

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
OPFREE LICENSING LP		10/31/2013	LIMITED PARTNERSHIP: TEXAS

RECEIVING PARTY DATA	
Name:	FIFTH STREET FINANCE CORP., AS ADMINISTRATIVE AGENT
Street Address:	10 Bank Street, 12th Floor
City:	White Plains
State/Country:	NEW YORK
Postal Code:	10606
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 4		
Property Type	Number	Word Mark
Registration Number:	3581689	FIRST CHOICE EMERGENCY ROOM
Registration Number:	3428203	FIRST CHOICE EMERGENCY ROOM . . . IT'S A
Registration Number:	4308259	REAL ER. REAL FAST.
Serial Number:	85763253	WHAMBULANCE!

CORRESPONDENCE DATA	
Fax Number:	6175269899
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>	
Phone:	6175269628
Email:	cslattery@proskauer.com
Correspondent Name:	Christine Slattery
Address Line 1:	Proskauer Rose LLP
Address Line 2:	One International Place
Address Line 4:	Boston, MASSACHUSETTS 02110

ATTORNEY DOCKET NUMBER:	28514/120
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CH \$115.00 3581689

NAME OF SUBMITTER:	Christine Slattery
Signature:	/Christine Slattery/
Date:	10/31/2013
Total Attachments: 4 source=Notice of Grant of Security Interest in Trademarks#page1.tif source=Notice of Grant of Security Interest in Trademarks#page2.tif source=Notice of Grant of Security Interest in Trademarks#page3.tif source=Notice of Grant of Security Interest in Trademarks#page4.tif	

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Security and Pledge Agreement dated as of October 31, 2013 (as the same may be amended, modified, extended or restated from time to time, the "Agreement") by and among the Obligor party thereto (each an "Obligor" and collectively, the "Obligors") and Fifth Street Finance Corp., as Administrative Agent (the "Administrative Agent") for the holders of the Secured Obligations referenced therein, the undersigned Obligor has granted a continuing security interest in and continuing lien upon the trademarks and trademark applications set forth on Schedule 1 hereto and the entire goodwill of or associated with the businesses now or hereafter acquired by any Obligor connected with or symbolized by any of the properties disclosed on Schedule 1 hereto to the Administrative Agent for the benefit of the holders of the Secured Obligations.

The undersigned Obligor and the Administrative Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the foregoing trademarks, trademark applications and goodwill (i) may only be terminated in accordance with the terms of the Agreement and (ii) is not to be construed as an absolute assignment of any trademark or trademark application.

[signature page to follow]

OPFREE LICENSING LP,

By: ECC MANAGEMENT, LLC, general partner
of each of the companies listed above

By: FIRST CHOICE ER, LLC, its sole member

By: 
Name: Tim Fielding
Title: Chief Financial Officer

[Signature Page to Notice of Grant of Security Interest in Trademarks]

TRADEMARK
REEL: 005142 FRAME: 0936

Acknowledged and Accepted:

FIFTH STREET FINANCE CORP, as Administrative Agent

By: Fifth Street Management LLC,
a Delaware limited liability company, its Agent

By: Ivelin M. Dimitrov

Name: Ivelin M. Dimitrov
Title: Chief Investment Officer

Schedule 1

Registrations:

Company	Type	Mark	File Date	Serial Number	Registration Date	Registration Number
OpFree Licensing LP	Trademark	FIRST CHOICE EMERGENCY ROOM & Design	5/26/05	78/638,181	2/24/09	3,581,689
OpFree Licensing LP	Trademark	FIRST CHOICE EMERGENCY ROOM...IT'S ABOUT TIME	6/24/05	78/657,596	5/13/08	3,428,203
OpFree Licensing LP	Trademark	REAL ER. REAL FAST.	7/3/12	85/668,099	3/26/13	4,308,259

Pending Applications:

Company	Type	Mark	File Date	Serial Number	Published for Opposition Date
OpFree Licensing LP	Trademark Application	WHAMBULANCE!	10/25/12	85/763,253	11/12/13