

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM537733

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	FIRST AMENDMENT TO TRADEMARK SECURITY AGREEMENT

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
CONCERTO HEALTHCARE, INC.	FORMERLY FIDELIS SENIOR CARE, INC.	08/14/2019	Corporation: DELAWARE

## RECEIVING PARTY DATA

<b>Name:</b>	DEERFIELD PRIVATE DESIGN FUND II, L.P.
<b>Street Address:</b>	780 THIRD AVENUE
<b>Internal Address:</b>	37TH FLOOR
<b>City:</b>	NEW YORK
<b>State/Country:</b>	NEW YORK
<b>Postal Code:</b>	10017
<b>Entity Type:</b>	Limited Partnership: DELAWARE
<b>Name:</b>	DEERFIELD PRIVATE DESIGN INTERNATIONAL II, L.P.
<b>Street Address:</b>	780 THIRD AVENUE
<b>Internal Address:</b>	37TH FLOOR
<b>City:</b>	NEW YORK
<b>State/Country:</b>	NEW YORK
<b>Postal Code:</b>	10017
<b>Entity Type:</b>	Limited Partnership: VIRGIN ISLANDS, BRITISH
<b>Name:</b>	DEERFIELD SPECIAL SITUATIONS FUND, L.P.
<b>Street Address:</b>	780 THIRD AVENUE
<b>Internal Address:</b>	37TH FLOOR
<b>City:</b>	NEW YORK
<b>State/Country:</b>	NEW YORK
<b>Postal Code:</b>	10017
<b>Entity Type:</b>	Limited Partnership: DELAWARE

## PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
<b>Registration Number:</b>	4868435	CONCERTO
<b>Registration Number:</b>	4964328	CONCERTOHEALTH
<b>Registration Number:</b>	4982780	CONCERTOHEALTH
<b>Registration Number:</b>	4982779	

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	5776122	PATIENT3D
Registration Number:	5776161	POWERING, EMPOWERING VALUE-BASED CARE

**CORRESPONDENCE DATA**

**Fax Number:** 3129021061

*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.*

**Phone:** 312-577-8208

**Email:** alana.hernandez@kattenlaw.com

**Correspondent Name:** ALANA HERNANDEZ C/O KATTEN MUCHIN

**Address Line 1:** 525 W. MONROE STREET

**Address Line 4:** CHICAGO, ILLINOIS 60661

<b>NAME OF SUBMITTER:</b>	ALANA HERNANDEZ
<b>SIGNATURE:</b>	/ALANA HERNANDEZ/
<b>DATE SIGNED:</b>	08/22/2019

**Total Attachments: 4**

source=First Amendment to Trademark Security Agreement#page1.tif

source=First Amendment to Trademark Security Agreement#page2.tif

source=First Amendment to Trademark Security Agreement#page3.tif

source=First Amendment to Trademark Security Agreement#page4.tif

FIRST AMENDMENT TO TRADEMARK SECURITY AGREEMENT

This First Amendment to Trademark Security Agreement dated as of August 14, 2019 (this "Amendment"), is made by and between Deerfield Private Design Fund II, L.P., Deerfield Private Design International II, L.P., Deerfield Special Situations Fund, L.P. (collectively, the "Grantees") and Concerto Healthcare, Inc., as successor to Fidelis Senior Care, Inc. ("Grantor").

RECITALS

WHEREAS, Grantor and Grantees are parties to that certain Trademark Security Agreement dated as of December 26, 2013 and recorded with the United States Patent and Trademark Office on December 27, 2013 in Reel 005183, Frame 0033 (as the same may be amended, restated or modified from time to time, the "Trademark Agreement"); and

WHEREAS, the parties hereto desire to execute this Amendment for the purpose of amending the Trademark Agreement to reflect additional Trademarks of Grantor in which Grantees have been granted a lien.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Grantor and Grantees hereby agrees as follows:

1. Definitions. All capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Trademark Agreement.

2. Amendment of Trademark Agreement. The Trademark Agreement is hereby amended such that the Trademarks in which Grantees have been granted a lien to secure the Liabilities shall include the Trademarks listed and described on Attachment I hereto. Except as amended hereby, the Trademark Agreement remains unchanged and in full force and effect.

