

05-09-2003



Form PTO-1594

(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)

4-17-03

RECORD. TRA

102444117

DEPARTMENT OF COMMERCE Patent and Trademark Office

Tab settings

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

1. Name of conveying party(ies):

Sierra Health Services, Inc.

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Notice of Grant of Security Interest
- Merger
- Change of Name

Execution Date: March 3, 2003

2. Name and address of receiving party(ies)

Name: Bank of America, N.A., as Administrative Agent

Internal

Address:

Street Address: 555 South Flower Street, 17th Floor

City: Los Angeles State: CA Zip: 90071

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

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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) See Attached

Additional number(s) attached Yes No

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

Name: Steven D. Thomas

Internal Address: Moore & Van Allen PLLC

Street Address: 2200 W. Main Street

Suite 800

City: Durham State: NC Zip: 27705

6. Total number of applications and registrations involved:

9

7. Total fee (37 CFR 3.41) \$ 240.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

50-2316

DO NOT USE THIS SPACE

9. Signature.

Steven D. Thomas

Name of Person Signing

Steven D. Thomas
Signature

April 14, 2003

Date

6

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

05/08/2003 6TOM11 00000067 1393502

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

01 FC:8521
02 FC:8522

40.00 OP
200.00 OP

TRADEMARK
REEL: 002728 FRAME: 0632

EXHIBIT A**Federal Service Mark Registrations:**

Mark	Date of Registration	Date of Expiration	Registration Number	Class
Sierra Health Services	1/13/86	1/13/06	1,393,502	35
Senior Dimensions	1/28/86	1/28/06	1,380,893	42
SBS	3/10/87	3/10/07	1,432,169	35
Southwest Medical Associates	2/23/93	2/23/03	1,754,358	42
Diamond Design	2/8/94	2/8/04	1,820,310	35 and 42
Sierra Insurance Group	12/19/00	12/19/10	2,413,657	36
Home Care With a Heart	1/30/01	1/30/11	2,424,504	35 and 42
Heart Design	11/27/01	11/27/11	2,511,524	35 and 42
THC of Nevada	6/4/02	6/4/12	2,574,897	35

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of March 3, 2003 (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 Lenders referenced therein (the "Lenders"), 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 Lenders:

TRADEMARKS

<u>Trademark No.</u>	Description of Trademark <u>Item</u>	Date of <u>Trademark</u>
	[see attached Exhibit A]	

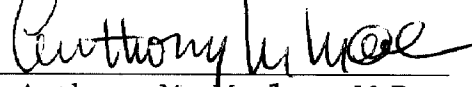
TRADEMARK APPLICATIONS

<u>Trademark Applications No.</u>	Description of Trademark <u>Applied For</u>	Date of Trademark <u>Applications</u>
	[see attached Exhibit A]	

The Obligors and the Administrative Agent, on behalf of the Lenders, 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,

SIERRA HEALTH SERVICES, INC.

By: 
Name: Anthony M. Marlon, M.D.
Title: Chairman & CEO

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

By: _____
Name: _____
Title: _____

The Obligors and the Administrative Agent, on behalf of the Lenders, 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,

SIERRA HEALTH SERVICES, INC.

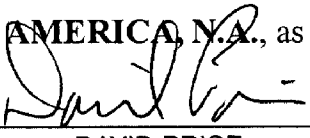
By: _____

Name: _____

Title: _____

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

By:  _____

Name: DAVID PRICE

Title: Vice President

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