

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|-----------------------|--|----------------|-------------------------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | Release of Security Interest in Intellectual Property Collateral (Releases RF 4771/0912) | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Jefferies Finance LLC | | 07/31/2013 | LIMITED LIABILITY COMPANY: DELAWARE |
| RECEIVING PARTY DATA | | | |
| Name: | BLUE HEN PHYSICAL THERAPY, INC. | | |
| Street Address: | 855 Springdale Drive, Ste 200 | | |
| City: | Exton | | |
| State/Country: | PENNSYLVANIA | | |
| Postal Code: | 19341 | | |
| Entity Type: | CORPORATION: DELAWARE | | |
| Name: | PHYSIOTHERAPY-BMHI HOLDINGS, INC. | | |
| Street Address: | 855 Springdale Drive, Ste 200 | | |
| City: | Exton | | |
| State/Country: | PENNSYLVANIA | | |
| Postal Code: | 19341 | | |
| Entity Type: | CORPORATION: DELAWARE | | |
| Name: | PHYSIOTHERAPY-BMI, INC. | | |
| Street Address: | 855 Springdale Drive, Ste 200 | | |
| City: | Exton | | |
| State/Country: | PENNSYLVANIA | | |
| Postal Code: | 19341 | | |
| Entity Type: | CORPORATION: DELAWARE | | |
| Name: | PHYSIOTHERAPY CORPORATION | | |
| Street Address: | 855 Springdale Drive, Ste 200 | | |
| City: | Exton | | |
| State/Country: | PENNSYLVANIA | | |

TRADEMARK

| | |
|--------------|-----------------------|
| Postal Code: | 19341 |
| Entity Type: | CORPORATION: DELAWARE |

| | |
|-----------------|-------------------------------------|
| Name: | REHAB ASSOCIATES, L.L.C. |
| Street Address: | 855 Springdale Drive, Ste 200 |
| City: | Exton |
| State/Country: | PENNSYLVANIA |
| Postal Code: | 19341 |
| Entity Type: | LIMITED LIABILITY COMPANY: DELAWARE |

| | |
|-----------------|----------------------------------|
| Name: | REHABILITATION CONSULTANTS, INC. |
| Street Address: | 855 Springdale Drive, Ste 200 |
| City: | Exton |
| State/Country: | PENNSYLVANIA |
| Postal Code: | 19341 |
| Entity Type: | CORPORATION: DELAWARE |

| | |
|-----------------|---------------------------------------|
| Name: | KEYSTONE REHABILITATION SYSTEMS, INC. |
| Street Address: | 855 Springdale Drive, Ste 200 |
| City: | Exton |
| State/Country: | PENNSYLVANIA |
| Postal Code: | 19341 |
| Entity Type: | CORPORATION: PENNSYLVANIA |

PROPERTY NUMBERS Total: 10

| Property Type | Number | Word Mark |
|----------------------|----------|-----------------------------------|
| Registration Number: | 3142478 | BENCHMARK |
| Registration Number: | 3295974 | BENCHMARK MEDICAL, INC. |
| Registration Number: | 1490615 | K KEYSTONE REHABILITATION SYSTEMS |
| Registration Number: | 3029872 | INTEGRITY PHYSICAL THERAPY |
| Registration Number: | 2987915 | INTEGRITY PHYSICAL THERAPY |
| Registration Number: | 3480454 | PHYSIO@WORK |
| Registration Number: | 3480514 | PHYSIOKIDS |
| Registration Number: | 3605292 | PHYSIOLINK |
| Serial Number: | 85407758 | STRENGTHEN YOUR GAME |
| Serial Number: | 85473162 | BENCHMARK |

CORRESPONDENCE DATA

TRADEMARK
REEL: 005082 FRAME: 0691

Fax Number: 7147558290

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

Phone: 714-540-1235

Email: ipdocket@lw.com

Correspondent Name: Latham & Watkins LLP

Address Line 1: 650 Town Center Drive, Suite 2000

Address Line 4: Costa Mesa, CALIFORNIA 92626

ATTORNEY DOCKET NUMBER:

046799-0005

NAME OF SUBMITTER:

Anna T Kwan

Signature:

/atk/

Date:

07/31/2013

Total Attachments: 8

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**RELEASE OF SECURITY INTEREST
IN INTELLECTUAL PROPERTY COLLATERAL**

This RELEASE OF SECURITY INTEREST IN INTELLECTUAL PROPERTY COLLATERAL (this “**Release**”), dated as of July 31, 2013, is made by Jefferies Finance LLC, as Collateral Agent for the Secured Parties under the Credit Agreement referred to below (in such capacity, together with its successors and permitted assigns, the “**Collateral Agent**”). Terms used in this Release and not herein defined shall have the meanings set forth in the Credit Agreement.

