

## TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

|  |  |                               |                    |
|--|--|-------------------------------|--------------------|
| SUBMISSION TYPE:   | NEW ASSIGNMENT                                 |                               |                    |
| NATURE OF CONVEYANCE:  | Notice of Grant of Security Interest           |                               |                    |
| CONVEYING PARTY DATA   |  |                               |                    |
| Name   | Formerly                                       | Execution Date                | Entity Type        |
| THE MHA GROUP, INC.  |  | 11/02/2005                    | CORPORATION: TEXAS |
| RECEIVING PARTY DATA   |  |                               |                    |
| Name:  | Bank of America, N.A., as Administrative Agent |                               |                    |
| Street Address:  | 1455 Market Street, 5th Floor                  |                               |                    |
| City:  | San Francisco                                  |                               |                    |
| State/Country:   | CALIFORNIA                                     |                               |                    |
| Postal Code:   | 94103  |                               |                    |
| Entity Type:   | national banking association: UNITED STATES    |                               |                    |
| PROPERTY NUMBERS Total: 3  |  |                               |                    |
| Property Type  | Number   | Word Mark                     |                    |
| Registration Number:   | 2934515  | MERRITT, HAWKINS & ASSOCIATES |                    |
| Registration Number:   | 2941363  | STAFF CARE                    |                    |
| Serial Number:   | 76576844                                       | THE MHA GROUP                 |                    |
| CORRESPONDENCE DATA  |  |                               |                    |
| Fax Number:  | (919)416-8339                                  |                               |                    |
| <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> |  |                               |                    |
| Phone:   | 919 286-8049                                   |                               |                    |
| Email:   | PTO_TMconfirmation@mvalaw.com                  |                               |                    |
| Correspondent Name:  | Moore & Van Allen PLLC                         |                               |                    |
| Address Line 1:  | 430 Davis Drive                                |                               |                    |
| Address Line 2:  | Suite 500                                      |                               |                    |
| Address Line 4:  | Morrisville, NORTH CAROLINA 27560              |                               |                    |
| ATTORNEY DOCKET NUMBER:  | 017625.3182NTMHACLE                            |                               |                    |
| NAME OF SUBMITTER:   | Charles L. Evans                               |                               |                    |

OP \$90.00 2934515

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REEL: 003208 FRAME: 0536

|   |                    |
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| Signature:  | /Charles L. Evans/ |
| Date:   | 12/12/2005         |
| Total Attachments: 3<br>source=ngsi-t MHA Group#page1.tif<br>source=ngsi-t MHA Group#page2.tif<br>source=ngsi-t MHA Group#page3.tif |                    |

NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

United States Patent and Trademark Office


Ladies and Gentlemen:

Please be advised that pursuant to the Second Amended and Restated Security Agreement dated as of November 2, 2005 (as the same may be amended, modified, restated or supplemented from time to time, the "Security Agreement") by and among the Obligor from time to time party thereto (each an "Obligor" and collectively, the "Obligors") and Bank of America, N.A., as Administrative Agent (the "Administrative Agent") for the holders of the Secured Obligations referenced therein, the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications set forth on Schedule A attached hereto to the Administrative Agent for the ratable benefit of the holders of the Secured Obligations.

The undersigned Obligor and the Administrative Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the trademarks and trademark applications set forth on Schedule A attached hereto (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 or trademark application.

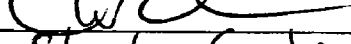
Very truly yours,

THE MHA GROUP, INC.,  
a Texas corporation

By:   
Name: DAVID DREYER  
Title: CEO

Acknowledged and Accepted:

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

By:   
Name: Charles Grader  
Title: Vice President

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**Schedule A**

**The MHA Group, Inc.  
(Texas Corporation)**

**U.S. Trademarks**

**Registered Marks**

| Mark                          | Registration No. | Registration Date |
|-------------------------------|------------------|-------------------|
| MERRITT, HAWKINS & ASSOCIATES | 2934515          | 3/22/05           |
| STAFF CARE                    | 2941363          | 4/19/05           |

**Pending Application**

| Mark          | Application No. | Filing Date |
|---------------|-----------------|-------------|
| THE MHA GROUP | 76576844        | 2/23/04     |