

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM720459

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Madison Capital Funding LLC, as Administrative Agent		04/01/2022	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	Apogem Capital LLC, as Administrative Agent		
Street Address:	227 West Monroe Street, Suite 5400		
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:	5188530	CPO	
Registration Number:	5206436	SHEARWATER HEALTH	
Registration Number:	5201807	SHEARWATER HEALTH	
CORRESPONDENCE DATA			
Fax Number:	7044448857		
<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:	7043432000		
Email:	twitcher@mcguirewoods.com		
Correspondent Name:	Terry L. Witcher, Senior Paralegal		
Address Line 1:	McGuireWoods LLP		
Address Line 2:	201 N. Tryon Street, Suite 3000		
Address Line 4:	Charlotte, NORTH CAROLINA 28202		
NAME OF SUBMITTER:	Terry L. Witcher		
SIGNATURE:	/s/ Terry L. Witcher		
DATE SIGNED:	04/11/2022		
Total Attachments: 4			
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ASSIGNMENT OF TRADEMARK SECURITY AGREEMENT

This **ASSIGNMENT OF TRADEMARK SECURITY AGREEMENT** (this "**Assignment**"), dated as of April 1, 2022, is by **MADISON CAPITAL FUNDING LLC** (individually, "**MCF**"), acting in its capacity as the current and resigning administrative agent (in such capacity, the "**Retiring Agent**") and **APOGEM CAPITAL LLC**, a Delaware limited liability company, formerly known as New York Life Investments Alternatives LLC (individually "**Apogem**"), acting in its capacity as the successor administrative agent (in such capacity, the "**Successor Agent**").

RECITALS:

WHEREAS, SHEARWATER HEALTH, INC., as "Grantor", and Retiring Agent are parties to that certain intellectual property security agreement identified in Exhibit A attached hereto (as the same has been and may hereafter be amended, restated, supplemented or otherwise modified from time to time, the "**Agreement**") covering certain intellectual property set forth on Exhibit B attached hereto (collectively, the "**IP Collateral**"); and

WHEREAS, pursuant to that certain Omnibus Agency Transfer and Sub-Agent Appointment Agreement by and between MCF, as the Retiring Agent, and Apogem, as the Successor Agent, Retiring Agent has assigned to Successor Agent all of its rights, remedies, duties and other obligations under, among other documents, the Agreement, in each instance, in its capacity as administrative agent and, if applicable, collateral agent.

NOW, THEREFORE, in consideration of the foregoing, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Retiring Agent hereby assigns and transfers to Successor Agent and its successors and assigns, all of its rights, title and interest in and to the Agreement, including, for the avoidance of doubt, its lien on and security interest in the IP Collateral.

This Assignment may be executed in any number of counterparts, each of which when so executed shall be deemed an original and all of which taken together shall constitute one and the same instrument.

(Remainder of page left intentionally blank; signatures follow.)

IN WITNESS WHEREOF, Retiring Agent and Successor Agent have caused this Assignment to be duly executed as of the date first above written.

RETIRING AGENT:

MADISON CAPITAL FUNDING LLC

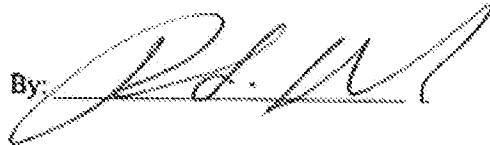
By: Apogem Capital LLC, its manager

By: 

Name: Patrick D. Koehl
Title: Director

SUCCESSOR AGENT:

APOGEM CAPITAL LLC

By: 

Name: Patrick D. Koehl
Title: Director

EXHIBIT A

Trademark Security Agreement dated as of September 30, 2019 and filed with the United States Patent and Trademark Office on October 1, 2019 at Reel 6760, Frame 0581.

EXHIBIT B

TRADEMARKS

1. Trademark Registration No. 5,188,530 for the word mark "CPO".
2. Trademark Registration No. 5,206,436 for the word mark "SHEARWATER HEALTH".
3. Trademark Registration No. 5,201,807 for the word mark "SHEARWATER HEALTH".