WHEREAS, in connection with that certain Credit Agreement, dated as of April 30, 2012 (as amended, amended and restated, supplemented, waived or otherwise modified from time to time, the “**Credit Agreement**”), among Physiotherapy Associates Holdings, Inc., a Delaware corporation (the “**Borrower**”), Physiotherapy Holdings, Inc., the Subsidiary Guarantors party thereto, the Lenders from time to time party thereto, Jefferies Finance LLC, as Administrative Agent for the Lenders and Collateral Agent for the Secured Parties, the Swingline Lender, the Issuing Bank, and the other agents party thereto, the Lenders and the Issuing Bank have severally agreed to make extensions of credit to the Borrower upon the terms and conditions set forth therein;

WHEREAS, in connection with the Credit Agreement, and pursuant to that certain Intellectual Property Security Agreement dated as of April 30, 2012 by and among each of the Grantors listed therein (the “**Grantors**”) and the Collateral Agent (the “**IP Security Agreement**”), the Grantors granted to the Collateral Agent a security interest in certain intellectual property assets owned by them, including those listed on Schedule 1 hereto (the “**Intellectual Property Collateral**”); and

WHEREAS, the IP Security Agreement was recorded with (i) the United States Copyright Office on the date and on the volume and document numbers as set forth on Schedule 1 hereto and (ii) the United States Patent and Trademark Office (the “**USPTO**”) on the date and on the reel and frame as set forth on Schedule 1 hereto.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Grantors and the Collateral Agent hereby agree as follows:

SECTION 1. Release of Intellectual Property Security Interest. The Collateral Agent hereby releases and conveys to each Grantor, as applicable, without recourse, representation or warranty of any kind, all of the Collateral Agent’s right, title interest, mortgage, pledge and hypothecation in and to all Intellectual Property Collateral, and the Collateral Agent hereby reassigns any and all such right, title, interest, mortgage, pledge and hypothecation (if any) that Collateral Agent may have in the Intellectual Property Collateral to the applicable Grantor, including:

- (a) all Patents, Trademarks and Copyrights listed therein;

- (b) all reissues, reexaminations, continuations, continuations-in-part, divisionals, renewals, reversions and extensions of the foregoing;
- (c) in the case of Trademarks included in such Intellectual Property Collateral, all goodwill of the business connected with the use of, and symbolized by, each such Trademark; and
- (d) all income, royalties, proceeds and Liabilities at any time due or payable or asserted under and with respect to the foregoing, including, without limitation, all rights to sue and recover at law or in equity for any past, present and future infringement, misappropriation, dilution, violation or other impairment thereof.

SECTION 2. Recordation. The Collateral Agent hereby authorizes and requests that the Register of Copyrights, the Commissioner for Patents and the Commissioner for Trademarks at the USPTO and any other applicable government officer record this Release.


SECTION 3. Further Assurances. The Collateral Agent agrees, at the Grantors' expense, to provide them with the information and additional authorization reasonably required or desirable to effect the release of the Collateral Agent's security interest in the released collateral described herein.

SECTION 3. Governing Law. This Release shall be governed by, and construed in accordance with, the laws of the State of New York.

[REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the Collateral Agent has caused this Release to be executed and delivered by its duly authorized officer as of the date first set forth above.

JEFFERIES FINANCE LLC, as
Collateral Agent

By: 
Name: J. Paul McDonnell
Title: Managing Director

[Signature page to Release of Security Interest in Intellectual Property Collateral]

TRADEMARK
REEL: 005082 FRAME: 0695

SCHEDULE 1

INTELLECTUAL PROPERTY COLLATERAL

The Intellectual Property Security Agreement, dated as of April 30, 2012, by and between Blue Hen Physical Therapy, Inc., Keystone Rehabilitation Systems, Inc., Physiotherapy-BMHI Holdings, Inc., Physiotherapy-BMI, Inc., Physiotherapy Corporation, Rehab Associates, L.L.C. and Rehabilitation Consultants, Inc. (each a Grantor) in favor of Jefferies Finance LLC, which was recorded at (i) the USPTO on May 3, 2012 at Reel 4771, Frame 0912 and (ii) the United States Copyright Office on May 7, 2012 at Volume 3615, Document 794.

