

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM343778

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	RELEASE OF SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
U.S. Bank National Association, solely in its capacity as Collateral Agent and not individually		06/04/2015	national banking association: UNITED STATES
RECEIVING PARTY DATA			
Name:	Physiotherapy Corporation		
Street Address:	855 Springdale Drive, Suite 200		
City:	Exton		
State/Country:	PENNSYLVANIA		
Postal Code:	19341		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 5			
Property Type	Number	Word Mark	
Registration Number:	3480454	PHYSIO@WORK	
Registration Number:	3480514	PHYSIOKIDS	
Registration Number:	3605292	PHYSIOLINK	
Registration Number:	4131901	STRENGTHEN YOUR GAME	
Registration Number:	4445886	BENCHMARK	
CORRESPONDENCE DATA			
Fax Number:	3129939767		
<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:	3129932647		
Email:	zeynep.gieseke@lw.com		
Correspondent Name:	Zeynep Gieseke		
Address Line 1:	330 N. Wabash Avenue, Suite 2800		
Address Line 2:	c/o Latham & Watkins LLP		
Address Line 4:	Chicago, ILLINOIS 60611		
ATTORNEY DOCKET NUMBER:	025646-0851		
NAME OF SUBMITTER:	Zeynep Gieseke		
SIGNATURE:	/zg/		

CH \$140.00 3480454

DATE SIGNED:

06/05/2015

Total Attachments: 7

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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 June 4, 2015, is made by U.S. BANK NATIONAL ASSOCIATION, solely in its capacity as Collateral Agent and not individually ("U.S. Bank"), under the Credit Agreement referred to below (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 December 31, 2013 (as amended, restated, supplemented or otherwise modified from time to time, and together with all general security agreements, trademark security agreements, and copyright security agreements entered into in connection therewith or in connection with prior versions thereof, the "Credit Agreement"), among Physiotherapy Associates Holdings, Inc., a Delaware corporation (successor by merger to Physiotherapy Merger Sub, Inc.) (the "Borrower"), the Subsidiary Guarantors party thereto (the Borrower and the Subsidiary Guarantors, collectively, the "Credit Parties"), the Lenders from time to time party thereto (each individually a "Lender," and collectively, the "Lenders"), U.S. Bank National Association, as Administrative Agent for the Lenders and Collateral Agent for the Secured Parties, and the other agents party thereto, the Lenders made credit extensions to the Borrower;

WHEREAS, in connection with the Credit Agreement, and pursuant to those certain agreements described on Annex I attached hereto (collectively, the "Security Agreements"), the Credit Parties granted security interests in certain intellectual property owned by the Credit Parties including those listed on Annex I attached hereto (collectively, the "Intellectual Property Collateral"); and

WHEREAS, the Security Agreements were recorded in the United States Patent and Trademark Office (the "USPTO") or the United States Copyright Office (the "Copyright Office") on the dates set forth on Annex I hereto.

NOW THEREFORE, U.S. Bank hereby RELEASES, without representation, recourse or warranty whatsoever, all of its security interest in the Intellectual Property Collateral, whether granted pursuant to the Security Agreements or any other agreement or document delivered in connection with the Credit Agreement, and U.S. Bank hereby reassigns any and all such right, title and interest (if any) that U.S. Bank may have in the Intellectual Property Collateral to the Credit Parties.

U.S. Bank agrees, at the Credit Parties' expense, to cooperate with the Credit Parties and to provide the Credit Parties with the information and additional authorization reasonably required or desirable to effect the release of U.S. Bank's security interest in the released collateral described herein.

This Release and the rights and obligations of the parties hereto shall be governed by, and construed and interpreted in accordance with, the laws of the State of New York.

[Signature Page Follows]

IN WITNESS WHEREOF, U.S. Bank has executed this Release as of the date first above written.

U.S. BANK NATIONAL ASSOCIATION, solely in its capacity as Collateral Agent and not individually

By: _____

Name: James A. Hanley

Title: V.P. Relationship Management

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

TRADEMARK
REEL: 005547 FRAME: 0317

ANNEX I

The Intellectual Property Security Agreement dated as of December 31, 2013, by Physiotherapy-BMHI Holdings, Inc. and certain other Grantors party thereto in favor of U.S. Bank, which was recorded with the USPTO on March 24, 2014 at Reel 5242, Frame 0386 and covering the following trademarks:

U.S. Trademark Registrations	
Registration No./Date	Trademark
3029872 12/13/05	INTEGRITY PHYSICAL THERAPY (CHICAGO LOGO)
2987915 8/23/05	INTEGRITY PHYSICAL THERAPY (INDIANA LOGO)

The Intellectual Property Security Agreement dated as of December 31, 2013, by Physiotherapy-BMI, Inc. and certain other Grantors party thereto in favor of U.S. Bank, which was recorded with the USPTO on March 24, 2014 at Reel 5242, Frame 0368 and covering the following trademarks:

U.S. Trademark Registrations	
Registration No./Date	Trademark
3142478 9/12/06	BENCHMARK
3295974 9/25/07	BENCHMARK MEDICAL, INC.

The Intellectual Property Security Agreement dated as of December 31, 2013, by Keystone Rehabilitation Systems, Inc. and certain other Grantors party thereto in favor of U.S. Bank, which was recorded with the USPTO on March 24, 2014 at Reel 5242, Frame 0377 and covering the following trademarks:

U.S. Trademark Registrations	
Registration No./Date	Trademark
1490615 5/31/88	KEYSTONE REHABILITATION SYSTEMS AND DESIGN

The Intellectual Property Security Agreement dated as of December 31, 2013, by Physiotherapy Corporation and certain other Grantors party thereto in favor of U.S. Bank, which was recorded with the USPTO on March 24, 2014 at Reel 5242, Frame 0409 and covering the following trademarks:

U.S. Trademark Registration/Applications	
Registration/Application No./Date	Trademark
3480454 8/5/08	PHYSIO@WORK AND DESIGN
3480514 8/5/08	PHYSIOKIDS AND DESIGN
3605292 4/14/09	PHYSIOLINK
4131901 4/24/12	STRENGTHEN YOUR GAME
4445886 12/10/13	BENCHMARK

ANNEX I

The Intellectual Property Security Agreement dated as of December 31, 2013, by Physiotherapy Corporation, Blue Hen Physical Therapy, Inc., Rehabilitation Consultants, Inc., Physiotherapy Associates, Inc. and certain other Grantors party thereto which was recorded with the Copyright Office in April, 2014 and covering the following copyrights:

Title	Reg. No.	Owner
Computer program.	Txu1572159	Physiotherapy Corporation
Blue Hen Physical Therapy, Inc., fee sheet.	TX2155279	Blue Hen Physical Therapy, Inc.
Rehabilitation Consultants, Inc., back education series: pt. I.	Vau30443	Rehabilitation Consultants, Inc.
Disability Work Assessment (DWA)	TX7739359	Physiotherapy Associates, Inc.