Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)

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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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):

Fleet National Bank, as Agent

- [ ] Individual(s)
- [ ] Association
- [ ] General Partnership
- [ ] Limited Partnership
- [ ] Corporation-State
- [x] Other National Banking Association

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

2. Name and address of receiving party(ies)

Name: LogisitCare Solutions, LLC

Internal Address: Suite 200

Street Address: 1640 Phoenix Boulevard

City: Atlanta State: GA Zip: 30349

- [ ] Individual(s) citizenship
- [ ] Association
- [ ] General Partnership
- [ ] Limited Partnership
- [ ] Corporation-State
- [x] Other Delaware limited liability company

If assignee is not domiciled in the United States, a domestic representative designation is attached: [ ] Yes [x] No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? [ ] Yes [x] No

3. Nature of conveyance:

- [ ] Assignment
- [ ] Merger
- [ ] Security Agreement
- [ ] Change of Name
- [x] Other Termination and Release of Security Interest In Certain Trademarks

Execution Date: 5/28/2004

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 2,419,882
2,431,949

Additional number(s) attached [ ] Yes [x] No

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

Name: Andrew Nash

Internal Address:

Street Address: Bingham McCutchen LLP
150 Federal Street

City: Boston State: MA Zip: 02110

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41).....$ 65.00

- [x] Enclosed
- [ ] Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Andrew Nash	Andrew Nash	June 14, 2004
Name of Person Signing	Signature	Date

Total number of pages including cover sheet, attachments, and document: 5

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

OP $65.00 2419882

700091378

TERMINATION AND RELEASE OF SECURITY INTERESTS IN CERTAIN TRADEMARKS

TERMINATION AND RELEASE OF SECURITY INTERESTS IN CERTAIN TRADEMARKS ("Release"), dated as of May 28, 2004, by **FLEET NATIONAL BANK (f/k/a BANKBOSTON, N.A.)** a national banking association, as agent (the "Agent") for itself and the other lending institutions which is party to that certain Amended and Restated Loan Agreement dated as of May 10, 2002 (as amended and in effect from time to time, the "Loan Agreement"), among LogistiCare Solutions, LLC (the "Company"), Fleet National Bank and Brown Brothers Harriman & Co. as lenders (the "Lenders") and the Agent.

WHEREAS, pursuant to the terms of that certain Patent and Trademark Security Agreement between the Company and the Agent and recorded with the USPTO on or about September 16, 1999 (Reel Number 1958 and Frame Number 0789), each for the purpose of securing certain obligations of the Company to the Agent, on behalf of itself and the lenders party thereto, the Company granted to the Agent, for the benefit of the Lenders, a security interest in and lien on, and collaterally assigned to the Agent all of its trademarks, trademark registrations and associated goodwill, including, without limitation, the Trademarks identified on Schedule A attached hereto) (such Trademarks referred to herein as the "Named Trademarks"); and

WHEREAS, the Agent has agreed to terminate and release its security interest and all of its right, title and interest in each of the Named Trademarks as herein provided;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Agent and the Company hereby agree as follows:

1. **Release and Assignment**. The Agent hereby terminates and releases its security interest in and first priority lien on all of the Company's Named Trademarks, and the Agent hereby assigns and transfers to the Company, without recourse, all of the Agent's right, title and interest in and to each of the Named Trademarks and the related patent registrations and goodwill, effective as of the date set forth above.

2. **Counterparts**. This Release may be executed in any number of counterparts which shall together constitute one and the same agreement.

IN WITNESS WHEREOF, the Agent and the Company have executed this Release, to effect as of the date first set forth above.

FLEET NATIONAL BANK, as Agent

By: Pamela A. Kuong
Name: Pamela A. Kuong
Title: Senior Vice President

:S/1320423

CERTIFICATE OF ACKNOWLEDGMENT

COMMONWEALTH OR STATE OF MASSACHUSETTS)
COUNTY OF SUFFOLK) ss.

On this 26th day of May, 2004, before me, the undersigned notary public, personally appeared Pamela A. Kuong, proved to me through satisfactory evidence of identification, which were/MA DRIVER'S LICENSE, to be the person whose name is signed on the preceding or attached document, and acknowledged to me that she signed it voluntarily for its stated purpose (as Senior Vice President for Fleet National Bank, a national banking association).

Patricia A Mallard
(official signature and seal of notary)

My commission expires: DECEMBER 17, 2004

PATRICIA A. MALLARD
Notary Public
Commonwealth of Massachusetts
My Commission Expires
December 17, 2004

BUSDOCS/1320423

Exhibit A

Trademarks and Trademark Publications

Trademarks or Service Marks	Registrations -- United States Patent and Patent Office	
	Registration No.	Date
LOGISTICARE (stylized)	2419882	1/9/2001
LOGISTICARE	2431949	2/27/2001

BINGHAM McCUTCHEN

Facsimile

TO	U. S. Patent and Trademark Office	CLIENT/MATTER	0001000/0000307916
COMPANY		PHONE NUMBER	703-308-9723
FROM	Andrew N.C. Nash –Paralegal	FAX NUMBER	**703-306-5995**
DATE	**6/14/2004** **TKPR NO** 13604	TOTAL PAGES	7

Bingham McCutchen LLP
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617.951.8736 fax

bingham.com

Boston
Hartford
London
Los Angeles
New York
San Francisco
Silicon Valley
Singapore
Walnut Creek
Washington

Please find attached the following:

- Termination and Release of Security Interests in Certain Trademarks along with the required Recordation Form Cover Sheet
- Credit Card Payment Form Number 2038

Please record the attached and return to me at the address/fax noted.

If you have, any questions regarding this please do not hesitate to contact me.

Kind Regards,

Andrew Nash
Bingham McCutchen, LLP
150 Federal Street
Boston, MA 02110
phone: 617-951-8610
fax: 617-951-8736
andrew.nash@bingham.com

Our fax number is 617.951.8736. The Fax Operator is TRICIA MALLARD. If there are any problems during this transmission, please call our office at 617.951.8147.

The information in this transmittal is privileged and confidential and is intended only for the recipient(s) listed above. If you are neither the intended recipient(s) nor a person responsible for the delivery of this transmittal to the intended recipient(s), you are hereby notified that any unauthorized distribution or copying of this transmittal is prohibited. If you have received this transmittal in error, please notify us immediately at 617.951.8147 and return the transmittal to the sender. Thank you.

SENDER'S CONFIRMATION

RETURN TO:	Andrew N.C. Nash	FLOOR NUMBER:	21
YOUR FAX HAS BEEN SENT TO:		DATE/TIME STAMP:	