

02-19-2002



SHEET

TO: The Commissioner of Patents

101985088

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**Submission Type**

☒ New

☐ Resubmission  
Document ID#

(Non-Recordation)

☐ Correction of PTO Error

Reel #

Frame #

☐ Corrective Document

Reel #

Frame #

**Conveyance Type**

☐ Assignment

☐ License

☐ Security

☐ Nunc Pro Tunc Assignment

☐ Merger

☐ Change of Name

☒ Other

Notice of Grant of Security Interest

Effective Date  
Month Day Year  
12/14/01

**Conveying Party**

☐ Mark if additional names of conveying parties attached

Name

AMERIGROUP Corporation

Execution Date  
Month Day Year

12/14/01

Formerly

☐ Individual

☐ General Partnership

☐ Limited Partnership

☒ Corporation

☐ Association

☐ Other

☒ Citizenship/State of Incorporation/Organization

Delaware

**Receiving Party**

☐ Mark if additional names of receiving parties attached

Name

Bank of America, N.A., as Collateral Agent

DBA/AKA/TA

Composed of

Address (line 1)

231 S. LaSalle Street

Address (line 2)

Address (line 3)

Chicago

Illinois

60604

City

State/Country

Zip Code

☐ Individual

☐ General Partnership

☐ Limited Partnership

☐ Corporation

☐ Association

☒ Other

National Banking Association

☐ 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 Assignment.)

02/15/2002 10:00:00 00000017 76235078

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01 FC:481 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  
02 FC:482 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

**Domestic Representative Name and Address**

Enter for the first Receiving Party Only.

Name N/AAddress (line 1) Address (line 2) Address (line 3) Address (line 4) **Correspondent Name and Address**Area Code and Telephone Number (919) 286-8000Name Steven D. ThomasAddress (line 1) Moore & Van Allen PLLCAddress (line 2) 2200 West Main StreetAddress (line 3) Suite 800Address (line 4) Durham, North Carolina 27705**Pages**Enter the total number of pages of the attached conveyance document  
including any attachments.# 3**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)

76/235,07876/148,44276/064,2082,414,9312,245,0772,201,84776/216,44276/148,44175/846,6832,239,7112,272,8522,145,31476/157,86076/085,24875/846,6822,355,6602,215,4442,145,109**Number of Properties**

Enter the total number of properties involved.

# 29**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 740.00

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:

# 13-4365

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.*Steven D. Thomas

Name of Person Signing

Steven D. Thomas

Signature

January 11, 2000

Date Signed

**RECORDATION FORM COVER SHEET  
CONTINUATION  
TRADEMARKS ONLY**

**Conveying Party**☐

Mark if additional names of conveying parties attached

Enter Additional Conveying Party

**Execution Date**  
Month Day Year

Name

Formerly

☐ Individual    ☐ General Partnership    ☐ Limited Partnership    ☐ Corporation    ☐ Association
☐ Other☐ Citizenship/State of Incorporation/Organizaiton**Receiving Party**☐

Mark if additional names of receiving parties attached

Enter Additional Receiving Party

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

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Zip Code

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Incorporation/Organization

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Trademark Application Number(s)

Registration Number(s)

75/807,199

76/122,464

2,145,108

75/748,598

2,143,048

75/646,567

2,037,585

75/646,564

2,388,749

75/646,563

75/646,562

NOTICE OF  
GRANT OF SECURITY INTEREST IN  
TRADEMARKS

United States Patent and Trademark Office

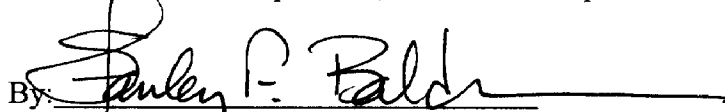
Ladies and Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of December 14, 2001 (as the same may be amended, modified, extended or restated from time to time, the "Security Agreement") by and among the Grantors party thereto (each an "Grantor" and collectively, the "Grantors") and Bank of America, N.A., as Collateral Agent (the "Collateral Agent") for the holders of the Secured Obligations referenced therein, the undersigned Grantor has granted a continuing security interest in and a right of set off against any and all right, title and interest of such Grantor in the trademarks and trademark applications on Schedule A attached hereto to the Collateral Agent for the ratable benefit of the holders of the Secured Obligations.

The Grantors and the Collateral Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

AMERIGROUP Corporation, a Delaware corporation

By: 

Name: Stanley R. Baldwin

Title: Senior Vice President, General Counsel  
and Secretary

Grantor's Address:

4425 Corporation Lane  
Virginia Beach, Virginia 23462

Acknowledged and Accepted:

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

By: \_\_\_\_\_

Name:

Title:

NOTICE OF  
GRANT OF SECURITY INTEREST IN  
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Very truly yours,

\_\_\_\_\_  
AMERIGROUP Corporation, a Delaware corporation


By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

Grantor's Address:

4425 Corporation Lane  
Virginia Beach, Virginia 23462

Acknowledged and Accepted:

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

By:   
Name: Shannon Collins  
Title: Vice President

**AMERIGROUP Corporation**  
(Delaware Corporation)

**U.S. Trademarks**

**Registered Marks**

Mark	Registration No.	Registration Date
AN AMERIGROUP COMPANY	2,414,931	12/26/00
PICK THE PURPLE PLAN	2,239,711	4/13/99
AMERIKIDS	2,355,660	6/6/00
AMERITEENS	2,245,077	5/11/99
MERICA CORPORATION	2,272,852	8/24/99
AMERIGROUP	2,215,444	12/29/98
AMERINET	2,201,847	11/3/98
AMERICORP	2,145,314	3/17/98
AMERIGOLD	2,145,109	3/17/98
AMERIPLUS	2,145,108	3/17/98
AMERIPRIME	2,143,048	3/10/98
AMERICAID	2,037,585	2/11/97
REAL CARING	2,388,749	9/19/00

**Pending Applications**

Mark	Appl. Serial No.	Filing Date
CARING TODAY FOR A HEALTHY TOMORROW	76-235,078	4/3/01
Miscellaneous Design	76-216,442	2/26/01
REMIX STRATEGY	76-157,860	11/1/00
KNOWLEDGE CENTERS	76-148,442	10/17/00
KNOWLEDGE CENTERS	76-148,441	10/17/00
AMERIFAM	76-085,248	7/8/00
AMGP	76-064,208	6/6/00
EMERIGROUP CORPORATION (Stylized)	75-846,683	11/12/99
EAMERIGROUP CORPORATION	75-846,682	11/12/99
AMERITOLS	75-807,199	11/21/00
AMERICHAMP	75-748,598	7/7/99
AMERIONE	75-646,567	2/23/99
AMERIMATION	75-646,564	2/23/99
AMERILOGIX	75-646,563	2/23/99
AMERIFLEX	75-646,562	2/23/99
AMGPONLINE	76-122,464	9/1/00