

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM736947

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Assignment of Intellectual Property Security Agreement		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
MADISON CAPITAL FUNDING LLC		04/01/2022	Limited Liability Company: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	APOGEM CAPITAL LLC		
<b>Street Address:</b>	227 WEST MONROE STREET, SUITE 5400		
<b>City:</b>	Chicago		
<b>State/Country:</b>	ILLINOIS		
<b>Postal Code:</b>	60606		
<b>Entity Type:</b>	Limited Liability Company: DELAWARE		
<b>PROPERTY NUMBERS Total: 24</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	2164678	NEXTCARE	
<b>Registration Number:</b>	3402987	NEXTXPRESS	
<b>Registration Number:</b>	3392840	NEXTXPRESS	
<b>Registration Number:</b>	3785732	WAHOO	
<b>Registration Number:</b>	4121333	WHEN FEELING GREAT CAN'T WAIT!	
<b>Serial Number:</b>	85385226	FULL CIRCLE CARE	
<b>Serial Number:</b>	85874991	NEXTCARE URGENT CARE SUPER SOAPY	
<b>Serial Number:</b>	85895074	SUPER SOAPY	
<b>Registration Number:</b>	3348115	PRIMACARE MEDICAL CENTERS	
<b>Registration Number:</b>	3235953	PRIMACARE	
<b>Registration Number:</b>	3632794	HEALTHCARE FOR THE WAY WE LIVE AND WORK	
<b>Registration Number:</b>	3632792	WHERE YOU NEED US, WHEN YOU NEED US	
<b>Registration Number:</b>	4179430	PRIMA BEAR	
<b>Registration Number:</b>	3623582	PRIMAMED TRAINING INSTITUTE	
<b>Serial Number:</b>	85227581	PRIMAMED	
<b>Serial Number:</b>	77913924	PRIMAMED URGENT CARE	
<b>Serial Number:</b>	77866069	PRIMACAREXPRESS	
<b>Serial Number:</b>	77865927	PRIMACARE EXPRESS	
<b>Registration Number:</b>	4303472	THE URGENCY ROOM	

CH \$615.00 2164678

Property Type	Number	Word Mark
Registration Number:	4223943	URGENCY ROOM
Registration Number:	4166436	UR
Registration Number:	4223942	THE URGENCY ROOM
Registration Number:	3824687	I
Registration Number:	3824601	IMPACT URGENT CARE

**CORRESPONDENCE DATA**

Fax Number: 3125774565

*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: 312-577-8265

Email: kristin.brozovic@katten.com

Correspondent Name: Kristin Brozovic c/o Katten

Address Line 1: 525 W Monroe St

Address Line 4: Chicago, ILLINOIS 60661

ATTORNEY DOCKET NUMBER:	214338-668
NAME OF SUBMITTER:	Kristin Brozovic
SIGNATURE:	/Kristin Brozovic/
DATE SIGNED:	06/24/2022

**Total Attachments: 10**

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**ASSIGNMENT OF INTELLECTUAL PROPERTY  
SECURITY AGREEMENT**

This **ASSIGNMENT OF INTELLECTUAL PROPERTY 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** (individually, “**Apogem**”), acting in its capacity as the successor administrative agent (in such capacity, the “**Successor Agent**”).

**RECITALS:**

**WHEREAS**, Emergency Care, Inc., an Oklahoma corporation, NextCare Inc., a Delaware corporation, NextCare Texas, LLC, a Delaware limited liability company, NextCare Missouri, LLC, a Missouri limited liability company, each as a “Grantor” or “Debtor”, respectively, and Retiring Agent (in certain instances, as successor to Bank of Montreal) are parties to those certain intellectual property security agreements identified in Exhibit A attached hereto (as the same have been and may hereafter be amended, restated, supplemented or otherwise modified from time to time, collectively, the “**Agreements**”) covering certain intellectual property set forth on Exhibit B attached hereto; 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 Agreements, 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 Agreements.

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**

Copyright Collateral Agreement by Emergency Care, Inc., dated as of February 4, 2014, and filed with the United States Copyright Office on May 1, 2014, at Volume 9913, Document 3179.

Patent Collateral Agreement by NextCare, Inc., dated as of February 4, 2014, and filed with the United States Patent and Trademark Office on February 5, 2014, at Reel 032162, Frame 0098.

Trademark Collateral Agreement by NextCare, Inc., dated as of October 10, 2012, and filed with the United States Patent and Trademark Office on October 10, 2012, at Reel 4878, Frame 0496.

