

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM425767

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Opfree Licensing LP		04/26/2017	Limited Partnership: TEXAS
RECEIVING PARTY DATA			
Name:	Deerfield Management Company, L.P., as Administrative Agent		
Street Address:	780 Third Avenue		
Internal Address:	37th Floor		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10017		
Entity Type:	Limited Partnership: DELAWARE		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	4473519	WHAMBULANCE!	
Registration Number:	4308259	REAL ER. REAL FAST.	
Registration Number:	3581689	FIRST CHOICE EMERGENCY ROOM	
Registration Number:	5078288	ADEPTUS	
CORRESPONDENCE DATA			
Fax Number:	3125778994		
<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:	312-902-5200		
Email:	deborah.wing@kattenlaw.com		
Correspondent Name:	Deborah Wing c/o Katten Muchin Rosenman		
Address Line 1:	525 West Monroe Street		
Address Line 4:	Chicago, ILLINOIS 60661		
ATTORNEY DOCKET NUMBER:	333285-00141/Deerfield Ma		
NAME OF SUBMITTER:	Deborah A. Wing		
SIGNATURE:	/DAW/		
DATE SIGNED:	05/01/2017		
Total Attachments: 4			

CH \$115.00 4473519

source=Deerfield-Adeptus - Notice of Grant of Security Interest in Trademarks [Executed]#page1.tif
source=Deerfield-Adeptus - Notice of Grant of Security Interest in Trademarks [Executed]#page2.tif
source=Deerfield-Adeptus - Notice of Grant of Security Interest in Trademarks [Executed]#page3.tif
source=Deerfield-Adeptus - Notice of Grant of Security Interest in Trademarks [Executed]#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 Super-Priority Debtor-in-Possession Security and Pledge Agreement dated as of April 26, 2017 (as the same may be amended, modified, extended or restated from time to time, the “Agreement”) by and among the Obligors party thereto (each an “Obligor” and collectively, the “Obligors”) and Deerfield Management Company, L.P., a Delaware limited partnership, as Administrative Agent (in such capacity, together with its successors and assigns in such capacity, the “Administrative Agent”) for Secured Parties, the undersigned Obligor has granted a continuing security interest in, and a right to set off against, any and all right, title and interest of such Obligor in and to the trademarks and trademark applications set forth on Schedule 1 hereto to the Administrative Agent for the benefit of the Secured Parties. Capitalized terms used herein without definition shall have the meanings assigned to them in the Agreement, or if not defined therein, in the Credit Agreement (as defined in the Agreement).

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

[Signature Pages Follow]

Very truly yours,

OPFREE LICENSING LP, a Texas limited
partnership

By: 

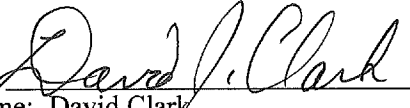
Name: Frank Williams

Title: Chief Financial Officer and Executive
Vice President

Address:
Opfree Licensing LP
2941 S. Lake Vista Drive, Suite 200
Lewisville, Texas 75067

DEERFIELD MANAGEMENT COMPANY, L.P., as Administrative Agent

By: Flynn Management LLC
General Partner

By: 
Name: David Clark
Title: Authorized Signatory

Address:

Deerfield Management Company, L.P., as Administrative Agent
780 Third Avenue
37th Floor
New York, New York 10017
Attention: Jonathan Isler

Schedule 1

**OpFree Licensing LP
(Texas Limited Partnership)**

U.S. Trademarks

Registered Marks

Mark	Reg. No.	Reg. Date
WHAMBULANCE!	4473519	01/28/14
REAL ER. REAL FAST.	4308259	03/26/13
FIRST CHOICE EMERGENCY ROOM and Design	3581689	02/24/09
ADEPTUS	5078288	11/8/2016

126039498