

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	Notice of Grant of Security Interest
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
After Hours Pediatrics, Inc.		03/23/2004	CORPORATION: FLORIDA

RECEIVING PARTY DATA	
Name:	Bank of America, N.A., as Administrative Agent
Street Address:	1455 Market Street, 5th Floor
Internal Address:	CA5-701-05-19
City:	San Francisco
State/Country:	CALIFORNIA
Postal Code:	94103
Entity Type:	national banking association: UNITED STATES

PROPERTY NUMBERS Total: 1		
Property Type	Number	Word Mark
Registration Number:	2450944	AFTER HOURS PEDIATRICS URGENT CARE FOR INFANTS CHILDREN AND YOUNG ADULTS

CORRESPONDENCE DATA	
Fax Number:	(919)286-8199
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	919 286-8041
Email:	PTO_TMconfirmation@mvalaw.com
Correspondent Name:	Moore & Van Allen PLLC
Address Line 1:	2200 West Main Street
Address Line 2:	Suite 800
Address Line 4:	Durham, NORTH CAROLINA 27705

ATTORNEY DOCKET NUMBER:	017625.2651
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NAME OF SUBMITTER:	Ellen A. Rubel
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Total Attachments: 4
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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of March 23, 2004 (the "Agreement") by and among the Obligor party thereto (each an "Obligor" and collectively, the "Obligors") and Bank of America, N.A., as Administrative Agent (the "Administrative Agent") for the Lenders referenced therein (the "Lenders"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Administrative Agent for the ratable benefit of the Lenders:

TRADEMARKS

<u>Trademark No.</u>	Description of Trademark <u>Item</u>	Date of <u>Trademark</u>
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See attached Schedule

TRADEMARK APPLICATIONS

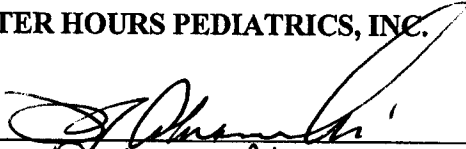
<u>Trademark Applications No.</u>	Description of Trademark <u>Applied For</u>	Date of Trademark <u>Applications</u>
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NONE

The Obligors and the Administrative Agent, on behalf of the Lenders, 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 Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

AFTER HOURS PEDIATRICS, INC.

By: 
Name: Robert Abramowski
Title: Vice President

Acknowledged and Accepted:

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

By: _____
Name: _____
Title: _____

The Obligors and the Administrative Agent, on behalf of the Lenders, 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 Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

AFTER HOURS PEDIATRICS, INC .
~~XXXXXXXXXXXX~~

By: _____
Name: _____
Title: _____

Acknowledged and Accepted:

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

By: *Amir Saleem*
Name: AAMIR SALEEM
Title: Vice President

After Hours Pediatrics, Inc.
(f/k/a After Hours Pediatric Practices, Inc.)
(Florida Corporation)

U.S. Trademark

Registered Mark

Mark	Registration No.	Registration Date
AFTER HOURS PEDIATRICS URGENT CARE FOR	2450944	5/15/01