

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest in Trademarks (First Lien)		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Ernest Health, Inc.		05/13/2011	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	CIT Healthcare LLC, as Administrative Agent		
Street Address:	305 Fellowship Road		
Internal Address:	Suite 300		
City:	Mount Laurel		
State/Country:	NEW JERSEY		
Postal Code:	08054		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	2995535	ERNEST HEALTH	
Serial Number:	85181262		
Serial Number:	85181221	ERNEST HEALTH, INC.	
CORRESPONDENCE DATA			
Fax Number:	(919)416-8328		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	9192868041		
Email:	pto_tmconfirmation@mvalaw.com		
Correspondent Name:	Moore & Van Allen PLLC		
Address Line 1:	430 Davis Drive		
Address Line 2:	Suite 500		
Address Line 4:	Morrisville, NORTH CAROLINA 27560		
ATTORNEY DOCKET NUMBER:	021363-024 JES		
NAME OF SUBMITTER:	John E. Slaughter		

OP \$90.00 2995535

Signature:	/John E. Slaughter/
Date:	05/23/2011
Total Attachments: 4 source=SCN091323#page1.tif source=SCN091323#page2.tif source=SCN091323#page3.tif source=SCN091323#page4.tif	

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security and Pledge Agreement dated as of May 13, 2011 (as the same may be amended, modified, extended or restated from time to time, the "Security Agreement") by and among the GRANTORS thereto (each a "Grantor" and collectively, the "Grantors") and CIT HEALTHCARE LLC, in its capacity as administrative agent (in such capacity, the "Administrative Agent") for the holders of the Obligations (as defined in the Security Agreement), the undersigned Grantor has granted a continuing first lien security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Administrative Agent for the holders of the Obligations:

TRADEMARKS

<u>Registered Trademark</u>	<u>Trademark No.</u>	<u>Trademark Registration Date</u>
	See Schedule A attached hereto.	


TRADEMARK APPLICATIONS

<u>Trademark Applied For</u>	<u>Trademark Application No.</u>	<u>Trademark Application Filing Date</u>
	See Schedule A attached hereto.	

The Grantors and the Administrative Agent, for the holders of the Obligations, 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 Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

ERNEST HEALTH, INC.
a Delaware corporation

By: 
Name: Darby Brockette
Title: President

Acknowledged and Accepted:

CIT HEALTHCARE LLC,
a Delaware limited liability company,
as Administrative Agent

By: _____
Name:
Title:

The Grantors and the Administrative Agent, for the holders of the Obligations, 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 Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

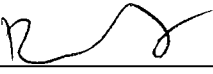
Very truly yours,

ERNEST HEALTH, INC.
a Delaware corporation

By: _____
Name:
Title:

Acknowledged and Accepted:

CIT HEALTHCARE LLC,
a Delaware limited liability company,
as Administrative Agent

By:  _____
Name: Dominic Barakat
Title: Director

Schedule A

**Ernest Health, Inc.
(Delaware Corporation)**

U.S. Trademarks

Registered Mark

Mark	Registration No.	Registration Date
ERNEST HEALTH	2995535	09/13/05

Pending Applications

Mark	Application No.	Filing Date
Design only	85181262	11/19/10
ERNEST HEALTH, INC. and Design	85181221	11/19/10