

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Security Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
National Mentor Healthcare, LLC		06/29/2006	LIMITED LIABILITY COMPANY:
RECEIVING PARTY DATA			
Name:	JPMorgan Chase Bank, N.A.		
Street Address:	227 Park Avenue, 16th Floor		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10172		
Entity Type:	Bank:		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2629006	FOSTER AMERICA INCORPORATED	
CORRESPONDENCE DATA			
Fax Number:	(866)459-2899		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	202-783-2700		
Email:	Oleh.Hereliuk@federalresearch.com		
Correspondent Name:	CBCInnovis dba Federal Research		
Address Line 1:	1023 Fifteenth Street, NW, Ste 401		
Address Line 2:	attn: Oleh Hereliuk		
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20005		
ATTORNEY DOCKET NUMBER:	2629006		
NAME OF SUBMITTER:	Oleh Hereliuk		
Signature:	/oh/		

CH \$40.00 2629006

Date:

05/03/2007

Total Attachments: 5

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GRANT OF
SECURITY INTEREST IN TRADEMARK RIGHTS

This GRANT OF SECURITY INTEREST IN TRADEMARK RIGHTS ("Agreement"), effective as of June 29, 2006 is made by National Mentor Healthcare, LLC (f/k/a National Mentor Healthcare, Inc., a Delaware company, located at 313 Congress Street, 5th Floor, Boston, Suffolk, Massachusetts 02210 (the "Obligor"), in favor of JPMorgan Chase Bank, N.A., a national banking association, located at 227 Park Ave, 16th Floor, New York, NY 10172, as Administrative Agent (the "Agent") for the several banks and other financial institutions (the "Lenders"), parties to the Credit Agreement, dated as of June 29, 2006 (as amended, supplemented or otherwise modified from time to time, the "Credit Agreement"), among National Mentor Holdings, Inc., a Delaware corporation, located at 313 Congress Street, 5th Floor, Boston, Suffolk, Massachusetts 02210 (the "Borrower"), the Lenders and the Agent.

WITNESSETH:

WHEREAS, pursuant to the Credit Agreement, 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; and

WHEREAS, in connection with the Credit Agreement, the Obligor and certain other subsidiaries of the Borrower has executed and delivered a Guarantee and Security Agreement, dated as of June 29, 2006, in favor of the Agent (together with all amendments and modifications, if any, from time to time thereafter made thereto, the "Guarantee and Security Agreement");

WHEREAS, pursuant to the Guarantee and Security Agreement, the Obligor pledged and granted to the Agent for the benefit of the Agent and the Lenders a continuing security interest in all Intellectual Property, including the Trademarks; and

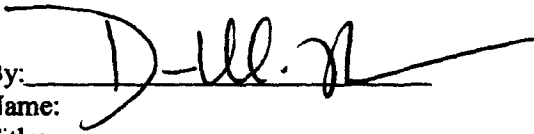
WHEREAS, the Obligor has duly authorized the execution, delivery and performance of this Agreement;

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, and in order to induce the Lenders to make Loans and other financial accommodations to the Borrower pursuant to the Credit Agreement, the Obligor agrees, for the benefit of the Agent and the Lenders, as follows:

SECTION 1. Definitions. Unless otherwise defined herein or the context otherwise requires, terms used in this Agreement, including its preamble and recitals, have the meanings provided or provided by reference in the Credit Agreement and the Guarantee and Security 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.

NATIONAL MENTOR HEALTHCARE, INC.

By: 
Name:
Title:
Date:

[Signature Page to Grant Of Security Interest In Trademark Rights]

TRADEMARK
REEL: 003534 FRAME: 0313

ACKNOWLEDGMENT OF NATIONAL MENTOR HEALTHCARE, INC.

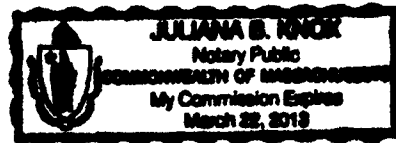
STATE OF Massachusetts)

COUNTY OF Suffolk)^{ss}

On the 28th day of June, 2006, before me personally came Denis Haller, who is personally known to me to be the Senior VP of National Mentor Healthcare, Inc., a Del. corporation; who, being duly sworn, did depose and say that she/he is the Senior VP in such corporation, the corporation described in and which executed the foregoing instrument; that she/he executed and delivered said instrument pursuant to authority given by the Board of Directors of such corporation; and that she/he acknowledged said instrument to be the free act and deed of said corporation.

Juliana B. Knox
Notary Public

(PLACE STAMP AND SEAL ABOVE)



[Signature Page to Grant Of Security Interest In Trademark Rights]

SCHEDULE A

U.S. Trademark Registrations and Applications

<u>Trademark</u>	<u>Registration or Serial Number</u>
FOSTER AMERICA INCORPORATED	2,629,006

067365-0134-11219-NY03.2528876.3