

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM726842

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
ALTERA DIGITAL HEALTH INC.		05/02/2022	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	JPMorgan Chase Bank, N.A., as Administrative Agent		
Street Address:	10 SOUTH DEARBORN		
City:	CHICAGO		
State/Country:	ILLINOIS		
Postal Code:	60603		
Entity Type:	National Banking Association: UNITED STATES		
PROPERTY NUMBERS Total: 7			
Property Type	Number	Word Mark	
Registration Number:	5948778	HEALTHQUEST	
Registration Number:	5580823	STAR	
Registration Number:	5575989	CAREINMOTION	
Registration Number:	6019449	AVENEL	
Registration Number:	6014160	AVENEL	
Registration Number:	3425470	TOUCHWORKS	
Registration Number:	3138267	PARAGON	
CORRESPONDENCE DATA			
Fax Number:	2149813400		
<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:	214-981-3483		
Email:	dclark@sidley.com		
Correspondent Name:	Dusan Clark, Esq.		
Address Line 1:	Sidley Austin LLP		
Address Line 2:	2021 McKinney Ave., Suite 2000		
Address Line 4:	Dallas, TEXAS 75201		
ATTORNEY DOCKET NUMBER:	036084-30156		
NAME OF SUBMITTER:	Dusan Clark		

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SIGNATURE:	/Dusan Clark/
DATE SIGNED:	05/10/2022
Total Attachments: 4 source=Project Dawn_ 2022 Confirmatory Grant of SI in Trademarks (Executed) 280711058_1#page1.tif source=Project Dawn_ 2022 Confirmatory Grant of SI in Trademarks (Executed) 280711058_1#page2.tif source=Project Dawn_ 2022 Confirmatory Grant of SI in Trademarks (Executed) 280711058_1#page3.tif source=Project Dawn_ 2022 Confirmatory Grant of SI in Trademarks (Executed) 280711058_1#page4.tif	

**CONFIRMATORY GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS**

THIS CONFIRMATORY GRANT OF SECURITY INTEREST IN UNITED STATES TRADEMARKS (the “Confirmatory Grant”) is made effective as of May 2, 2022 by and from ALTERA DIGITAL HEALTH INC., a Delaware corporation (the “Grantor”), to and in favor of JPMORGAN CHASE BANK, N.A., (the “Grantee”) for itself and as Administrative Agent for the Secured Parties (as defined in the Credit Agreement referenced below).

WHEREAS, the Grantor, the Grantee, the other Loan Parties party thereto and the Lenders party thereto have entered into a Credit Agreement dated as of May 2, 2022 (as may be amended, restated, supplemented or otherwise modified from time to time, the “Credit Agreement”).

WHEREAS, the Grantor, the other Loan Parties and the Grantee have entered into a Pledge and Security Agreement dated as of May 2, 2022 (as may be amended, restated, supplemented or otherwise modified from time to time, the “Security Agreement”).

WHEREAS, the Grantor owns the trademarks (the “Trademarks”) listed on Exhibit A attached hereto, which Trademarks are pending or registered with the United States Patent and Trademark Office.

WHEREAS, this Confirmatory Grant has been granted in conjunction with the security interest granted to Grantee under the Security Agreement. The rights and remedies of Grantee with respect to the security interest granted herein are without prejudice to and are in addition to those set forth in the Security Agreement and the other Loan Documents, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Confirmatory Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

NOW, THEREFORE, in consideration of the mutual covenants and agreements set forth herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, it is hereby agreed that:

1) Definitions. All capitalized terms not defined herein shall have the respective meanings given to them in the Credit Agreement.

2) The Security Interest.

(a) This Confirmatory Grant is made to secure the satisfactory performance and payment of all the Secured Obligations. Upon Payment in Full, the security interest acquired by Grantee under this Confirmatory Grant shall be automatically released and Grantee shall promptly execute, acknowledge, and deliver to Grantor all reasonably requested instruments, in writing or otherwise, evidencing such release.

(b) The Grantor hereby grants to Grantee a security interest in (1) all of Grantor’s right, title and interest in and to the Trademarks now owned or from time to time after the date hereof owned or acquired by the Grantor, together with (2) all proceeds and products of the Trademarks, (3) the goodwill associated with such Trademarks, and (4) all causes of action arising prior to or after the date hereof for infringement of the Trademarks or unfair competition regarding the same. Nothing herein shall limit the Grantor’s grant of a security interest in the foregoing assets or any other Collateral in favor of the Grantee

to secure the Secured Obligations pursuant to the Security Agreement or any other Collateral Documents, all of which grants are hereby reaffirmed, ratified and confirmed.

3) Counterparts. This Confirmatory Grant may be executed in any number of counterparts and by different parties in separate counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same agreement. Signature pages may be detached from multiple separate counterparts and attached to a single counterpart.

4) Governing Law. This Confirmatory Grant and the rights and obligations of the parties hereto shall be governed by, and construed and interpreted in accordance with, the laws of the State of New York.

IN WITNESS WHEREOF, the Grantor has executed this Confirmatory Grant of Security Interest in United States Trademarks effective as of the date first written above.

ALTERA DIGITAL HEALTH INC.

By: 
Name: Todd Richardson
Title: Chief Financial Officer

CONFIRMATORY GRANT OF SECURITY INTEREST
 IN UNITED STATES TRADEMARKS
 Exhibit A - SCHEDULE OF TRADEMARKS

Mark	Reg. No.	Serial	App. Date	Current Owner
HEALTHQUEST	5948778	88466465	2019-06-10	Altera Digital Health Inc.
STAR	5580823	87861180	2018-04-03	Altera Digital Health Inc.
CAREINMOTION	5575989	87900254	2018-04-30	Altera Digital Health Inc.
AVENEL	6019449	87813960	2018-02-28	Altera Digital Health Inc.
Avenel	6014160	87813958	2018-02-28	Altera Digital Health Inc.
TOUCHWORKS	3425470	77135110	2007-03-20	Altera Digital Health Inc.
PARAGON	3138267	78592510	2005-03-22	Altera Digital Health Inc.