

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
HealthCare Partners, LLC		11/01/2012	LIMITED LIABILITY COMPANY: CALIFORNIA

RECEIVING PARTY DATA

Name:	JPMorgan Chase Bank, N.A., as Collateral Agent
Street Address:	P.O. Box 33035, Mail Code KY1-2514
City:	Louisville
State/Country:	KENTUCKY
Postal Code:	40232
Entity Type:	NATIONAL BANKING ASSOCIATION: UNITED STATES

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Registration Number:	3976253	HEALTHCARE PARTNERS, IPA
Registration Number:	3936158	HEALTHCARE PARTNERS MANAGEMENT SERVICES ORGANIZATION
Registration Number:	2844139	HEALTH CARE PARTNERS
Registration Number:	3584913	TALBERT MEDICAL GROUP
Registration Number:	3503753	GREAT CARE. EXPECT IT.
Registration Number:	3743502	TALBERT SURGICAL ASSOCIATES

CORRESPONDENCE DATA

Fax Number: 2149813400
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
 Phone: 214-981-3483
 Email: dclark@sidley.com
 Correspondent Name: Dusan Clark, Esq.
 Address Line 1: Sidley Austin LLP

CH \$165.00 3976253

Address Line 2: 717 N. Harwood St., Suite 3400
Address Line 4: Dallas, TEXAS 75201

ATTORNEY DOCKET NUMBER:	29912-10020
NAME OF SUBMITTER:	Dusan Clark
Signature:	/Dusan Clark/
Date:	11/05/2012

Total Attachments: 6

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Trademark Security Agreement

This TRADEMARK SECURITY AGREEMENT (this “Trademark Security Agreement”), dated as of November 1, 2012, by HealthCare Partners, LLC (the “Pledgor”), in favor of JPMorgan Chase Bank, N.A., in its capacity as collateral agent pursuant to the Credit Agreement (in such capacity, the “Collateral Agent”).

WITNESSETH:

WHEREAS, the Pledgor is party to a Security Agreement of even date herewith (the “Security Agreement”) in favor of the Collateral Agent pursuant to which the Pledgor is required to execute and deliver this Trademark Security Agreement;

NOW, THEREFORE, in consideration of the premises and to induce the Collateral Agent, for the benefit of the Secured Parties, to enter into the Credit Agreement, the Pledgor hereby agrees with the Collateral Agent as follows:

SECTION 1. Defined Terms. Unless otherwise defined herein, terms defined in the Security Agreement and used herein have the meaning given to them in the Security Agreement.

SECTION 2. Grant of Security Interest in Trademark Collateral. The Pledgor hereby pledges and grants to the Collateral Agent for the benefit of the Secured Parties a lien on and security interest in and to all of its right, title and interest in, to and under all the following Pledged Collateral of the Pledgor:

- (a) Trademarks of the Pledgor listed on Schedule I attached hereto;
- (b) all Goodwill associated with such Trademarks; and
- (c) all Proceeds of any and all of the foregoing (other than Excluded Property).

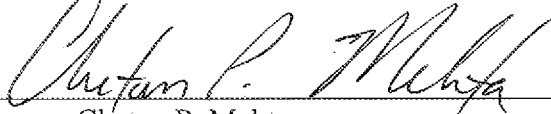
SECTION 3. Security Agreement. The security interest granted pursuant to this Trademark Security Agreement is granted in conjunction with the security interest granted to the Collateral Agent pursuant to the Security Agreement and Pledgor hereby acknowledges and affirms that the rights and remedies of the Collateral Agent with respect to the security interest in the Trademarks made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein. In the event that any provision of this Trademark Security Agreement is deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall control unless the Collateral Agent shall otherwise determine.

SECTION 4. Termination. Upon the payment in full of the Secured Obligations and termination of the Security Agreement or upon the release, pursuant to Section 11.4 of the Security Agreement, of the Lien created by the Security Agreement against any of the Trade-

IN WITNESS WHEREOF, each Pledgor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

Very truly yours,

HEALTHCARE PARTNERS, LLC

By: 

Name: Chetan P. Mehta

Title: Vice President of Finance

*Signature Page to
Trademark Security Agreement*

**TRADEMARK
REEL: 004894 FRAME: 0295**

Accepted and Agreed:

JPMORGAN CHASE BANK, N.A.,
as Collateral Agent

By: 

Name: Dawn LeeLum
Title: Executive Director

Signature Page to HCP -- Trademark Security Agreement

TRADEMARK
REEL: 004894 FRAME: 0296

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SCHEDULE I
to
TRADEMARK SECURITY AGREEMENT
TRADEMARK REGISTRATIONS AND TRADEMARK APPLICATIONS

64 **Trademarks and Trademark Licenses:**

<u>SERVICE MARK</u>	<u>REGISTRATION NUMBER</u>	<u>OWNER OF RECORD</u>	<u>REMARKS</u>
HEALTHCARE PARTNERS, IPA	Reg. No. 3976253	HealthCare Partners, LLC	Mark is in the process of being updated to reflect Health-Care Partners, LLC as the owner of record.
HEALTHCARE PARTNERS MANAGEMENT SERVICES ORGANIZATION	Reg. No. 3936158	HealthCare Partners, LLC	Mark is in the process of being updated to reflect Health-Care Partners, LLC as the owner of record.
HEALTH CARE PARTNERS	Reg. No. 2844139	HealthCare Partners, LLC	Mark is in the process of being updated to reflect Health-Care Partners, LLC as the owner of record.
TALBERT MEDICAL GROUP	Reg. No. 3584913	HealthCare Partners, LLC	Mark is in the process of being updated to reflect Health-Care Partners, LLC as the owner of record.
GREAT CARE. EXPECT IT.	Reg. No. 3503753	HealthCare Partners, LLC	Mark is in the process of being updated to reflect Health-Care Partners, LLC as the owner of record.

TALBERT SURGICAL ASSOCIATES	Reg. No. 3743502	HealthCare Partners, LLC	Mark is in the process of being updated to reflect Health-Care Partners, LLC as the owner of record.
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