

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
UNIPATH, LLC		12/31/2008	LIMITED LIABILITY COMPANY:
RECEIVING PARTY DATA			
Name:	APP-UNIPATH, LLC		
Street Address:	105 Westwood Place, Suite 200		
City:	Brentwood		
State/Country:	TENNESSEE		
Postal Code:	37027		
Entity Type:	LIMITED LIABILITY COMPANY:		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2655830	UNIPATH PATHOLOGY AT THE NEXT LEVEL...	
CORRESPONDENCE DATA			
Fax Number:	(615)251-1059		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	615 256 0500		
Email:	jaf@h3gm.com, anr@h3gm.com		
Correspondent Name:	Harwell Howard Hyne Gabbert & Manner, PC		
Address Line 1:	315 Deaderick Street, Suite 1800		
Address Line 4:	Nashville, TENNESSEE 37238-1800		
ATTORNEY DOCKET NUMBER:	9110-08003		
NAME OF SUBMITTER:	Jacob Feldman		
Signature:	/Jacob Feldman/		
Date:	01/15/2009		

OP \$40.00 2655830

Total Attachments: 4

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TRADEMARK AND DOMAIN NAME ASSIGNMENT

THIS TRADEMARK AND DOMAIN NAME ASSIGNMENT (the “**Assignment**”) is entered into as of December 21, 2008, by and between **APP-UNIPATH, LLC**, a Colorado limited liability company (“**Buyer**”), **UNIPATH, LLC**, a Colorado limited liability company (“**Company**”), and **UNIPATH, P.C.**, a Colorado professional corporation (“**PC**”).

WITNESSETH:

WHEREAS, Company operates a laboratory that offers a variety of pathology services to its patients, including anatomic pathology services, cytology, histology, flow cytometry and immunohistochemistry services through its facility in Denver, Colorado (the “**Business**”);

WHEREAS, pursuant to that certain Asset Purchase Agreement, dated as of November 19, 2008, by and among Company, Buyer and American Pathology Partners, Inc. (the “**Purchase Agreement**”), Buyer is purchasing the assets of the Business from Company;

WHEREAS, Company and PC have adopted and are the owner of and have obtained intellectual property and other proprietary rights in the term “**UNIPATH**”, and Company has adopted and is the owner of the service mark (and design) “*UniPath Pathology at the Next Level...*”, which is registered in the United States Patent and Trademark Office, Registration No. 2,655,830 (collectively, the “**Marks**”);

WHEREAS, Company is the sole owner and registrant of the domain name “**UNIPATHLLC.COM**” (the “**Domain**”);

WHEREAS, pursuant to the Purchase Agreement Company and PC have agreed to transfer all of their rights to the Marks to Buyer; and

WHEREAS, pursuant to the Purchase Agreement Company has agreed to transfer all of its rights to the Domain to Buyer.

NOW, THEREFORE, in consideration of the foregoing and the mutual covenants and promises contained herein and in the Purchase Agreement and the transactions contemplated therein, the parties, intending to be legally bound, agree as follows:

Company and PC do hereby transfer and assign to Buyer all of Company’s and PC’s right, title and interest in and to the Marks, together with the goodwill associated with the Marks. Company does hereby transfer and assign to Buyer all of Company’s right, title and interest in and to the Domain.

Company and PC shall execute any documentation necessary to effectuate the foregoing assignments to Buyer and shall take any and all action necessary to assist Buyer in maintaining or defending the Marks. Company shall cooperate with Buyer and take any and all action necessary to cause Buyer to become the named registrant of the Domain in the Network Solutions domain registry.

IN WITNESS WHEREOF, the parties have caused this Assignment to be executed as of the date first set forth above.

BUYER:
APP-UNIPATH, LLC

By: Lee C. Dilworth

Title: EVP

COMPANY:
UNIPATH, LLC

By: _____

Title: _____

PC:
UNIPATH, P.C.

