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SCHEDULE A

U.S. TRADEMARKS

MARK	APPLICATION NO.	APPLICATION DATE
Vanguard	75/359,181	September 18, 1997

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