

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
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<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
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<b>NATURE OF CONVEYANCE:</b>	Notice of Grant of Security Interest
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<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Sheridan Healthcare, Inc.		02/25/2004	CORPORATION: DELAWARE

<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	Bank of America, N.A., as Administrative Agent
<b>Street Address:</b>	101 North Tryon Street
<b>Internal Address:</b>	Independence Center, 15th Floor
<b>City:</b>	Charlotte
<b>State/Country:</b>	NORTH CAROLINA
<b>Postal Code:</b>	28255
<b>Entity Type:</b>	national banking association: UNITED STATES

<b>PROPERTY NUMBERS Total: 1</b>		
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>
Registration Number:	2103891	SHERIDAN HEALTHCARE

<b>CORRESPONDENCE DATA</b>	
<b>Fax Number:</b>	(919)286-8199
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
<b>Phone:</b>	919 286-8028
<b>Email:</b>	PTO_TMconfirmation@mvalaw.com
<b>Correspondent Name:</b>	Moore & Van Allen PLLC
<b>Address Line 1:</b>	2200 West Main Street
<b>Address Line 2:</b>	Suite 800
<b>Address Line 4:</b>	Durham, NORTH CAROLINA 27705

<b>ATTORNEY DOCKET NUMBER:</b>	017625.1393
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<b>NAME OF SUBMITTER:</b>	Charles L. Evans
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**Total Attachments: 4**  
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**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 February 25, 2004, (the "Security 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 "Agent") for the Lenders referenced therein (the "Lenders"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks shown below to the Agent for the ratable benefit of the Lenders:

TRADEMARKS

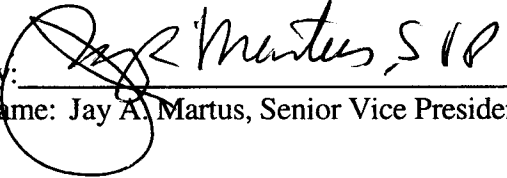
<u>Trademark No.</u>	Description of Trademark <u>Item</u>	Date of <u>Trademark</u>
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**See Exhibit A attached hereto and made a part hereof.**

The undersigned Obligor and the Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark.

Very truly yours,

**Sheridan Healthcare, Inc.**, a Delaware corporation

By:   
Name: Jay A. Martus, Senior Vice President

Acknowledged and Accepted:

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

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

The undersigned Obligor and the Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark.

Very truly yours,

**Sheridan Healthcare, Inc.**, a Delaware corporation

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

Acknowledged and Accepted:

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

By: Robert Klawinski  
Name: Robert Klawinski  
Title: Managing Director

EXHIBIT A

**Sheridan Healthcare, Inc.  
(Delaware Corporation)**

Registered Marks

Description	Registration No.	Reg. Date
SHERIDAN HEALTHCARE and Design	2103891	10/7/97