

06-03-2004

5/27/04



Form PTO-1594
1-31-92

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TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
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):
Vanguard Health Systems, Inc. **2004 MAY 27 AM 9:08**

Individuals
 General Partnership -
 Corporation-State - Delaware
 Other

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

FINANCE SECTION

2. Name and address of receiving party(ies):
Name: Bank of America, N.A.
Internal Address: _____
Street Address: One Independence Center, 101 N. Tryon Street
City: Charlotte State: NC ZIP: 28255-0001

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation- _____
 Other Collateral Agent

3. Nature of conveyance:
 Assignment Merger
 Security Interest Change of Name
 Other _____

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
75/359181
76/550744

Additional numbers attached? Yes No

Trademark Registration No.(s)

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Elizabeth Nunn
Internal Address: c/o White & Case LLP
Street Address: 1155 Avenue of the Americas
City: New York State: New York ZIP: 10036

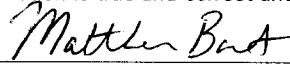
6. Total number of applications and registration involved 2

7. Total fee (37 CFR 3.41): \$65.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
23-1705 (in event of deficiency)
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Matthew Bart  May 27, 2004
Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 1

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Mail Stop Assignment Recordation Services
Director of US Patent and Trademark Office
PO Box 1450
Alexandria, VA 22313-1450

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

06/02/2004 DBYRNE 00000044 75359181

01 FC:8521 40.00 OP
 02 FC:8522 25.00 OP

5/27/2004 1:40 PM (2K)
 NEWYORK 4041458
 mgs-recordingformcoversheetvanguardhealth

TRADEMARK
REEL: 002981 FRAME: 0678

**GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS**

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, Vanguard Health Systems, Inc., a Delaware corporation (the "Grantor") with principal offices at 20 Burton Hills Boulevard, Suite 100, Nashville, TN 37215, hereby assigns and grants to Bank of America, N.A., as Collateral Agent, with principal offices at Mail Code: NC1-001-15-04 One Independence Center, 101 N. Tryon Street, Charlotte, NC 28255-0001 (the "Grantee"), a security interest in (i) all of the Grantor's right, title and interest in and to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT is made to secure the satisfactory performance and payment of all the Obligations of the Grantor, as such term is defined in the Security Agreement among the Grantor, the other assignors from time to time party thereto and the Grantee, dated as of May __, 2004 (as amended, modified, restated and/or supplemented from time to time, the "Security Agreement"). Upon the occurrence of the Termination Date (as defined in the Security Agreement), the Grantee shall execute, acknowledge, and deliver to the Grantor an instrument in writing releasing the security interest in the Marks acquired under this Grant.

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this

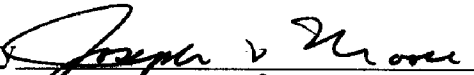
Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

* * *

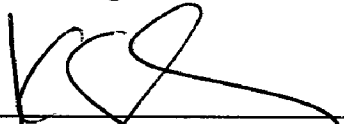
IN WITNESS WHEREOF, the undersigned have executed this Grant as of the

17th day of May, 2004.

VANGUARD HEALTH SYSTEMS, INC., Grantor

By 
Name: Joseph D. Moore
Title: Executive Vice President,
Chief Financial Officer and Treasurer

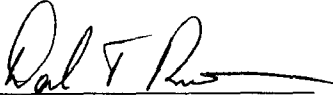
BANK OF AMERICA, N.A.,
as Collateral Agent and Grantee

By 
Name: **KEVIN WAGLEY**
Title: **PRINCIPAL**

STATE OF New York)
) ss.:
COUNTY OF New York)

On this 17 day of May, 2004, before me personally came Joseph

D. Moore who, being by me duly sworn, did state as follows: that [s]he is
Executive Vice President,
Chief Financial Officer and of Vanguard Health Systems, Inc., that [s]he is authorized to execute the
Treasurer
foregoing Grant on behalf of said corporation and that [s]he did so by authority of the Board of
Directors of said corporation.



Notary Public

DANIEL T. RUSSO
Notary Public, State of New York
No. 01RU6097293
Qualified in New York County
Commission Expires August 18, 2007

STATE OF New York)
) ss:
COUNTY OF New York)

On this 17 day of May, 2001, before me personally came _____
Kevin Wagley who, being by me duly sworn, did state as follows: that [s]he is
Principal of Bank of America, N.A., that [s]he is authorized to execute the
foregoing Grant on behalf of said corporation and that [s]he did so by authority of the Board of
Directors of said corporation.


Notary Public

RACHEL C. MAHLOCH
Notary Public, State of New York
No.01MA6060745
Qualified in Bronx County
Certificate Filed in New York County
Commission Expires July 2, 2007

SCHEDULE A

<u>MARK</u>	<u>REG. NO.</u>	<u>REG. DATE</u>
Vanguard	75/359,181	September 18, 1997
Abrazo Healthcare	76/550,744	October 14, 2003