

01-12-2001

Docket No.:
014951/0241

12-21-00



Tab settings

To the Honorable Commissioner of Patent

101581275

attached original documents or copy thereof.

1. Name of conveying party(ies):

PHYMATRIX CORP.
777 S. FLAGLER DRIVE
WEST PALM BEACH, FLORIDA 33401

- Individual(s)
- General Partnership
- Corporation-State **DELAWARE**
- Other
- Association
- Limited Partnership

Additional names(s) of conveying party(ies) Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: **SEPTEMBER 19, 2000**

2. Name and address of receiving party(ies):

Name: **ABLECO FINANCE LLC, AS AGENT**
Internal Address: **28TH FLOOR**
Street Address: **450 PARK AVENUE**
City: **NEW YORK** State: **NY** ZIP: **10021**

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other **DELAWARE LIMITED LIABILITY CO.**

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

75/637,253 75/637,252

B. Trademark Registration No.(s)

2,090,745

Additional numbers Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: **PAUL A. JUERGENSEN**
Internal Address: **SCHULTE ROTH & ZABEL LLP**
Street Address: **900 THIRD AVENUE**
City: **NEW YORK** State: **NY** ZIP: **10022**

6. Total number of applications and registrations involved:.....

3

7. Total fee (37 CFR 3.41):.....\$ **90.00**

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

SCHULTE ROTH & ZABEL LLP - 500675

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

PAUL A. JUERGENSEN
Name of Person Signing

Paul A. Juergensen
Signature

DECEMBER 19, 2000
Date

Total number of pages including cover sheet, attachments, and

4

ASSIGNMENT FOR SECURITY

(TRADEMARKS)

WHEREAS, PHYMATRIX CORP. (the "Assignor") has adopted, used and is using the trademarks and service marks listed on the annexed Schedule 1A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Assignor has entered into a Security Agreement, dated as of September 19, 2000 (such agreement, as amended, restated, supplemented or otherwise modified from time to time, being hereafter referred to as the "Security Agreement"), in favor of Ableco Finance LLC (the "Assignee");

WHEREAS, pursuant to the Security Agreement, the Assignor has pledged and assigned to the Assignee and granted to the Assignee a security interest in all right, title and interest of the Assignor in, to and under the Trademarks together with, among other things, the good-will of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the payment, performance and observance of the Obligations (as defined in the Security Agreement);

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Assignor does hereby pledge and assign to the Assignee and grants to the Assignee a security interest in the Collateral to secure the prompt payment, performance and observance of the Obligations.

The Assignor does hereby further acknowledge and affirm that the terms and conditions of the Assignee's security interest and the rights and remedies of the Assignee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

IN WITNESS WHEREOF, the Assignor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of September 19, 2000.

PHYMATRIX CORP.

By: [Signature]
Name: GARY S. GILLHEENEY
Title: SECRETARY, TREASURER + CFOFFICER

STATE OF New York
COUNTY OF New York ^{SS.:}

On this 19th day of September, 2000, before me personally came GARY S. GILLHEENEY to me known to be the person who executed the foregoing instrument, and who, being duly sworn by me, did depose and say that he is ~~the~~ an officer of the corporation designated as an "Assignor" on the foregoing instrument, and that he executed the foregoing instrument in the firm name of such corporation, and that he had authority to sign the same, and he acknowledged to me that he executed the same as the act and deed of said corporation for the uses and purposes therein mentioned.

[Signature: Denise A. Cunsolo]

DENISE A. CUNSOLO
Notary Public, State of New York
No. 01CU5032497
Qualified in Nassau County
Commission Expires August 29, 2002
On file in NY County

SCHEDULE 1A TO ASSIGNMENT FOR SECURITY

(TRADEMARKS AND TRADEMARK APPLICATIONS)

1. PHYMATRIX CORP.
Registered 8/26/97; Reg. No. 2,090,745
2. ICSL
Service mark application (intent to use)
Application filed 2/9/99; S/N 75/637,253
3. INNOVATIVE CLINICAL SOLUTIONS
Service mark application (intent to use)
Application filed 2/9/99; S/N 75/637,252