3. Section Titles. Section and Subsection titles in this Amendment are included for convenience of reference only, do not constitute a part of this Amendment for any other purpose, and have no substantive effect.

4. Successors and Assigns. This Amendment will be binding upon and inure to the benefit of the parties hereto and their respective successors and assigns.

5. APPLICABLE LAW. THIS AMENDMENT WILL BE CONSTRUED IN ACCORDANCE WITH AND GOVERNED BY THE LAWS OF THE STATE OF ILLINOIS TO CONTRACTS MADE AND PERFORMED IN THAT STATE.

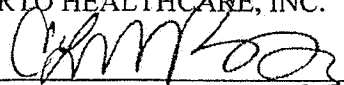
6. Counterparts. This Amendment may be executed in any number of counterparts and by different parties hereto in separate counterparts, each of which, when so executed and delivered, will be deemed an original and all of which shall together constitute one and the same instrument. Any such counterpart which may be delivered by facsimile transmission shall be

deemed the equivalent of an originally signed counterpart and shall be fully admissible in any enforcement proceedings regarding this Agreement.

[remainder of page intentionally left blank; signature page follows]

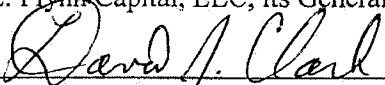
IN WITNESS WHEREOF, each of the parties hereto has caused this Amendment to be executed by its duly qualified officer on the date first written above.

CONCERTO HEALTHCARE, INC.

By:   
Name: Craig Bass  
Title: Chief Executive Officer

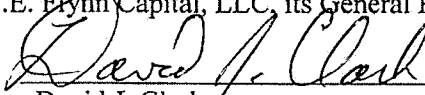
DEERFIELD PRIVATE DESIGN FUND II, L.P.

By: Deerfield Mgmt., L.P., is General Partner  
By: J.E. Flynn Capital, LLC, its General Partner

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

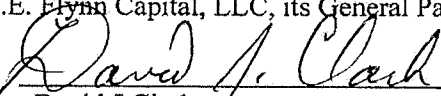
DEERFIELD PRIVATE DESIGN INTERNATIONAL II, L.P.

By: Deerfield Mgmt., L.P., its General Partner  
By: J.E. Flynn Capital, LLC, its General Partner

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

DEERFIELD SPECIAL SITUATIONS FUND, L.P.



By: Deerfield Mgmt., L.P., its General Partner  
By: J.E. Flynn Capital, LLC, its General Partner

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

ATTACHMENT 1

Trademarks and Trademark Licenses

United States Federal Trademark Registrations and Applications

Country	Mark	Owner Name	Status	App#	File Date	Reg#	Reg Date
UNITED STATES	CONCERTO	Concerto Healthcare, Inc.	REGISTERED	86/572,815	3/23/2015	4,868,435	12/8/2015
UNITED STATES	CONCERTOHEALTH	Concerto Healthcare, Inc.	REGISTERED	86/778,856	10/5/2015	4,964,328	5/24/2016
UNITED STATES	CONCERTOHEALTH & Design (Black & White) 	Concerto Healthcare, Inc.	REGISTERED	86/780,595	10/7/2015	4,982,780	6/21/2016
UNITED STATES	Design (Concerto Health Logo) (Color) 	Concerto Healthcare, Inc.	REGISTERED	86/780,592	10/7/2015	4,982,779	6/21/2016
UNITED STATES	PATIENT3D (Stylized)	Concerto Healthcare, Inc.	REGISTERED	87/429,125	4/24/2017	5,776,122	6/11/2019
UNITED STATES	POWERING, EMPOWERING VALUE-BASED CARE	Concerto Healthcare, Inc.	ALLOWED	87/481,855	6/9/2017	5,776,161	6/11/2019

Error! Unknown document property name.