

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest in Trademarks		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Healthspring, Inc.		02/11/2010	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Bank of America, N.A., as Administrative Agent		
Street Address:	901 Main Street		
Internal Address:	Mailcode: TX1-492-14-06		
City:	Dallas		
State/Country:	TEXAS		
Postal Code:	75202-3715		
Entity Type:	national banking association: UNITED STATES		
PROPERTY NUMBERS Total: 7			
Property Type	Number	Word Mark	
Registration Number:	2724418	HEALTHSPRING CARES	
Registration Number:	2721573	HEALTHSPRING	
Registration Number:	2772756	COMMUNITY PPO OF MIDDLE TENNESSEE	
Registration Number:	3732278	SILVER STARS PRESENTED BY HEALTHSPRING	
Registration Number:	3486871	HEALTHSPRING MORE FROM MEDICARE. MORE FROM LIFE.	
Serial Number:	77445268	OPTIMACARE	
Serial Number:	76686975	LIVINGWELL HEALTH CENTER BY HEALTHSPRING	
CORRESPONDENCE DATA			
Fax Number:	(919)416-8328		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	9192868041		
Email:	pto_tmconfirmation@mvalaw.com		
Correspondent Name:	Moore & Van Allen PLLC		

OP \$190.00 2724418

900154872

TRADEMARK
 REEL: 004150 FRAME: 0373

Address Line 1: 430 Davis Drive
Address Line 2: Suite 500
Address Line 4: Morrisville, NORTH CAROLINA 27560

ATTORNEY DOCKET NUMBER: 017625-4553 EAR

NAME OF SUBMITTER: Ellen A. Rubel

Signature: /Ellen A. Rubel/

Date: 02/16/2010

Total Attachments: 4
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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 Security and Pledge Agreement dated as of February 11, 2010 (as the same may be amended, modified, extended or restated from time to time, the "Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Bank of America, N.A., as Administrative Agent (the "Administrative Agent") for the holders of the Secured Obligations referenced therein, 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 holders of the Secured Obligations:

TRADEMARKS

<u>Trademark No.</u>	Description of Trademark <u>Item</u>	Date of <u>Trademark</u>
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See Schedule 1 attached hereto.

TRADEMARK APPLICATIONS

<u>Trademark Applications No.</u>	Description of Trademark <u>Applied For</u>	Date of Trademark <u>Applications</u>
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See Schedule 1 attached hereto.

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

Very truly yours,

HEALTHSPRING, INC.,
a Delaware corporation

By: K. L. Wipf
Name: Karey L. Wipf
Title: Executive Vice President and Chief Financial Officer

CHAR211225809

HEALTHSPRING, INC.
NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS

TRADEMARK
REEL: 004150 FRAME: 0376

Acknowledged and Accepted:

BANK OF AMERICA, N.A.
as Administrative Agent

By: 

Name: Roberto Salazar

Title: Assistant Vice President

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HEALTHSPRING, INC.
NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS

Schedule 1

**HealthSpring, Inc.
(Delaware Corporation)**

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
HEALTHSPRING CARES	2724418	6/10/03
HEALTHSPRING	2721573	6/3/03
COMMUNITY PPO OF MIDDLE TENNESSEE	2772756	10/7/03
SILVER STARS PRESENTED BY HEALTHSPRING and Design	3732278	12/29/09
HEALTHSPRING MORE FROM MEDICARE. MORE FROM LIFE. and Design	3486871	8/19/08

Pending Applications

Description	Application No.	Filing Date
OPTIMACARE	77445268	4/10/08
LIVINGWELL HEALTH CENTER BY HEALTHSPRING and Design	76686975	2/19/08