

02-15-2002

Form PTO-1594
(Rev. 03/01)
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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

101984513

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

02-15-02

1. Name of conveying party(ies):
US Oncology, Inc.

2-15-02

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

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

2. Name and address of receiving party(ies)
Name: First Union National Bank, as Collateral Agent
Internal Address: _____
Address: _____
Street Address: 301 South College Street
City: Charlotte State: NC Zip: 28288-1139

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

Execution Date: February 1, 2002

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)

Additional number(s) attached Yes No

B. Trademark Registration No.(s)
75-698864, 75-698863, 75-698862

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Kimberly E. Zirkle, Paralegal
Internal Address: Robinson, Bradshaw & Hinson, P.A.

Street Address: 101 N. Tryon Street, Suite 1900

City: Charlotte State: NC Zip: 28246

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41) \$90.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
500327
(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.

Kimberly E. Zirkle, Paralegal _____ February 14, 2002
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and documents: 4

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

02/15/2002 6TON11 00000138 500327 75698864

01 FC:481 40.00 CH
02 FC:482 50.00 CH

TRADEMARK
REEL: 002444 FRAME: 0148


**GRANT OF SECURITY INTEREST
IN TRADEMARKS**

WHEREAS, US ONCOLOGY, INC. (the "Pledgor") is the owner of the trademarks and service marks listed on **Schedule A** attached hereto, which marks are registered or have pending registrations in the United States Patent and Trademark Office as set forth on **Schedule A** attached hereto (all such trademarks, service marks, registrations and applications, collectively, the "Trademarks") and

WHEREAS, the Pledgor has entered into a Pledge and Security Agreement (as amended, modified, restated or supplemented from time to time, the "Security Agreement"), dated as of February 1, 2002, in which the Pledgor has agreed with First Union National Bank, as Collateral Agent (the "Collateral Agent"), with offices at One First Union Center, 301 South College Street, Charlotte, North Carolina 28288-1139, to execute this Assignment;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, as security for the payment and performance of the Secured Obligations (as defined in the Security Agreement), the Pledgor does hereby grant to the Collateral Agent a security interest in all of its right, title and interest in and to the Trademarks, and the use thereof, together with all proceeds and products thereof and the goodwill of the businesses symbolized by the Trademarks. This Grant of Security Interest has been given in conjunction with the security interest granted to the Collateral Agent under the Security Agreement, and the provisions of this Grant of Security Interest are without prejudice to and in addition to the provisions of the Security Agreement, which are incorporated herein by this reference.

US ONCOLOGY, INC.

By: 
Name: Bruce D. Broussard
Title: Chief Financial Officer

State of Texas

County of Harris

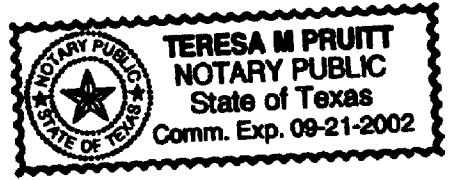
Before me appeared Bruce Broussard, the person who signed this instrument, who acknowledged that he/she signed it as a free act on his/her own behalf or on behalf of the identified corporation or other juristic entity with authority to do so.

This 28th day of January, 2002.

Teresa M. Pruitt

Notary Public

(Seal)



My Commission Expires: 09-21-2002

**Trademark Grant of Security Interest
Schedule A**

TRADEMARKS AND TRADEMARK APPLICATIONS

<u>Pledgor</u>	<u>Mark</u>	<u>Application or Registration No.</u>	<u>Country</u>	<u>Issue or Filing Date</u>
US Oncology, Inc.	US Oncology	75-698864	USA	3/28/00
US Oncology, Inc.	US Oncology and Design	75-698863	USA	8/15/00
US Oncology, Inc.	Design Only	75-698862	USA	6/20/00

ROBINSON, BRADSHAW & HINSON, P.A.

ATTORNEYS AT LAW

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February 14, 2002

VIA OVERNIGHT COURIER

U.S. Patent and Trademark Office
Assignment Division
Box Assignments, CG-4
1213 Jefferson Davis Highway
Suite 320
Washington, D.C. 20231

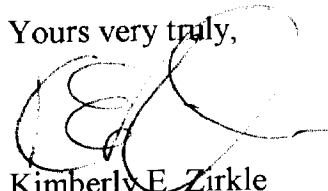
Re: Recordation of Security Interest in Trademark Registrations

Dear Sir or Madam:

Enclosed for recordation is evidence of a security interest in trademark registrations from US Oncology, Inc. to First Union National Bank.

As proof of receipt of this filing, please return the file-stamped evidence to our office. Please do not hesitate to contact me if you have any questions regarding this document.

Yours very truly,



Kimberly E. Zirkle
Paralegal

Enclosures