

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
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SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/17/1993		
<b>CONVEYING PARTY DATA</b>			
Name	Formerly	Execution Date	Entity Type
National Mentor, Inc.		12/20/1993	CORPORATION: MASSACHUSETTS
<b>RECEIVING PARTY DATA</b>			
Name:	Mentor Acquisition Corp.		
Street Address:	313 Congress Street		
City:	Boston		
State/Country:	MASSACHUSETTS		
Postal Code:	02110		
Entity Type:	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
Property Type	Number	Word Mark	
Registration Number:	1376444	MENTOR	
<b>CORRESPONDENCE DATA</b>			
Fax Number:	(617)951-8736		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	6179518000		
Email:	jennifer.kagan@bingham.com		
Correspondent Name:	Jennifer Kagan		
Address Line 1:	One Federal Street		
Address Line 2:	Bingham McCutchen LLP		
Address Line 4:	Boston, MASSACHUSETTS 02110		
ATTORNEY DOCKET NUMBER:	NATIO-003		
NAME OF SUBMITTER:	Jennifer Kagan		

OP \$40.00 1376444

Signature:

/jenniferkagan/

Date:

10/03/2008

Total Attachments: 2

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**CERTIFICATE OF OWNERSHIP AND MERGER**

**MERGING**

**NATIONAL MENTOR, INC.**  
(a Massachusetts corporation)

**WITH AND INTO**

**MENTOR ACQUISITION CORP.**  
(a Delaware corporation)

(Pursuant to Section 253 of the Delaware General Corporation Law)

MENTOR ACQUISITION CORP., a Delaware corporation (the "Corporation"), does hereby certify:

**FIRST:** That the Corporation is the record and beneficial owner of all of the issued and outstanding shares of capital stock of National Mentor, Inc., a corporation organized and existing under the laws of The Commonwealth of Massachusetts ("Mentor").

**SECOND:** Pursuant to an Agreement and Plan of Merger (the "Merger Agreement") dated as of December 17, 1993, by and between the Corporation and Mentor, Mentor shall merge with and into the Corporation, with the corporation to be the surviving corporation, and the name of the Corporation shall be changed to "National Mentor, Inc.", all effective at such time as this Certificate of Ownership and Merger and Articles of Merger shall have been filed, respectively, in the offices of the Secretary of State of the State of Delaware and the Secretary of State of The Commonwealth of Massachusetts.

**THIRD:** The aforesaid Merger Agreement was duly adopted and approved by the unanimous written consent of the Board of Directors of the Corporation dated December 17, 1993 as set forth below:

**RESOLVED:** That following the acquisition of the Shares, the Corporation merge with Mentor (the "Merger") upon the terms and conditions set forth in the form of Agreement and Plan of Merger (the "Merger Agreement"), dated December 17, 1993, between the Corporation and Mentor.

**RESOLVED:** That pursuant to the Merger Agreement, upon the "Effective Date of the Merger" (as defined therein), each share of Common Stock of Mentor issued and outstanding immediately prior thereto shall be cancelled.

**RESOLVED:** That upon the Effective Date of the Merger the name of the Corporation shall be changed to "National Mentor, Inc."

**RESOLVED:** That the Corporation execute, deliver and file a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware and Articles of Merger with the Secretary of State of The Commonwealth of Massachusetts.

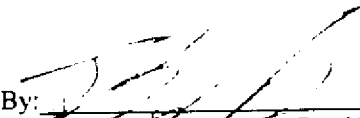
**RESOLVED:** That in connection with the foregoing resolutions, E. Byron Hensley, Jr., the President of the Corporation and Thomas P. Riley, the Secretary of the Corporation,

be and each of them, acting or signing singly, is hereby authorized and directed to take any action and to execute and deliver in the name and on behalf of the Corporation, such instruments, documents and papers which relate thereto as may be appropriate and each in such form and upon such terms as either shall, in his sole discretion, determine, their execution and delivery to be conclusive of their authority and their determination so to do and all such actions taken to date are hereby ratified, adopted and approved in all respects.


FOURTH: That upon the "Effective Date of the Merger" (as defined in the Merger Agreement) the name of the Corporation shall be changed to "National Mentor, Inc."

IN WITNESS WHEREOF, the Corporation has caused its corporate seal to be affixed hereto, and this certificate to be executed and acknowledged by its duly authorized President and Secretary, this 17th day of December 1993.

MENTOR ACQUISITION CORP.

By:   
E. Byron Hensley, Jr., President

Attest:

By:   
Thomas P. Riley, Secretary

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