

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	Notice of Grant of Security Interest
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Sheridan Healthcorp, Inc.		02/25/2004	CORPORATION: FLORIDA

RECEIVING PARTY DATA	
Name:	Bank of America, N.A., as Administrative Agent
Street Address:	101 North Tryon Street
Internal Address:	Independence Center, 15th Floor
City:	Charlotte
State/Country:	NORTH CAROLINA
Postal Code:	28255
Entity Type:	national banking association: UNITED STATES

PROPERTY NUMBERS Total: 1		
Property Type	Number	Word Mark
Registration Number:	1978280	SHERIDAN HEALTHCORP

CORRESPONDENCE DATA	
Fax Number:	(919)286-8199
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	919 286-8028
Email:	PTO_TMconfirmation@mvalaw.com
Correspondent Name:	Moore & Van Allen PLLC
Address Line 1:	2200 West Main Street
Address Line 2:	Suite 800
Address Line 4:	Durham, NORTH CAROLINA 27705

ATTORNEY DOCKET NUMBER:	017625.1393
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NAME OF SUBMITTER:	Charles L. Evans
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Total Attachments: 4
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**NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS**

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of February 25, 2004, (the "Security Agreement"), by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Bank of America, N.A., as Administrative Agent (the "Agent") for the Lenders referenced therein (the "Lenders"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks shown below to the Agent for the ratable benefit of the Lenders:

TRADEMARKS

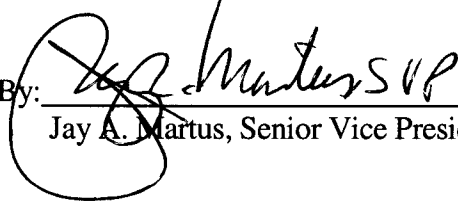
<u>Trademark No.</u>	Description of Trademark <u>Item</u>	Date of <u>Trademark</u>
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See Exhibit A attached hereto and made a part hereof.

The undersigned Obligor and the Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark.

Very truly yours,

Sheridan Healthcorp, Inc., a Florida corporation

By:  _____
Jay A. Martus, Senior Vice President

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

By: _____
Name: _____
Title: _____

The undersigned Obligor and the Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark.

Very truly yours,

Sheridan Healthcorp, Inc., a Florida corporation

By: _____
Name: _____
Title: _____

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

By: Robert Klawinski
Name: Robert Klawinski
Title: Managing Director

EXHIBIT A

**Sheridan Healthcorp, Inc.
(Florida Corporation)**

Registered Marks

Description	Registration No.	Reg. Date
SHERIDAN HEALTHCORP and Design	1978280	6/4/96