

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM795637

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|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------|----------------------------|-------------------------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | NOTICE OF SECURITY INTEREST - TRADEMARKS | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Medical Staffing Solutions, LLC | | 03/20/2023 | Limited Liability Company: INDIANA |
| TotalMed LLC (dba TotalMed Staffing, Inc.) | | 03/20/2023 | Limited Liability Company: DELAWARE |
| RECEIVING PARTY DATA | | | |
| Name: | Cerberus Business Finance Agency, LLC, as collateral agent | | |
| Street Address: | 875 Third Avenue | | |
| City: | New York | | |
| State/Country: | NEW YORK | | |
| Postal Code: | 10022 | | |
| Entity Type: | Limited Liability Company: DELAWARE | | |
| PROPERTY NUMBERS Total: 4 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 5778685 | MEDICAL STAFFING SOLUTIONS | |
| Registration Number: | 5575808 | | |
| Registration Number: | 5575275 | HEALTHCARE WITH PURPOSE | |
| Registration Number: | 5585474 | TOTALMED | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | 2125935955 | | |
| <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: | 212-756-2132 | | |
| Email: | scott.kareff@srz.com | | |
| Correspondent Name: | S. Kareff c/o Schulte Roth & Zabel LLP | | |
| Address Line 1: | 919 Third Avenue | | |
| Address Line 2: | 25th Floor | | |
| Address Line 4: | New York, NEW YORK 10022 | | |
| ATTORNEY DOCKET NUMBER: | 014951-2124 | | |
| NAME OF SUBMITTER: | Scott Kareff (014951-2124) | | |
| SIGNATURE: | /kc for sk/ | | |

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| DATE SIGNED: | 03/20/2023 |
| Total Attachments: 3 source=TotalMed - Trademark Assignments (Executed)#page1.tif source=TotalMed - Trademark Assignments (Executed)#page2.tif source=TotalMed - Trademark Assignments (Executed)#page3.tif | |

NOTICE OF SECURITY INTEREST - TRADEMARKS

March 20, 2023

WHEREAS, Medical Staffing Solutions, LLC ("Medical Staffing") and TotalMed LLC (dba TotalMed Staffing, Inc.) ("TotalMed", and together with Medical Staffing, each an "Assignor" and collectively, the "Assignors") have adopted, used and are using, and holds all right, title and interest in and to, the trademarks and service marks listed on the attached Schedule A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Assignors have entered into a Pledge and Security Agreement, dated March 20, 2023 (as amended, restated, supplemented, modified or otherwise changed from time to time, the "Security Agreement"), in favor of Cerberus Business Finance Agency, LLC, as the Collateral Agent for itself and certain lenders (in such capacity, together with its successors and assigns, if any, the "Assignee"); and

WHEREAS, pursuant to the Security Agreement, the Assignors have granted to the Assignee for the benefit of the Secured Parties (as defined in the Security Agreement) a continuing security interest in all right, title and interest of the Assignor in, to and under the Trademarks, together with, among other things, the goodwill 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 and any and all damages arising from past, present and future violations thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations (as defined in the Security Agreement);

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Assignors do hereby pledge, convey, sell, transfer and set over unto the Assignee and grant to the Assignee for the benefit of the Assignee and the Secured Parties a continuing security interest in the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

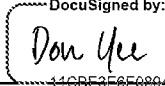
The Assignors do hereby further acknowledge and affirm that the rights and remedies of the Assignee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

[Signature Page Follows]

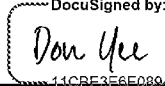
IN WITNESS WHEREOF, the Assignors have caused this Notice of Security Interest to be duly executed by its officer thereunto duly authorized as of the date first above written.

ASSIGNORS:



Medical Staffing Solutions, LLC

By:  _____
Name: Don Yee
Title: Vice President and Secretary

TotalMed LLC

By:  _____
Name: Don Yee
Title: Vice President and Secretary

SCHEDULE A TO NOTICE OF SECURITY INTEREST

| <u>Company</u> | <u>Country</u> | <u>Trademark</u> | <u>Application or Registration No.</u> | <u>Filing Date</u> | <u>Registration Date</u> |
|---------------------------------|----------------|-----------------------------------------------------------------------------------|----------------------------------------|--------------------|--------------------------|
| Medical Staffing Solutions, LLC | U.S. |  | 5778685 | Feb. 23, 2018 | Jun. 18, 2019 |
| Medical Staffing Solutions, LLC | U.S. |  | 5575808 | Mar. 01, 2018 | Oct. 02, 2018 |
| Medical Staffing Solutions, LLC | U.S. | HEALTHCARE WITH PURPOSE | 5575275 | Feb. 23, 2018 | Oct. 02, 2018 |
| TotalMed Staffing, Inc. | U.S. | TOTALMED | 5585474 | Mar. 12, 2018 | Oct. 16, 2018 |