

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Pathways to Success, LLC		10/31/2011	LIMITED LIABILITY COMPANY:

**RECEIVING PARTY DATA**

<b>Name:</b>	The Director of Development of the State of Ohio
<b>Street Address:</b>	77 South High Street
<b>Internal Address:</b>	P.O. Box 1001
<b>City:</b>	Columbus
<b>State/Country:</b>	OHIO
<b>Postal Code:</b>	43216-1001
<b>Entity Type:</b>	STATE AGENCY: OHIO

**PROPERTY NUMBERS Total: 7**

Property Type	Number	Word Mark
Serial Number:	85400783	PATIENT CARE OPTIMIZER
Serial Number:	85400777	PC OPTIMIZER
Serial Number:	85249751	PTSPATIENT TRACKER
Serial Number:	85249704	PTSPHYSICIANS
Serial Number:	85318749	PATIENT CARE OPTIMIZER
Registration Number:	3907089	PTSMONITOR
Registration Number:	3002571	PATHWAYS TO SUCCESS

**CORRESPONDENCE DATA**

Fax Number: (330)252-5418  
 Phone: 330-258-6418  
 Email: pmcintyre@bdbl.com

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*

Correspondent Name: Patricia A. McIntyre  
Address Line 1: 3800 Embassy Pkwy  
Address Line 2: Suite 300  
Address Line 4: Akron, OHIO 44333

NAME OF SUBMITTER:	Patricia A. McIntyre
Signature:	/Patricia A. McIntyre/
Date:	11/08/2011

**Total Attachments: 6**

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*Execution Copy*

**SECURITY AGREEMENT AS TO  
TRADEMARKS AND LICENSES**

**THIS SECURITY AGREEMENT AS TO TRADEMARKS AND LICENSES** (this "*Trademark Security Agreement*") is made as of October 31, 2011, by and between Pathways to Success LLC, dba PTS Physicians, a Delaware limited liability company authorized to do business in Ohio (the "*Grantor*"), having an office at 28 Pickett Place, New Albany, Ohio 43054, and The Director of Development of the State of Ohio (the "*Director*"), whose address is 77 South High Street, P.O. Box 1001, Columbus, Ohio 43216-1001.

**RECITALS**

A. Grantor is the owner of certain registered trademarks listed in *Exhibit A* attached to this Agreement.

B. Grantor has executed a \$525,000 Cognovit Promissory Note, dated October 31, 2011, in favor of the Director (as modified, amended, restated, or replaced, the "*Note*").

C. To secure the Note, Grantor has agreed to grant the Director a security interest in all of its right, title, and interest in and to the trademarks, described in *Exhibit A*, and the goodwill of the business connected with the use of, and symbolized by, such trademarks (the "*Goodwill*") as security for a loan in a principal amount of up to \$525,000 (the "*Loan*") from the Director to the Grantor under the Loan Agreement dated of even date with this Trademark Security Agreement between the Director and the Grantor. The Grantor has granted a lien on certain of its assets, including the trademarks described on *Exhibit A* which are subject to this Trademark Security Agreement under the terms of a Security Agreement dated October 31, 2011 (the "*General Security Agreement*") executed by the Grantor in favor of the Director.

D. Grantor is the owner of the entire right, title, and interest in the trademarks and Goodwill which are the subject of this Trademark Security Agreement.

**NOW, THEREFORE**, in consideration of the foregoing and other good and valuable consideration, Grantor hereby:

1. Grants to Director as security for the Loan, a continuing security interest in and to the trademarks listed in *Exhibit A* and to the Goodwill, and a security interest in and to all trademarks and Goodwill acquired by Grantor after the date of this Trademark Security Agreement under the terms of the General Security Agreement.

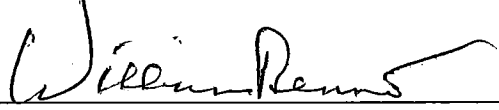
2. Grants to the Director as security for the Loan, a security interest in and to any license agreements in which Grantor is or becomes licensed to use know-how, a patent, copyright, mask work, semi-conductor chip product, trademark, trade secret, or other proprietary right (except to the extent that such license agreements grant licenses which by their terms may not be assigned or otherwise transferred or encumbered by the Grantor, as specified as of the date hereof on *Exhibit B* and from time to time thereafter); and

3. Authorizes and requests the Commissioner of Patents and Trademarks of the United States of America and the empowered officials of all other governments to note in the record the existence of the security interest granted hereunder with respect to each of the trademarks listed in *Exhibit A* and, subject to any restrictions on assignment and the granting of liens thereon, to the Goodwill and to all trademarks and Goodwill acquired by Grantor after the date hereof.

**IN WITNESS WHEREOF**, Grantor has caused this Trademark Security Agreement to be signed by its authorized officer and duly attested the day and year first above written.

**[Signature appears on next page]**

PATHWAYS TO SUCCESS LLC,  
dba PTSPHYSICIANS  
("GRANTOR")

By:   
\_\_\_\_\_  
William Bennett, Chief Executive Officer

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CERTIFICATE OF ACKNOWLEDGMENT

STATE OF OHIO )  
 ) ss:  
COUNTY OF SUMMIT )

On this 20th day of October, 2011, before me personally came William Bennett, to me known, who, being duly sworn, did depose and state that he is the Chief Executive Officer of Pathways to Success LLC, dba PTSPhysicians, the corporation described in and which executed the above instrument; and that he signed his name thereto by order of the Board of Directors of said corporation.

Patricia A. McIntyre  
Notary Public

My commission expires: no expiration

[SEAL]

PATRICIA A. McINTYRE, Attorney-At-Law  
Notary Public - State of Ohio  
My Commission has no expiration date  
Sec. 147.03 R.C.

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EXHIBIT A

TRADEMARKS

<u>Mark</u>	<u>Serial Number</u>	<u>Registration Number</u>	<u>Filing Date</u>
PATIENT CARE OPTIMIZER	85400783	pending	August 17, 2011
PC OPTIMIZER	85400777	pending	August 17, 2011
PTSPATIENT TRACKER	85249751	pending	February 23, 2011
PTSPHYSICIANS	85249704	pending	February 23, 2011
PATIENT CARE OPTIMIZER	85318749	pending	May 12, 2011
PTSMONITOR	85016728	3907089	January 18, 2011
Pathways to Success	78217095	3002571	February 20, 2003, renewed October 11, 2010

EXHIBIT B

NON-ASSIGNABLE LICENSES

None.

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