

12-07-2000

RECC



To the Director—U.S. Patent and Trademark

101542617

document or copy thereof.

Name of conveying party(ies):

HealthMagic, Inc

- Individual (s)
- General Partnership
- Corporation - State of Delaware
- Other

Additional name(s) of conveying party(ies) attached:

Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: 09/01/00

4. Application number(s) or trademark number(s)

A. Trademark Application No.(s)

(See attached Schedule)

Additional numbers attached? Yes No

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

Name: Charma Murphy, Legal Assistant

Internal Address: Porter, Wright, Morris & Arthur

Street Address: 41 S. High Street, 28th Floor

City: Columbus State: OH ZIP: 43215

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

Name: Adventist Health System Sunbelt Healthcare Corporation

Street Address: 111 North Orlando Avenue

City Winter Park State FL Zip 32789

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

If assignee is not domiciled in the United States, a domestic representative designation is attached:

Yes No

(Designation must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

B. Trademark Registration No.(s)

6. Total number of applications and trademarks involved: 4

7. Total fee (37 CFR 3.41): \$115.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number: 16-2326

(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 documents.

Aimee A. Zaleski

Name of Person Signing

Signature

11/14/00

Date

Total number of pages comprising cover sheet: 2

Do not detach this portion

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

Director—U.S. Patent and Trademark Office
Box Assignments
Washington, D.C. 20231

12/07/2000 MTHAI1 00000026 2247670

01 FC:4B1
02 FC:4A2

10.00 OP
15.00 OP

TRADEMARK
REEL: 002190 FRAME: 0176

SCHEDULE

4.

<u>Mark</u>	<u>Registration/ Application No.</u>	<u>Filing Date</u>	<u>Registration Date</u>
Design Mark	Reg. 2,247,679	3/31/98	5/25/99
CARECOMPASS	S.N. 75/323221	7/3/97	n/a
CARECOMPASS	S.N. 75/323220	7/3/97	n/a
HEALTHTALK	Reg. 2,390,169	1/19/99	9/26/2000

EXHIBIT 2
NOTICE OF GRANT OF SECURITY INTEREST

WHEREAS, a Loan Agreement ("Loan Agreement") was entered into on September 1, 2000 by and between HealthMagic Inc., a Delaware corporation, having a mailing address at 1501 Main Street, Columbia, South Carolina 29201 ("Assignor") and Adventist Health System Sunbelt Healthcare Corporation, a Florida non-profit corporation, having a mailing address at 111 North Orlando Avenue, Winter Park, Florida 32789 ("Assignee"), under the terms of the Loan Agreement Assignor has assumed certain obligations to Assignee; and

WHEREAS, in connection with the Loan Agreement, a Security Agreement (the "Security Agreement") was entered into as of the 1st day of September, 2000, between Assignor and Assignee, to secure Assignor's performance of said obligations to Assignee, and Assignor has agreed to grant to Assignee a security interest in various trademarks, service marks, designs, logos and other business identifiers ("Marks"), and the registrations thereof and pending applications therefor, listed in Schedule A attached hereto and as amended from time to time.

NOW, THEREFORE, for and in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby mutually acknowledged, Assignor hereby grants to Assignee a security interest in and to all of its right, title and interest in and to the Marks, and the registrations thereof and pending applications therefor, listed in Schedule A attached hereto and as amended from time to time, and the goodwill of Assignor's business symbolized by each of said Marks.

IN WITNESS WHEREOF, Assignor, by its duly authorized officer, has executed this

Notice of Grant of Security Interest.

HEALTHMAGIC, INC.

By: *Linda C Klute*
Linda C. Klute, Vice President

CERTIFICATE OF ACKNOWLEDGEMENT

STATE OF CALIFORNIA
COUNTY OF SAN DIEGO, SS:

On this 10 day of October, 2000, before me, a Notary Public in and for said County and State, personally appeared Linda C. Klute, known to me to be the person who as Vice President of HealthMagic, Inc., the company which executed the foregoing instrument, did sign the same, and acknowledge to me that he/she did so sign said instrument in the name and upon behalf of said company as such officer, and by authority of the resolution of its Board of Directors; and that the same is his/her free act and deed as such officer, and the free and corporate act and deed of said company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



Monica Valdivinos
Notary Public

SCHEDULE A

<u>Mark</u>	<u>Registration/ Application No.</u>	<u>Filing Date</u>	<u>Registration Date</u>
Design Mark	Reg. 2,247,679	3/31/98	5/25/99
CARECOMPASS	S.N. 75/323221	7/3/97	n/a
CARECOMPASS	S.N. 75/323220	7/3/97	n/a
HEALTHTALK	Reg. 2,390,169	1/19/99	9/26/2000

COLUMBUS/830396 v.03