[see attached schedule]

Schedule 1




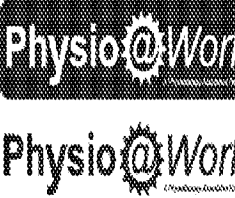

Intellectual Property

PATENTS AND PATENT APPLICATIONS

None

TRADEMARK REGISTRATIONS AND APPLICATIONS

| Mark | Status/ Reg. No. or App. No. | Reg. Date/ App. Date | Grantor | Goods/Services |
|----------------------------|---------------------------------|-------------------------|-----------------------------|--|
| BENCHMARK® | Registered; Reg. No. 3142478 | September 12, 2006. | Physiotherapy- BMI, Inc. | Custom fabrication of prosthetic and orthotic devices, in Class 40. Health care services in the field of prosthetics and orthotics, in class 44. |
| BENCHMARK MEDICAL, INC. | Registered Reg. No. 3295974 | September 25, 2007 | Physiotherapy- BMI, Inc. | Class 35 – Business Mgmt in the field of physical, occupational and sports therapy etc. Class 44 – Therapy and Rehabilitation Services etc. |

| Mark | Status/ Reg. No. or App. No. | Reg. Date/ App. Date | Grantor | Goods/Services |
|--|--|-------------------------|--|--|
| <p>KEYSTONE REHABILITATION SYSTEMS® and Design</p>  | <p>Registered; Reg. No. 1490615</p> | <p>May 31, 1998</p> | <p>Keystone Rehabilitation Systems, Inc.</p> | <p>Rehabilitation services, namely, physical and occupational therapy, sports rehabilitation and speech/language therapy, in Class 42.</p> |
|  <p>(Chicago Logo)</p> | <p>Registered; Reg. No. 3,029,872</p> | <p>12/13/05</p> | <p>Physiotherapy- BMHI Holdings, Inc.</p> | <p>Class 44</p> |
|  <p>(Indiana Logo)</p> | <p>Registered; Reg. No. 2,987,915</p> | <p>8/23/05</p> | <p>Physiotherapy- BMHI Holdings, Inc.</p> | <p>Class 44</p> |
|  | <p>Registered; Reg. No. 3,480,454</p> | <p>08/05/08</p> | <p>Physiotherapy Corporation</p> | <p>Physical Therapy and Health Care Services, Namely, Industrial Rehabilitation Services, In class 44</p> |
|  | <p>Registered; Reg. No. 3,480,514</p> | <p>08/05/08</p> | <p>Physiotherapy Corporation</p> | <p>Physical Therapy Services; pediatric physical therapy services including occupational therapy and speech- language therapy, in class 44</p> |

| Mark | Status/ Reg. No. or App. No. | Reg. Date/ App. Date | Grantor | Goods/Services |
|----------------------|---------------------------------------|-------------------------|---------------------------|---|
| PHYSIOLINK® | Registered; Reg. No. 3,605,292 | 04/14/09 | Physiotherapy Corporation | Business services, namely, registering, screening, credentialing, and organizing third-party vendors, suppliers, and contractors, and documentation and information on behalf of others in the field of physical, occupational and speech therapy; consulting services in the cost and payment management of health care; medical billing support services. |
| Strengthen Your Game | Pending; App No. 85407758 | App. Date 08/25/11 | Physiotherapy Corporation | Physical therapy services in the nature of sports performance evaluation, injury management and sport specific performance enhancement. Athletic training services namely, sport specific performance evaluation and performance enhancement training; personal training services and consultancy, namely sport specific training and consultancy in the nature of strength and conditioning and injury prevention. |
| BENCHMARK | Pending; App No. 85473162 | App Date 11/15/11 | Physiotherapy Corporation | Rehabilitation services, namely, physical therapy, sports rehabilitation and work conditioning (In class 44) |

COPYRIGHT REGISTRATIONS AND APPLICATIONS

| Title | Reg. No. / Date | Grantor | Status |
|--|------------------------|----------------------------------|------------|
| Computer program. | Txu1572159 20080311 | Physiotherapy Corporation | Registered |
| Blue Hen Physical Therapy, Inc., fee sheet. | TX2155279 19871013 | Blue Hen Physical Therapy, Inc. | Registered |
| Rehabilitation Consultants, Inc., back education series : pt. I. | Vau30443 19810428 | Rehabilitation Consultants, Inc. | Registered |