

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM334907

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest in Trademarks		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Onward Healthcare, Inc., as Obligor		04/18/2014	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	SunTrust Bank, as Administrative Agent		
Street Address:	3333 Peachtree Road		
Internal Address:	7th Floor		
City:	ATLANTA		
State/Country:	GEORGIA		
Postal Code:	30326		
Entity Type:	CORPORATION: GEORGIA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2793863	ONWARD HEALTHCARE	
CORRESPONDENCE DATA			
Fax Number:	9192868199		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	919 286-8000		
Email:	PTO_TMconfirmation@mvalaw.com		
Correspondent Name:	MOORE & VAN ALLEN PLLC		
Address Line 1:	3015 CARRINGTON MILL BOULEVARD		
Address Line 2:	SUITE 400		
Address Line 4:	MORRISVILLE, NORTH CAROLINA 27560		
ATTORNEY DOCKET NUMBER:	410643.079		
NAME OF SUBMITTER:	John E. Slaughter, III		
SIGNATURE:	/jes/		
DATE SIGNED:	03/12/2015		
Total Attachments: 4			
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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 Agreement dated as of April 18, 2014 (as the same may be amended, modified, restated or supplemented from time to time, the "Security Agreement") by and among the Obligors from time to time party thereto (each an "Obligor" and collectively, the "Obligors") and SunTrust Bank, 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 attached hereto to the Administrative Agent for the ratable benefit of the holders of the Secured Obligations.

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TRADEMARK
REEL: 005476 FRAME: 0700

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 trademarks and trademark applications set forth on Schedule 1 attached hereto (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,

ONWARD HEALTHCARE, INC.,
as Obligor

By: 

Name: Brian M. Scott

Title: Chief Financial Officer and Treasurer

Acknowledged and Accepted:

SUNTRUST BANK,
as Administrative Agent

By: _____

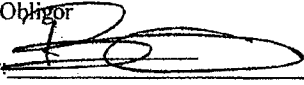
Name:

Title:

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 trademarks and trademark applications set forth on Schedule 1 attached hereto (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,

ONWARD HEALTHCARE, INC.,
as Obligor

By: 
Name: Brian M. Scott
Title: Chief Financial Officer and Treasurer

Acknowledged and Accepted:

SUNTRUST BANK,
as Administrative Agent

By: 
Name: Joshua Turner
Title: Vice President

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TRADEMARK
REEL: 005476 FRAME: 0702

Schedule 1

Onward Healthcare, Inc.
(Delaware Corporation)

U.S. Trademark

Registered Mark

Mark	Reg. No.	Reg. Date
ONWARD HEALTHCARE	2793863	12/16/03

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