Trademark Collateral Agreement by NextCare, Inc., dated as of July 31, 2013, and filed with the United States Patent and Trademark Office on August 7, 2013, at Reel 5086, Frame 0957.

Trademark Collateral Agreement by NextCare Texas, LLC, dated as of July 31, 2013, and filed with the United States Patent and Trademark Office on August 7, 2013, at Reel 5087, Frame 0132.

Trademark Collateral Agreement by NextCare Missouri, LLC, dated as of January 20, 2015, and filed with the United States Patent and Trademark Office on January 22, 2015, at Reel 5445, Frame 0454.

Trademark Collateral Agreement by NextCare Texas, LLC, dated as of August 21, 2015, and filed with the United States Patent and Trademark Office on August 21, 2015, at Reel 5605, Frame 0044.

**EXHIBIT B**

**REGISTERED COPYRIGHTS  
AND COPYRIGHT APPLICATIONS**

**FEDERAL COPYRIGHT REGISTRATIONS**

<b>TITLE</b>	<b>REGISTRATION NUMBER</b>	<b>DATE OF REGISTRATION</b>
Emergency Department	TXu001052605	07/17/01

**FEDERAL COPYRIGHT APPLICATIONS**

<b>TITLE</b>	<b>APPLICATION NUMBER</b>	<b>DATE OF APPLICATION</b>
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**REGISTERED PATENTS  
AND PATENT APPLICATIONS**

**FEDERAL PATENT REGISTRATIONS  
AND APPLICATIONS**

PATENT	PATENT Application No.	DATE OF ISSUANCE
Patient Receiving Method	11144278	6/3/05

**REGISTERED TRADEMARKS  
AND TRADEMARK APPLICATIONS**

**FEDERAL TRADEMARK REGISTRATIONS**

TRADEMARK	REGISTRATION NUMBER	DATE OF REGISTRATION
"NextCare" and Design	2,164,678	June 9, 1998
"NextXpress" Logo	3,402,987	January 21, 2005
"Nextspress" Trademark	3,392,840	March 4, 2008
"WAHOO" Trademark	3,785,732	May 4, 2010
"When Feeling Great Can't Wait"	4,121,333	April 13, 2012

**FEDERAL TRADEMARK APPLICATIONS**

TRADEMARK	APPLICATION NUMBER	DATE OF APPLICATION
"Full Circle Care"	85/385/226	July 29, 2011



REGISTERED TRADEMARKS  
AND TRADEMARK APPLICATIONS  
FEDERAL TRADEMARK REGISTRATIONS

TRADEMARK	REGISTRATION NUMBER	DATE OF REGISTRATION
None.		

FEDERAL TRADEMARK APPLICATIONS

TRADEMARK	APPLICATION NUMBER	DATE OF APPLICATION
NextCare Urgent Care Super Soapy	85874991	March 13, 2013
Super Soapy	85895074	April 4, 2013

### FEDERAL TRADEMARK REGISTRATIONS

TRADEMARK	REGISTRATION NUMBER	DATE OF REGISTRATION
PrimaCare Medical Centers	3348115	December 4, 2007
PrimaCare	3235953	May 1, 2007
"Healthcare for the Way We Live and Work Today"	3632794	June 2, 2009
"Where You Need Us, When You Need Us"	3632792	June 2, 2009
Prima Bear	4179430	July 24, 2012
PrimaMed Training Institute	3623582	May 19, 2009

### FEDERAL TRADEMARK APPLICATIONS

TRADEMARK	APPLICATION NUMBER	DATE OF APPLICATION
PrimaMed	85227581	January 27, 2011
PrimaMed Urgent Care	77913924	January 18, 2010
PrimaCareExpress	77866069	November 5, 2009
PrimaCare Express	77865927	November 5, 2009

**REGISTERED TRADEMARKS  
AND TRADEMARK APPLICATIONS**

**FEDERAL TRADEMARK REGISTRATIONS**

TRADEMARK	REGISTRATION NUMBER	DATE OF REGISTRATION
THE URGENCY ROOM	4,303,472	March 19 2013
URGENCY ROOM	4,223,943	October 16, 2012
UR	4,166,436	July 3 2012
THE URGENCY ROOM	4,223,942	October 16, 2012

**REGISTERED TRADEMARKS  
AND TRADEMARK APPLICATIONS  
FEDERAL TRADEMARK REGISTRATIONS**

TRADEMARK

REGISTRATION NUMBER



3,824,687

IMPACT URGENT CARE

3,824,601