

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM449475

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|---|---|-----------------------------|----------------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | SECURITY INTEREST | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| OpFree Licensing LP | | 10/03/2017 | Limited Partnership: TEXAS |
| RECEIVING PARTY DATA | | | |
| Name: | Deerfield Private Design Fund IV, L.P., as Collateral Agent | | |
| Street Address: | 780 Third Avenue, 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: | 3129021061 | | |
| <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: | 312.577.8034 | | |
| Email: | oscar.ruiz@kattenlaw.com | | |
| Correspondent Name: | Oscar Ruiz c/o Katten Muchin Rosenman | | |
| Address Line 1: | 525 West Monroe Street | | |
| Address Line 4: | Chicago, ILLINOIS 60661 | | |
| ATTORNEY DOCKET NUMBER: | 333285-141 | | |
| NAME OF SUBMITTER: | Oscar Ruiz | | |
| SIGNATURE: | /Oscar Ruiz/ | | |
| DATE SIGNED: | 11/02/2017 | | |
| Total Attachments: 4 | | | |
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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

October 3, 2017

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Loan, Guaranty and Security Agreement dated as of the date hereof (as the same may be amended, modified, extended or restated from time to time, the "Agreement") by and among the Loan Parties party thereto (each an "Loan Party" and collectively, the "Loan Parties"), the Lenders party thereto and Deerfield Private Design Fund IV, L.P., as Collateral Agent for itself and the Lenders (in such capacity, together with its successors and assigns in such capacity, the "Collateral Agent"), the undersigned Loan Party has granted a continuing security interest in, and a right to set off against, any and all right, title and interest of such Loan Party in and to the trademarks and trademark applications set forth on Schedule 1 hereto to the Collateral Agent for the benefit of itself and the Lenders. Capitalized terms used herein without definition shall have the meanings assigned to them in the Agreement and Exhibit A thereto. Terms used herein (whether or not capitalized), that are not otherwise defined herein or in the Agreement or Exhibit A thereto shall have the meaning assigned thereto in the UCC (to the extent defined therein).

The undersigned Loan Party and the Collateral Agent, on behalf of itself and the Lenders, hereby acknowledge and agree that the security interest in the trademarks and trademark applications set forth on Schedule 1 hereto (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.

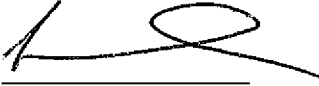
[Signature Pages Follow]

Very truly yours,

OPFREE LICENSING LP, a Texas limited partnership

By: **ECC MANAGEMENT, LLC**, a Texas limited liability company, its general partner

By: **FIRST CHOICE ER, LLC**, a Texas limited liability company, its sole member

By: 

Name: Frank Williams

Title: Authorized Signatory

Address:

Opfree Licensing LP

c/o Adeptus Health LLC

2941 S. Lake Vista Drive, Suite 200

Lewisville, Texas 75067

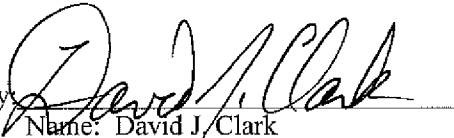
Attn: Frank R. Williams, Jr., Chief Executive Officer

Acknowledged and Accepted:

DEERFIELD PRIVATE DESIGN FUND IV, L.P., as Collateral Agent

By: **Deerfield Mgmt IV, L.P.**, its General Partner

By: **J.E. Flynn Capital IV, LLC**, its General Partner

By: 
Name: David J. Clark
Title: Authorized Signatory

Address:

Deerfield Private Design Fund IV, L.P., as Collateral Agent
780 Third Avenue
37th Floor
New York, New York 10017
Attention: David J. Clark

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 |

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