

Form PTO-1594  
(Rev. 03/01)  
OMB No. 0651-0027 (exp.5/31/2002)

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE  
U.S. 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):

**PhyAmerica Physician Group, Inc.**

- Individuals
- General Partnership
- Corporation-State: Florida
- Other \_\_\_\_\_
- Association
- Limited Partnership

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

2. Name and address of receiving party(ies):

Name: Sterling Group Holdings, LLC

Internal Address: \_\_\_\_\_

Street Address: 2828 Croasdale Road

City: Durham State: North Carolina Zip: 27705

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation-State \_\_\_\_\_
- Other: a Delaware Limited Liability Company

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other \_\_\_\_\_
- Merger
- Change of Name

Execution Date: \_\_\_\_\_

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,672,037; 1,362,595; 1,975,501; 2,384,591; 2,579,393

Additional number(s) attached  Yes  No

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

Name: Francie R. Gorowitz, Esq.

Internal Address: O'Melveny & Myers LLP

Street Address: 400 South Hope Street

15<sup>th</sup> Floor

City: Los Angeles State: CA Zip: 90071-2899

6. Total number of applications and registrations involved:.....

5

7. Total fee (37 CFR 3.41).....\$ 140.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

500639

(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.

Francie R. Gorowitz  
Name of Person Signing

Francie Gorowitz  
Signature

March 2, 2004  
Date

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

Mail documents to be recorded with required cover sheet information to:  
Mail Stop Assignment Recordation Services, Director of the United States Patent and Trademark Office  
P.O. Box 1450, Alexandria, VA 22313-1450

CH \$140.00 500639 1672037

## ASSIGNMENT OF TRADEMARKS

WHEREAS, PhyAmerica Physician Group, Inc. ("Assignor") is the owner of the marks set forth on Schedule A, which are currently registered with the United States Patent and Trademark Office (the "Marks"); and

WHEREAS, Sterling Group Holdings, LLC, a Delaware limited liability company ("Assignee"), desires to acquire any and all rights that Assignor has in and to the Marks, the registrations therefor, together with the goodwill of the business symbolized by the Marks, along with the right to recover for damages and profits for past infringements thereof;

WHEREAS, pursuant to (i) that Borrower's Security Agreement, dated February 2, 2004 (as amended, the "Security Agreement"), between Assignee and General Electric Capital Corporation, as administrative agent for the financial institutions (the "Lenders") from time to time party to that certain Credit Agreement dated as of February 2, 2004 (as amended) among the Assignee, the other credit parties thereto, the Lenders and General Electric Capital Corporation (the "Sterling Assignee") (in its capacity as administrative agent for the Lenders) and (ii) that Subsidiary Security Agreement, dated February 2, 2004 (as amended, the "Security Agreement"), among Assignee, certain subsidiaries of Assignee and General Electric Capital Corporation, as collateral agent for the financial institutions (the "Mezzanine Lenders") from time to time party to that certain Mezzanine Credit Agreement dated as of February 2, 2004 (as amended) among the Assignee, the other credit parties thereto, the Mezzanine Lenders and M.D. Sass Corporate Resurgence III, LP, the Assignee has granted the Sterling Assignee a security interest in the Marks;

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor hereby assigns and transfers to Assignee all right, title, and interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and the registrations therefor, along with the right to recover for damages and profits for past infringements thereof.

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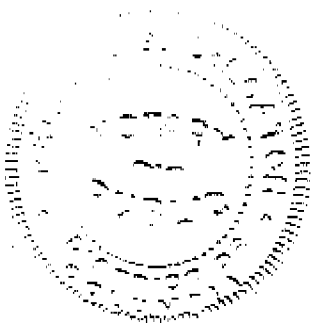
IN WITNESS WHEREOF, the Assignor and Assignee have caused the execution of this Assignment effective as of the 1<sup>st</sup> day of February, 2004 with respect to the assignment to Assignee and as of the 2<sup>nd</sup> day of February, 2004 with respect to the assignment to the Sterling Assignee.

PHYAMERICA PHYSICIAN GROUP, INC.

CRG (SEAL)  
Charles R. Goldstein  
Chief Restructuring Officer

WASHINGTON, DISTRICT OF COLUMBIA  
STATE OF \_\_\_\_\_, COUNTY OF \_\_\_\_\_, TO WIT:

On this 5<sup>th</sup> day of FEBRUARY, 2004, before me appeared Charles R. Goldstein, being duly authorized, who signed this Assignment on behalf of PhyAmerica Physician Group, Inc.



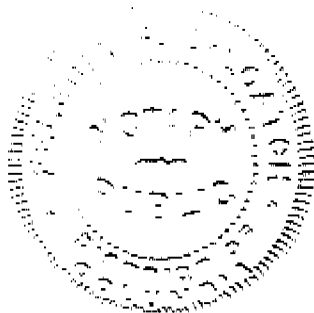
Felecia G. DeLoatch  
NOTARY PUBLIC  
My Commission Expires: 11/30/06  
FELECIA G. DELOATCH  
Notary Public of District of Columbia  
My Commission Expires November 30, 2006

STERLING GROUP HOLDINGS, LLC

Stephen J. Dresnick (SEAL)  
Stephen J. Dresnick  
President

WASHINGTON, DISTRICT of COLUMBIA  
STATE OF \_\_\_\_\_, COUNTY OF \_\_\_\_\_, TO WIT:

On this 3<sup>rd</sup> day of FEBRUARY, 2004, before me appeared Stephen J. Dresnick, being duly authorized, who signed this Assignment on behalf of Sterling Group Holdings, LLC.



Felecia G. DeLoatch  
NOTARY PUBLIC  
My Commission Expires: 11/30/06  
FELECIA G. DeLOATCH  
Notary Public of District of Columbia  
My Commission Expires November 30, 2006

**SCHEDULE A****REGISTERED MARKS**

<b>Mark</b>	<b>Registration No.</b>
BLIP LOGO	1,672,037
BLIP LOGO	1,362,595
DOCTORS HEALTH PLAN	1,975,501
BLIP LOGO	2,384,591
PHYAMERICA	2,579,393

1537049

DC1:575102.2

**RECORDED: 03/02/2004****TRADEMARK**  
**REEL: 002804 FRAME: 0415**

TOTAL P. 05