

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest

CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
AmeriGroup Corporation		10/22/2003	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	Bank of America, N.A., as Collateral Agent
Street Address:	231 S. LaSalle Street
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60604
Entity Type:	national banking association: UNITED STATES

PROPERTY NUMBERS Total: 26

Property Type	Number	Word Mark
Registration Number:	2510434	CARING TODAY FOR A HEALTHY TOMORROW
Registration Number:	2754934	REMIX STRATEGY
Registration Number:	2629012	AMERIFAM
Registration Number:	2407364	AMERITOLS
Registration Number:	2388749	REAL CARING
Registration Number:	2525618	AMERIONE
Registration Number:	2414931	AN AMERIGROUP COMPANY
Registration Number:	2239711	PICK THE PURPLE PLAN
Registration Number:	2245077	AMERITEENS
Registration Number:	2272852	MERICA CORPORATION
Registration Number:	2215444	AMERIGROUP
Registration Number:	2201847	AMERINET
Registration Number:	2145314	AMERICORP
Registration Number:	2145109	AMERIGOLD
Registration Number:	2145108	AMERIPLUS

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Registration Number:	2143048	AMERIPRIME
Registration Number:	2037585	AMERICAID
Serial Number:	78197221	AGP
Serial Number:	78149161	AMERISPAN
Serial Number:	76409204	TAKING CARE OF BABY AND ME
Serial Number:	76064208	AMGP
Registration Number:	2355660	AMERIKIDS
Serial Number:	78311951	POWER HOUR
Serial Number:	78311942	POWER ZONE
Serial Number:	78311965	POWER UP
Serial Number:	78311959	POWER PLAY

CORRESPONDENCE DATA

Fax Number: (919)286-8199
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
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Email: PTO_TMconfirmation@mvalaw.com
Correspondent Name: Moore & Van Allen PLLC
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Address Line 2: Suite 800
Address Line 4: Durham, NORTH CAROLINA 27705

ATTORNEY DOCKET NUMBER:	017625.2529
NAME OF SUBMITTER:	Steven D. Thomas

Total Attachments: 3
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NOTICE OF
GRANT OF SECURITY INTEREST IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Amended and Restated Security Agreement, dated as of October 21, 2003 (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 F. Baldwin

Title: Executive Vice President, General Counsel
and President

Grantor's Address:
4425 Corporation Lane
Virginia Beach, Virginia 23462

Acknowledged and Accepted:

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

By: *Annie Cuenco*
Name: **Annie Cuenco**
Title: **Assistant Vice President**

Schedule A

**AMERIGROUP Corporation
(Delaware Corporation)**

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
CARING TODAY FOR A HEALTHY TOMORROW	2510434	11/20/01
REMIX STRATEGY	2754934	8/26/03
AMERIFAM	2629012	10/1/02
AMERITOLS	2407364	11/21/00
REAL CARING	2388749	9/19/00
AMERIONE	2525618	1/1/02
AN AMERIGROUP COMPANY	2414931	12/26/00
PICK THE PURPLE PLAN	2239711	4/13/99
AMERITEENS	2245077	5/11/99
MERICA CORPORATION	2272852	8/24/99
AMERIGROUP	2215444	12/29/98
AMERINET	2201847	11/3/98
AMERICORP	2145314	3/17/98
AMERIGOLD	2145109	3/17/98
AMERIPLUS	2145108	3/17/98
AMERIPRIME	2143048	3/10/98
AMERICAID	2037585	2/11/97
AMERIKIDS	2355660	6/6/00

Pending Applications

Mark	Appl. Serial No.	Filing Date
AGP	78197221	12/23/02
AMERISPAN	78149161	7/31/02
TAKING CARE OF BABY AND ME	76409204	5/16/02
AMGP	76064208	6/6/00
POWER HOUR	78311951	10/10/03
POWER ZONE	78311942	10/10/03
POWER UP	78311965	10/10/03
POWER PLAY	78311959	10/10/03