

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Radisphere National Radiology Group, Inc. f/k/a F&S Healthcare Services, Inc.		07/01/2011	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Comerica Bank
Street Address:	39200 Six Mile Road
Internal Address:	National Documentation Services, Mail Code 7578
City:	Livonia
State/Country:	MICHIGAN
Postal Code:	48152
Entity Type:	a Texas banking association: TEXAS

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Serial Number:	77956603	RADII
Serial Number:	77937090	RADISPHERE
Serial Number:	77937078	RADISPHERE
Serial Number:	77937068	RADISPHERE
Serial Number:	77956608	RADII
Serial Number:	77937064	RADISPHERE

CORRESPONDENCE DATA

Fax Number: (734)930-2494
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 734-761-3780
 Email: asujek@bodmanlaw.com
 Correspondent Name: Angela Alvarez Sujek - Bodman PLC
 Address Line 1: 201 South Division, Ste. 400

900197763

**TRADEMARK
 REEL: 004589 FRAME: 0083**

OP \$165.00 77956603

Address Line 4: Ann Arbor, MICHIGAN 48104

NAME OF SUBMITTER:	Angela Alvarez Sujek
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Signature:	/Angela Alvarez Sujek/
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Date:	07/22/2011
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Total Attachments: 4

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**FIRST AMENDMENT TO
INTELLECTUAL PROPERTY SECURITY AGREEMENT**

This First Amendment to Intellectual Property Security Agreement, (this "Amendment") is entered into as of July 1, 2011, between COMERICA BANK ("Bank") and RADISPHERE NATIONAL RADIOLOGY GROUP, INC., a Delaware corporation f.k.a. F&S Healthcare Services, Inc. ("Grantor").

RECITALS

A. Bank has made or has agreed to make certain advances of money and to extend certain financial accommodations to Grantor in the amounts and manner set forth in that certain Loan and Security Agreement by and among Bank and Grantor, Franklin & Seidelmann, Inc., Franklin & Seidelmann Medical Corp., F&S Radiology P.C., FSH Radiology, Inc., F&S Apex, Inc. and F&S Apex, LLC dated as of February 26, 2010 (as amended, the "Loan Agreement"). Capitalized terms used herein are used as defined in the Loan Agreement.

B. In connection with the terms of the Loan Agreement, Grantor executed an Intellectual Property Security Agreement dated February 26, 2010 (the "Agreement") wherein Grantor granted to Bank a security interest in all of its right, title and interest, whether presently existing or hereafter acquired, in, to and under all of the Intellectual Property Collateral.

C. The parties desire to amend the Agreement in accordance with the terms of this Amendment.

NOW, THEREFORE, the parties agree as follows:

AGREEMENT

1. Exhibits B and C to the Agreement are hereby deleted and replaced with Exhibits B and C attached hereto.
2. Grantor acknowledges Bank's rights under Section 9.2 of the Loan Agreement to modify the Agreement by amending Exhibits A, B and C without first obtaining Grantor's approval or signature, and such modification need not require Grantor's approval or signature in the future.
3. Grantor represents and warrants that the representations and warranties contained in the third paragraph of the Agreement are true and correct as of the date of this Amendment.
4. This Amendment may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one instrument.

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IN WITNESS WHEREOF, the parties have caused this Intellectual Property Security Agreement to be duly executed by its officers thereunto duly authorized as of the first date written above.

GRANTOR:

Address of Grantor:

**RADISPHERE NATIONAL RADIOLOGY
GROUP, INC.**

500 Post Road East
Westport, CT 06880

By: EJH

Attn: William Paradis

Title: CEO

Address of Bank:

BANK:

Comerica Bank
National Documentation Services
39200 Six Mile Rd.
Mail Code 7578
Livonia, MI 48152

COMERICA BANK

By: [Signature]

Title: VP

EXHIBIT B

Patents

None.

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EXHIBIT C

Trademarks

Description	Registration/ Application Number	Registration/ Application Date
RADII	77/956603	3/11/10
RADISPHERE	77/937090	2/16/10
RADISPHERE	77/937078	2/16/10
RADISPHERE	77/937068	2/16/10
RADII	77/956608	3/11/10
RADISPHERE	77/937064	2/16/10