

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Grant of Security Interest in US Trademarks		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Alliance Healthcare Services, Inc.		12/01/2009	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Deutsche Bank Trust Company Americas		
Street Address:	60 Wall Street		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10005		
Entity Type:	Collateral Agent: GERMANY		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3560125	ALLIANCE IMAGING	
CORRESPONDENCE DATA			
Fax Number:	(212)354-8113		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	2128198200		
Email:	fcutajar@whitecase.com		
Correspondent Name:	White & Case LLP		
Address Line 1:	1155 Avenue of the Americas		
Address Line 2:	Patents & Trademarks		
Address Line 4:	New York, NEW YORK 10036		
ATTORNEY DOCKET NUMBER:	1104031-0575		
NAME OF SUBMITTER:	Frances B. Cutajar		
Signature:	/Frances B. Cutajar/		
Date:	12/03/2009		

OP \$40.00 3560125

Total Attachments: 7

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

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, **ALLIANCE HEALTHCARE SERVICES, INC.**, a Delaware corporation (the "Grantor") with principal offices at 100 Bayview Circle, Suite 400, Newport Beach, California 92660, hereby grants to **DEUTSCHE BANK TRUST COMPANY AMERICAS**, as Collateral Agent, with principal offices at 60 Wall Street, New York, New York 10005, (the "Grantee"), a continuing security interest in (i) all of the Grantor's right, title and interest in, to and under 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 Secured 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 December 1, 2009, (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.

[Remainder of this page intentionally left blank; signature page follows]

IN WITNESS WHEREOF, the Grantor has caused this Grant to be duly executed and delivered by its office thereunto duly authorized as of this 1st day of December, 2009.

ALLIANCE HEALTHCARE SERVICES, INC.,
Grantor

By 
Name: Eli H. Glovinsky
Title: Executive Vice President, Secretary and
General Counsel

State of California)

County of Orange)

On Nov. 30, 2009 before me, Viola B. Rotz, a
Notary Public, personally appeared

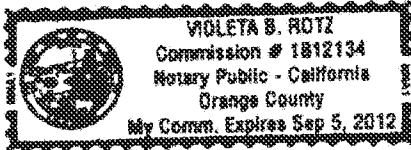
Eli H. Glorinsky

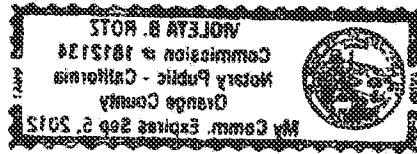
who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature *Viola B. Rotz* (Seal)





DEUTSCHE BANK TRUST COMPANY
AMERICAS, as Collateral Agent and Grantee

By *Scottie Lindsey*
Name: **Scottie Lindsey**
Title: **Director**

By *E. Landaez*
Name:
Title: **Enrique Landaez**
Vice President

SCHEDULE A
to Grant of Security Interest
in United States Trademarks

<u>MARK</u>	<u>REG. NO.</u>	<u>SERIAL NO.</u>	<u>FILING DATE</u>	<u>REG. DATE</u>
ALLIANCE IMAGING	3,560,125	77/443,155	04/08/2008	01/13/2009