

10-17-2003

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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies): MEDCOM, INC.

103-03

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

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

2. Name and address of receiving party(ies)

Name: Citicorp North America

Internal Address: as Collateral Agent

Street Address: 390 Greenwich Street

City: New York State: NY Zip: 10013

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State New York Banking Corporation 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 Trademark Security Agreement

Execution Date: 09/25/2003

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) SEE SCHEDULE A

B. Trademark Registration No.(s) SEE SCHEDULE A

Additional number(s) attached Yes No

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

Name:

Internal Address:

Street Address:

City: State: NY Zip: 10005

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41) \$ 40.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

10/16/2003 DBTRNE 00000143 1883405

01 FC:052

40.00

DO NOT USE THIS SPACE

9. Signature.

James P. Murphy Name of Person Signing

James P. Murphy Signature

September 29, 2003

Date

Total number of pages including cover sheet, attachments, and document: 7

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

Schedule A

MEDCOM INC.

UNITED STATES TRADEMARK REGISTRATION

REGISTRATION:

<u>OWNER</u>	<u>REGISTRATION NUMBER</u>	<u>REGISTRATION DATE</u>	<u>EXP DATE</u>	<u>DESCRIPTION</u>
Medcom, Inc.	1,883,405	3/14/95	3/14/05	MEDCOM

TRADEMARK SECURITY AGREEMENT

This TRADEMARK SECURITY AGREEMENT, dated as of September 25, 2003, by and between MEDCOM, INC., a New Jersey corporation, (the "Grantor"), and CITICORP NORTH AMERICA, INC., in its capacity as collateral agent pursuant to the Credit Agreement (as defined in the Security Agreement, defined below), as pledgee, assignee and secured party (in such capacities and together with any successors in such capacities, the "Collateral Agent"). Capitalized terms used but not defined herein shall have the meanings assigned to such terms in the Security Agreement.

WHEREAS, the Grantor has, pursuant to that certain security agreement dated as of September 25, 2003 (the "Security Agreement"), granted to the Collateral Agent for the benefit of the Secured Parties a security interest in and to all of the right, title and interest of Grantor, in, to and under the Collateral, including with respect thereto, the Trademarks, as collateral security for the payment and performance in full when due of the Obligations; and

WHEREAS, the Grantor and the Collateral Agent wish to further memorialize the security interest described above as it relates to the registered and pending U.S. federal Trademarks identified in Schedule A, attached hereto, and incorporated herein by this reference.

NOW THEREFORE, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, the Grantor hereby grants unto the Collateral Agent a security interest in and lien on in all of its right, title and interest in the Trademarks identified in Schedule A attached hereto, as collateral security for the payment and performance in full when due of the Obligations. The Grantor and the Collateral Agent hereby acknowledge and agree that the security interest in the Trademarks identified in the attached Schedule A is not to be construed as an assignment of any such Trademark.

(Signature page follows)

IN WITNESS WHEREOF, the Grantor has executed this Trademark Security

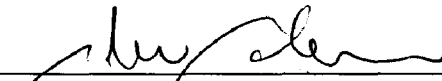
Agreement as an instrument as of the date first written above.

MEDCOM, INC.

By: _____
Name:
Title:

Acknowledged and Agreed:

CITICORP NORTH AMERICA, INC.

By: 
Name: Andrew Robinson
Title: Vice President

IN WITNESS WHEREOF, the Grantor has executed this Trademark Security


Agreement as an instrument as of the date first written above.

MEDCOM, INC.

By: 

Name:

Title:


Gregory Connors
vice President + Secretary

Acknowledged and Agreed:

CITICORP NORTH AMERICA, INC.

By: _____

Name:

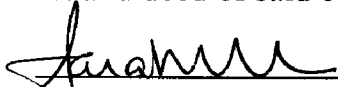
Title:

ACKNOWLEDGMENT OF GRANTOR

STATE OF NY)
)
COUNTY OF NY)

ss.

On this 24th day of September, 2003 before me personally appeared Gregory Connors, proved to me on the basis of satisfactory evidence to be the person who executed the foregoing instrument on behalf of MEDCOM, INC., who being by me duly sworn did depose and say that he is an authorized officer of said corporation, that the said instrument was signed on behalf of said corporation as authorized by its Board of Directors and that he acknowledged said instrument to be the free act and deed of said corporation.



Notary Public

{seal}

SARAH MCCONVILLE
NOTARY PUBLIC, State of New York
No. 01MC6093076
Commission Expires 05/27/2007

Schedule A

MEDCOM INC.

UNITED STATES TRADEMARK REGISTRATION

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<u>OWNER</u>	<u>REGISTRATION NUMBER</u>	<u>REGISTRATION DATE</u>	<u>EXP DATE</u>	<u>DESCRIPTION</u>
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