

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	RELEASE BY SECURED PARTY

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Bank of America, N.A.		03/26/2007	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Amerigroup Corporation
Street Address:	4425 Corporation Lane
City:	Virginia Beach
State/Country:	VIRGINIA
Postal Code:	23462
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 36

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

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Registration Number:	2145108	AMERIPLUS
Registration Number:	2143048	AMERIPRIME
Registration Number:	2037585	AMERICAID
Registration Number:	2355660	AMERIKIDS
Registration Number:	2872737	AGP
Registration Number:	2940921	POWER ZONE
Registration Number:	2958522	POWER UP
Serial Number:	78311951	POWER HOUR
Serial Number:	76216442	
Serial Number:	76148442	KNOWLEDGE CENTERS
Serial Number:	76148441	KNOWLEDGE CENTERS
Serial Number:	76064208	AMGP
Serial Number:	75846683	EMERIGROUP CORPORATION
Serial Number:	75846682	EAMERIGROUP CORPORATION
Serial Number:	75748598	AMERICHAMP
Serial Number:	75646564	AMERIMATION
Serial Number:	75646563	AMERIOLOGIX
Serial Number:	75646562	AMERIFLEX
Serial Number:	76122464	AMGPONLINE
Serial Number:	78311959	POWER PLAY
Serial Number:	78149161	AMERISPAN
Registration Number:	2812238	TAKING CARE OF BABY AND ME

CORRESPONDENCE DATA

Fax Number: (312)993-9767
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 312-993-2647
Email: zeynep.gieseke@lw.com
Correspondent Name: Zeynep Gieseke
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Address Line 4: Chicago, ILLINOIS 60606-6401

ATTORNEY DOCKET NUMBER:	022411-0744
NAME OF SUBMITTER:	Zeynep Gieseke
Signature:	/zg/

Date:

03/27/2007

Total Attachments: 2

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TERMINATION OF SECURITY INTEREST IN TRADEMARKS

This **TERMINATION OF SECURITY INTEREST IN TRADEMARKS**, dated as of March 26, 2007, is made by Bank of America, N.A., as Collateral Agent for the holders of the Secured Obligations pursuant to the Security Agreement described below (the "Secured Party").

WHEREAS, pursuant to that certain Security Agreement dated as of December 14, 2001 by and between the Secured Party and Amerigroup Corporation (the "Grantor") and that certain Amended and Restated Security Agreement dated as of October 22, 2003 by and between the Secured Party and Grantor, Grantor has granted a continuing security interest in and right of set off against all of Grantor's right, title and interest in and to certain personal property to the Secured Party, including without limitation a security interest in certain trademarks, trademark applications, and/or trademark licenses ("Trademarks");

WHEREAS, the security interest granted to the Secured Party was recorded in the form of a Notice of Grant of Security Interest in Trademarks at the United States Patent and Trademark Office on November 18, 2003 at Reel 2748 and Frame 0657; and

WHEREAS, the security interest granted to the Secured Party was recorded in the form of a Notice of Grant of Security Interest in Trademarks at the United States Patent and Trademark Office on January 31, 2002 at Reel 2444 and Frame 0935; and

WHEREAS, the Secured Party has agreed to terminate and release its security interest in all of such Trademarks, including, without limitation, the Trademarks identified on Schedule A attached hereto.

NOW, THEREFORE, for valuable consideration, the Secured Party hereby terminates and releases all mortgages, liens, and security interests granted to the Secured Party in the following Trademarks:

1. all of the Grantor's Trademarks to which the Grantor is a party including those referred to on Schedule A attached hereto;
2. all goodwill of the business connected with the use of, and symbolized by, each Trademark; and
3. all products and proceeds of the foregoing, including, without limitation, any claim by the Grantor against third parties for past, present or future (i) infringement or dilution of any Trademark or (ii) injury to the goodwill associated with any Trademark.

IN WITNESS WHEREOF, the Secured Party has caused this Termination of Security Interest in Trademarks to be duly executed as of the date first set forth above.

Secured Party:

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

By: 

Name: Kevin L. Ahart

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
AGP	2872737	08/10/04
TAKING CARE OF BABY AND ME	2812238	02/10/04
POWER ZONE	2940921	04/12/05
POWER UP	2958522	05/31/05

Pending Application

Mark	Appl. Serial No.	Filing Date
POWER HOUR	78311951	10/10/03
Miscellaneous Design	76216442	02/26/01
KNOWLEDGE CENTERS	76148442	10/17/00
KNOWLEDGE CENTERS	76148441	10/17/00
AMGP	76064208	06/06/00
EMERIGROUP CORPORATION (Stylized)	75846683	11/12/99
EAMERIGROUP CORPORATION	75846682	11/12/99
AMERICHAMP	75748598	07/07/99
AMERIMATION	75646564	02/23/99
AMERILOGIX	75646563	02/23/99
AMERIFLEX	75646562	02/23/99
AMGPONLINE	76122464	09/01/00
POWERPLAY	78311959	10/10/03
AMERISPAN	78149161	07/31/02

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