

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Notice of Change of Administrative Agent		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Citibank, N.A., as Existing Administrative Agent		04/03/2012	National Association: UNITED STATES
RECEIVING PARTY DATA			
Name:	JPMorgan Chase Bank, N.A., as Successor Administrative Agent		
Street Address:	1111 Fannin Street, Floor 10		
City:	Houston		
State/Country:	TEXAS		
Postal Code:	77002		
Entity Type:	National Banking Association: UNITED STATES		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2758259	SURGIS, INC. THE SURGICAL SERVICES COMPANY	
CORRESPONDENCE DATA			
Fax Number:	2124552502		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	(212) 455-2222		
Email:	ksolomon@stblaw.com		
Correspondent Name:	Marcela Robledo, Esq.		
Address Line 1:	Simpson Thacher & Bartlett LLP		
Address Line 2:	425 Lexington Avenue		
Address Line 4:	New York, NEW YORK 10017		
ATTORNEY DOCKET NUMBER:	509265/1668		
NAME OF SUBMITTER:	Marcela Robledo		
Signature:	/mr/		

CH \$40.00 2758259

Date:

04/23/2012

Total Attachments: 6

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**NOTICE OF CHANGE OF ADMINISTRATIVE AGENT -
ASSIGNMENT OF SECURITY INTEREST IN TRADEMARKS**

WHEREAS, Surgis, Inc., a Delaware corporation located at 15305 Dallas Parkway, Suite 1600-LB 28, Addison, TX 75001 ("Surgis") owns all right, title and interest in and to the trademark listed in Schedule A hereto (the "Trademark");

WHEREAS, pursuant to the Credit Agreement, dated as of April 19, 2007, as amended by Amendment No. 1 dated as of August 19, 2009 (as further amended from time to time, the "Credit Agreement"), among USPI Holdings, Inc., United Surgical Partners International, Inc. (the "Borrower"), the several lenders from time to time parties thereto (the "Lenders"), Citibank, N.A., as administrative agent and collateral agent (the "Existing Agent"), Lehman Brothers Inc., as syndication agent, Bear Stearns Corporate Lending Inc., Suntrust Bank and UBS Securities LLC, as co-documentation agents, and the other parties thereto, the Lenders have severally agreed to make Loans and other extensions of credit to the Borrower upon the terms and subject to the conditions set forth therein;

WHEREAS, in connection with the Credit Agreement, the Borrower executed and delivered a Collateral and Guarantee Agreement, dated as of April 19, 2007, in favor of the Existing Agent (together with all amendments and modifications, if any, from time to time thereafter made thereto, the "Security Agreement");

WHEREAS, pursuant to the Security Agreement, Surgis pledged and granted to the Existing Agent, a continuing security interest in all Intellectual Property, including the Trademark, on the terms and conditions set out in the Security Agreement;

WHEREAS, in connection with the Security Agreement, Surgis executed and delivered a Trademark Security Agreement, dated as of April 19, 2007, in favor of the Existing Agent (together with all amendments and modifications, if any, from time to time thereafter made thereto, the "Trademark Security Agreement");

WHEREAS, the Trademark Security Agreement was recorded in the United States Patent and Trademark Office at Reel 3536, Frame 790 on May 7, 2007; and

WHEREAS, concurrently with the execution of this document, Borrower will enter into a Second Amendment to the Credit Agreement whereby the Existing Agent resigns as the Administrative Agent, Collateral Agent, Issuing Bank and Swingline Lender and the Required Lenders appoint JPMorgan Chase Bank, N.A., a national banking association, with an office at 1111 Fannin Street, 10th Floor, Houston, Texas 77002 (the "Successor Agent") as successor Administrative Agent, Collateral Agent, Issuing Bank and Swingline Lender under the Credit Agreement, the Security Agreement and the other Loan Documents;


NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each party, the parties hereby agree and confirm that:

1. Citibank, N.A. has ceased to be the Administrative Agent for the Lenders under the Credit Agreement, the Security Agreement and the other Loan Documents;
2. JPMorgan Chase Bank, N.A. is now the Administrative Agent for the Lenders under the Credit Agreement, the Security Agreement and the other Loan Documents, succeeding the Existing Agent in such capacity;
3. To effectuate such succession, the Existing Agent hereby assigns and transfers to the Successor Agent all of the Existing Agent's security interest in the Trademark;
4. Nothing herein shall be deemed to terminate, interrupt or otherwise disturb or disrupt the continuity of the security interest in the Trademark originally granted to the Existing Agent, which security interest is now succeeded by and transferred to the Successor Agent.

All other terms and conditions are more fully set out in the Credit Agreement. Unless otherwise defined herein or the context otherwise requires, the terms used in this agreement shall have the meanings provided or provided by reference in the Credit Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this agreement to be duly executed and delivered by their respective officers thereunto duly authorized as of the day and year first above written.

JPMORGAN CHASE BANK, N.A.
as successor Administrative Agent

By: 
Name:
Title: Dawn L. LeeLum
Executive Director

CITIBANK, N.A.
as existing Administrative Agent

By: _____
Name:
Title:

AGREED AND ACKNOWLEDGED:

SURGIS, INC.

By: _____
Name:
Title:

IN WITNESS WHEREOF, the parties hereto have caused this agreement to be duly executed and delivered by their respective officers thereunto duly authorized as of the day and year first above written.

JPMORGAN CHASE BANK, N.A.
as successor Administrative Agent

By: _____
Name:
Title:

CITIBANK, N.A.
as existing Administrative Agent

By: 
Name: Blake Granich
Title: Vice President

AGREED AND ACKNOWLEDGED:

SURGIS, INC.

By: _____
Name:
Title:

[Signature Page to Assignment of Security Interest in Trademarks]

TRADEMARK
REEL: 004762 FRAME: 0910

IN WITNESS WHEREOF, the parties hereto have caused this agreement to be duly executed and delivered by their respective officers thereunto duly authorized as of the day and year first above written.

JPMORGAN CHASE BANK, N.A.
as successor Administrative Agent

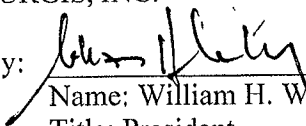
By: _____
Name:
Title:

CITIBANK, N.A.
as existing Administrative Agent

By: _____
Name:
Title:

AGREED AND ACKNOWLEDGED:

SURGIS, INC.

By: 
Name: William H. Wilcox
Title: President

[Signature Page to Assignment of Security Interest in Trademarks]

TRADEMARK
REEL: 004762 FRAME: 0911

SCHEDULE A

U.S. Trademark Registration

<u>Trademark</u>	<u>Registration Number</u>
SURGIS, INC. THE SURGICAL SERVICES COMPANY	2,758,259