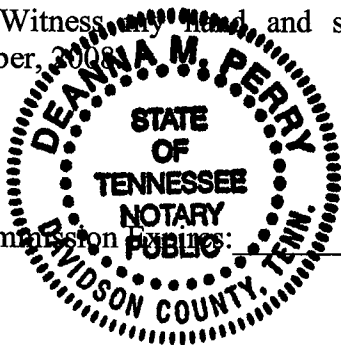
By: _____

Title: _____

STATE OF TENNESSEE)
COUNTY OF WILLIAMSON)

Before me, Deanna M. Perry of the state and county aforesaid, personally appeared Lee C. Dilworth, with whom I am personally acquainted, or proved to me on the basis of satisfactory evidence and who, upon oath, acknowledged himself to be the Exec. Vice President of APP-UNIPATH, LLC, the within named bargainer, a limited liability company, and that he as such Exec. Vice President executed the foregoing instrument for the purpose therein contained, by signing the name of the limited liability company by himself as Exec. Vice President

Witness my hand and seal, at office in Brentwood, TN, this 11th day of December, 2008.



Deanna M. Perry
Notary Public

My Commission Expires: _____

IN WITNESS WHEREOF, the parties have caused this Assignment to be executed as of the date first set forth above.

BUYER:
APP-UNIPATH, LLC

By: _____

Title: _____

COMPANY:
UNIPATH, LLC

By: *Michael G Verrich* Michael G Verrich

Title: President, Unipath LLC
16 Dec 2008

PC:
UNIPATH, P.C.

By: *K. Sirgi* KARIM SIRGI MD

Title: President, Unipath P.C
12/15/2008

STATE OF TENNESSEE)
COUNTY OF _____)

Before me, _____ of the state and county aforesaid, personally appeared _____, with whom I am personally acquainted, or proved to me on the basis of satisfactory evidence and who, upon oath, acknowledged himself to be the _____ of APP-UNIPATH, LLC, the within named bargainor, a limited liability company, and that he as such _____, executed the foregoing instrument for the purpose therein contained, by signing the name of the limited liability company by himself as _____.

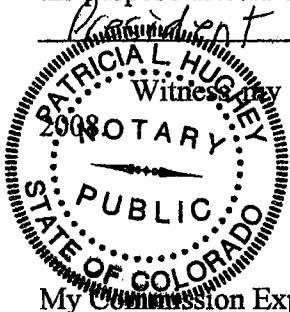
Witness my hand and seal, at office in _____, this ___ day of December, 2008.

Notary Public

My Commission Expires: _____

STATE OF Colorado)
COUNTY OF Denver)

Before me, PATRICIA L. Hughey of the state and county aforesaid, personally appeared Michael C. Venetuk with whom I am personally acquainted, or proved to me on the basis of satisfactory evidence and who, upon oath, acknowledged himself to be the President of UNIPATH, LLC, the within named bargainer, a limited liability company, and that he as such President, executed the foregoing instrument for the purpose therein contained, by signing the name of the limited liability company by himself as President.



Witness my hand and seal, at office in Colorado, this 16th day of December,

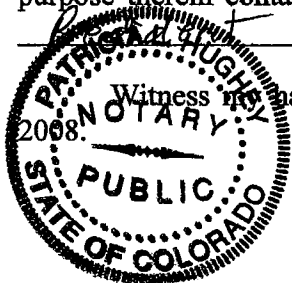
Patricia L. Hughey

Patricia L. Hughey, Notary Public
State of Colorado

My Commission Expires: My Commission Expires 1/23/2011

STATE OF Colorado)
COUNTY OF Denver)

Before me, PATRICIA L. Hughey of the state and county aforesaid, personally appeared Karim E. Sirgi, MD, with whom I am personally acquainted, or proved to me on the basis of satisfactory evidence and who, upon oath, acknowledged himself to be the President of UNIPATH, P.C. the within named bargainer, a professional corporation, and that he as such President, executed the foregoing instrument for the purpose therein contained, by signing the name of the professional corporation by himself as President.



Witness my hand and seal, at office in Colorado, this 15 day of December,

Patricia L. Hughey

Patricia L. Hughey, Notary Public
State of Colorado

My Commission Expires: My Commission Expires 1/23/2011