

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:		NEW ASSIGNMENT	
NATURE OF CONVEYANCE:		Conversion of Entity and Change of Name	
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
National Mentor, Inc.		06/29/2006	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	National Mentor Holdings, LLC		
Street Address:	313 Congress Street		
City:	Boston		
State/Country:	MASSACHUSETTS		
Postal Code:	02110		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	1376444	MENTOR	
CORRESPONDENCE DATA			
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		
Signature:	/jenniferkagan/		
Date:	10/03/2008		

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Total Attachments: 3  
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# Delaware

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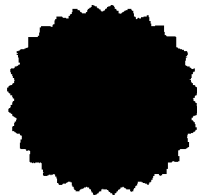
*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "NATIONAL MENTOR, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "NATIONAL MENTOR, INC." TO "NATIONAL MENTOR HOLDINGS, LLC", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF JUNE, A.D. 2006, AT 4:28 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

2364211 8100V

060626320



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4869850

DATE: 06-30-06

TRADEMARK  
REEL: 003864 FRAME: 0792

**CERTIFICATE OF CONVERSION  
TO LIMITED LIABILITY COMPANY OF  
NATIONAL MENTOR, INC.  
(A DELAWARE CORPORATION)  
TO  
NATIONAL MENTOR HOLDINGS, LLC  
(A DELAWARE LIMITED LIABILITY COMPANY)**

This Certificate of Conversion to Limited Liability Company, dated as of June 29, 2006, is being duly executed and filed by National Mentor, Inc., a Delaware corporation (the "Company"), and Linda DeRenzo, as an authorized person of National Mentor Holdings, LLC, a Delaware limited liability company, to convert the Company to National Mentor Holdings, LLC under the Delaware Limited Liability Company Act (6 Del. C. § 18-101 et seq.) and the General Corporation Law of the State of Delaware (§ Del. C. § 101, et seq.).

1. The Company filed its original certificate of incorporation with the Secretary of State of the State of Delaware on December 16, 1993, and continued to be incorporated in the State of Delaware immediately prior to the filing of this Certificate of Conversion to Limited Liability Company.
2. The Company's name immediately prior to the filing of this Certificate of Conversion to Limited Liability Company was National Mentor, Inc.
3. The name of the limited liability company into which the Company shall be converted as set forth in its certificate of formation is "National Mentor Holdings, LLC."
4. The conversion of the Company to National Mentor Holdings, LLC shall be effective upon filing this Certificate of Conversion to Limited Liability Company and a certificate of formation of National Mentor Holdings, LLC with the Secretary of State of the State of Delaware.
5. It is intended that the conversion of the Company to National Mentor Holdings, LLC will qualify as a tax-free liquidation under Section 332 of the Internal Revenue Code of 1986, as amended.

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State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 04:28 PM 06/29/2006  
FILED 04:28 PM 06/29/2006  
SRV 060626320 - 2364211 FILE

IN WITNESS WHEREOF, each of the undersigned has executed this Certificate  
as of the date first written above.

NATIONAL MENTOR, INC.

By:

  
Name: Edward M. Murphy  
Title: President and  
Chief Executive Officer

  
Name: Linda DeRanzo  
Authorized Person

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