

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM797331

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
MADRYN HEALTH PARTNERS II (CAYMAN MASTER), LP		03/24/2023	Limited Partnership: CAYMAN ISLANDS
RECEIVING PARTY DATA			
Name:	MADRYN FUND ADMINISTRATION, LLC		
Street Address:	c/o MADRYN ASSET MANAGEMENT, LP		
Internal Address:	330 MADISON AVENUE, 33rd FLOOR		
City:	NEW YORK		
State/Country:	NEW YORK		
Postal Code:	10017		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	87070370	GREENBROOK	
CORRESPONDENCE DATA			
Fax Number:	7043311159		
<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:	704-331-1000		
Email:	jansnider@mvalaw.com, vangambrell@mvalaw.com		
Correspondent Name:	MOORE & VAN ALLEN PLLC		
Address Line 1:	100 NORTH TRYON STREET, SUITE 4700		
Address Line 2:	ATTN: IP DEPARTMENT		
Address Line 4:	CHARLOTTE, NORTH CAROLINA 28202		
ATTORNEY DOCKET NUMBER:	043094-000028		
NAME OF SUBMITTER:	James Van Cleave Gambrell		
SIGNATURE:	/James Van Cleave Gambrell/		
DATE SIGNED:	03/24/2023		
Total Attachments: 4			
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NOTICE OF AGENCY ASSUMPTION FOR SECURITY INTEREST IN TRADEMARKS

This NOTICE OF AGENCY ASSUMPTION FOR SECURITY INTEREST IN TRADEMARKS dated as of March 24, 2023 (this “Notice of Agency Assumption”), is made by MADRYN HEALTH PARTNERS II (CAYMAN MASTER), LP, a Cayman Islands exempted limited partnership (“Madryn Health”) and MADRYN FUND ADMINISTRATION, LLC, a Delaware limited liability company (“Madryn Fund”).

WHEREAS, reference is made to that certain Credit Agreement (as amended, amended and restated, supplemented or otherwise modified prior to the date hereof, the “Credit Agreement”), dated as of July 14, 2022, among GREENBROOK TMS INC., an Ontario corporation, the Guarantors (defined therein, including TMS NEUROHEALTH CENTERS SERVICES, LLC, a Delaware limited liability company (the “Company”), the Lenders (defined therein), and Madryn Health.

WHEREAS, pursuant to that certain U.S. Security Agreement dated as of July 14, 2022, (“Security Agreement”), by and among the Grantors party thereto (including the Company) and Madryn Health, the Company granted to Madryn Health, as administrative agent, a continuing security interest in and continuing lien upon certain trademarks, trademark licenses, and trademark applications, including the trademarks, trademark licenses and trademark applications set forth on Schedule 1 (collectively, the “Trademark Collateral”).

WHEREAS, pursuant to the Security Agreement, Company executed and delivered to Madryn Health, for the benefit of the Secured Parties, a Notice of Grant of Security Interest in Trademarks (“Notice”).

WHEREAS, the Notice was recorded at the United States Patent and Trademark Office (“USPTO”) on July 14, 2022, at Reel 7788, Frame 0542.

WHEREAS, pursuant to that certain Agency Resignation, Appointment, Assumption and Waiver Agreement, dated March 24, 2023 (“Agency Assumption Agreement”), Madryn Health resigned as administrative agent in accordance with the Credit Agreement, and the Lenders appointed Madryn Fund to act as Successor Administrative Agent (as defined in the Agency Assumption Agreement) under the Credit Agreement and other Loan Documents (including the Security Agreement and the Notice), and Madryn Fund accepted its appointment to serve as Administrative Agent.

NOW THEREFORE, in consideration of the mutual promises and undertakings set forth herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and with the intention of being legally bound hereby, Madryn Health and Madryn Fund agree as follows:

SECTION 1. Defined Terms. All capitalized terms used herein but not otherwise defined herein have the meanings given to them in the Credit Agreement, Security Agreement, the Notice, or the Agency Assumption Agreement.

SECTION 2. Notice of Agency Assumption. Madryn Health and Madryn Fund hereby acknowledge and agree that, pursuant to the Agency Assumption Agreement, Madryn Fund is the Successor Administrative Agent and is now vested with all rights and remedies of the Administrative Agent under the Security Agreement, including the security interest in and continuing lien upon the Trademark Collateral.

SECTION 3. Recordation. Madryn Health and Madryn Fund hereby authorize the recordation of this Notice of Agency Assumption with the USPTO.

SECTION 4. Choice of Law. This Notice of Agency Assumption and the rights and obligations of the parties hereunder, and all of their successors, assigns, and transferees, shall be governed by and construed in accordance with the laws of the State of New York.


[Signature page follows]

IN WITNESS WHEREOF, Madryn Health and Madryn Fund have caused this Notice of Agency Assumption for Security Interest in Trademarks to be duly executed as of the date first set forth above.

MADRYN HEALTH: MADRYN HEALTH PARTNERS II (CAYMAN MASTER), LP,

By: MADRYN HEALTH ADVISORS II, LP,
its General Partner

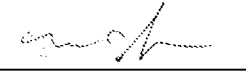
By: MADRYN HEALTH ADVISORS GP II, LLC,
its General Partner

By: 
Name: Avinash Amin
Title: Member

MADRYN FUND: MADRYN FUND ADMINISTRATION, LLC,

By: MADRYN ASSET MANAGEMENT, LP,
its Managing Partner

By: MADRYN ASSET MANAGEMENT GP, LLC,
its General Partner

By: 
Name: Avinash Amin
Title: Sole Member

Schedule 1 to Notice of Agency Assumption for Security Interest in Trademarks

Schedule 1

Jurisdiction	Mark	Serial Number	Filing Date	Registration Number	Registration Date
US	GREENBROOK	87070370	6/14/2016	5128267	1/24/2017