

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM661849

SUBMISSION TYPE:	RESUBMISSION
NATURE OF CONVEYANCE:	SECURITY INTEREST
RESUBMIT DOCUMENT ID:	900623343

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Praxis Specialty Pharmacy, LLC		06/11/2021	Limited Liability Company: DELAWARE
Citizen's Rx, LLC		06/11/2021	Limited Liability Company: TENNESSEE
Gateway Pharmacy Network, LLC		06/11/2021	Limited Liability Company: DELAWARE

RECEIVING PARTY DATA

Name:	Monroe Capital Management Advisors, LLC, as Administrative Agent
Street Address:	311 South Wacker Drive, Suite 6400
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60606
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Registration Number:	5972007	PRAXIS RX
Registration Number:	6110988	CITIZENS RX
Registration Number:	6344450	GATEWAY PHARMACY NETWORKS

CORRESPONDENCE DATA

Fax Number: 6175269899
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: 6175269628
Email: cslattery@proskauer.com
Correspondent Name: Christine Slattery
Address Line 1: Proskauer Rose LLP
Address Line 2: One International Place, 23rd Floor
Address Line 4: Boston, MASSACHUSETTS 02110

ATTORNEY DOCKET NUMBER:	50606 / 006
NAME OF SUBMITTER:	Christine Slattery

TRADEMARK

SIGNATURE:	/Christine Slattery/
DATE SIGNED:	07/22/2021
Total Attachments: 4 source=Monroe_CitizensRx - Trademark Security Agreement Execution Version#page1.tif source=Monroe_CitizensRx - Trademark Security Agreement Execution Version#page2.tif source=Monroe_CitizensRx - Trademark Security Agreement Execution Version#page3.tif source=Monroe_CitizensRx - Trademark Security Agreement Execution Version#page4.tif	

TRADEMARK SECURITY AGREEMENT

THIS TRADEMARK SECURITY AGREEMENT dated as of June 11, 2021 (this “Agreement”), is executed by the undersigned (individually, a “Grantor” and collectively, the “Grantors”) for the benefit of MONROE CAPITAL MANAGEMENT ADVISORS, LLC, a Delaware limited liability company, as administrative agent (in such capacity, together with its successors and assigns, the “Administrative Agent”) for the Lenders, in connection with a Guaranty and Collateral Agreement dated as of August 31, 2017, among the Grantors, the other parties signatory thereto and Administrative Agent (as amended, restated, supplemented or otherwise modified from time to time, the “Guaranty and Collateral Agreement”). Capitalized terms not otherwise defined in this Agreement are being used in this Agreement as defined in the Guaranty and Collateral Agreement.

Pursuant to the Guaranty and Collateral Agreement, each Grantor has granted to Administrative Agent, for the ratable benefit of the Lenders and the Administrative Agent, a security interest in substantially all of its assets, including all of its right, title, and interest in, to, and under all now owned and hereafter acquired trademarks, trademark applications, trademark licenses, and all products and proceeds thereof, as collateral security for the prompt and complete payment and performance when due (whether at the stated maturity, by acceleration or otherwise) of the Secured Obligations. Pursuant to the Guaranty and Collateral Agreement, the Grantors are required to execute and deliver to Administrative Agent, for the ratable benefit of the Lenders and the Administrative Agent, this Agreement.

In consideration of the mutual agreements set forth herein and in the Credit Agreement and the Guaranty and Collateral Agreement, each Grantor does hereby grant to Administrative Agent, for the ratable benefit of the Lenders and the Administrative Agent, a continuing security interest in all of each such Grantor’s right, title and interest in, to and under the following, whether presently existing or hereafter created or acquired:

- (1) each Trademark and Trademark application, including, without limitation, each Trademark and Trademark application referred to in Schedule 1, together with any renewals or divisionals thereof and all goodwill associated therewith (though excluding any “intent to use” Trademark application for which a statement of use has not been filed and accepted with the United States Patent and Trademark Office); and
- (2) all products and Proceeds of the foregoing, including, without limitation, any royalties or any claim by any Grantor against third parties for past, present or future infringement of any Trademark, including, without limitation, any Trademark referred to in Schedule 1 and any Trademark issued pursuant to a Trademark application referred to in Schedule 1 (items (1) and (2) being herein collectively referred to as the “Trademark Collateral”).

This security interest is granted in conjunction with the security interests granted to Administrative Agent pursuant to the Guaranty and Collateral Agreement and subject to limitations set forth therein and in the Credit Agreement. Each Grantor hereby acknowledges and affirms that the rights and remedies of Administrative Agent with respect to the security interest in the Trademark Collateral made and granted hereby are more fully set forth in the Credit Agreement and in the Guaranty and Collateral Agreement, the terms and provisions of each of which are incorporated by reference herein as if fully set forth herein.

[Signature pages follow]

Each Grantor is signing this Trademark Security Agreement as of the date stated in the introductory clause.

PRAXIS SPECIALTY PHARMACY, LLC,
a Delaware limited liability company,
as a Grantor

By: 

Name: Randall DeKus

Title: Manager

CITIZEN'S RX LLC,
a Tennessee limited liability company,
as a Grantor

By: 

Name: Randall DeKus

Title: Manager

GATEWAY PHARMACY NETWORKS, LLC
a Delaware limited liability company,
as a Grantor

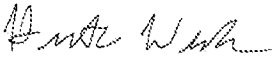
By: 

Name: Randall DeKus

Title: Manager

Acknowledged:

**MONROE CAPITAL MANAGEMENT
ADVISORS, LLC**, as Administrative Agent

By: 
Name: Hunter Week
Title: Assistant Vice President

SCHEDULE 1

TRADEMARK COLLATERAL

GRANTOR	MARK	REGISTRATION NUMBER	REGISTARTION DATE
Praxis Specialty Pharmacy, LLC	PRAXIS RX	5972007	January 28, 2020
Citizen's Rx, LLC	CITIZENS RX	6110988	July 28, 2020
Gateway Pharmacy Network, LLC	GATEWAY PHERMACY NETWORKS	6344450	May 11, 2021