

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|----------------------------------|--|-----------------------|-------------------------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| National Mentor Holdings, LLC | | 07/09/2009 | LIMITED LIABILITY COMPANY: DELAWARE |
| RECEIVING PARTY DATA | | | |
| Name: | National Mentor Holdings, Inc. | | |
| Street Address: | 313 Congress Street | | |
| City: | Boston | | |
| State/Country: | MASSACHUSETTS | | |
| Postal Code: | 02110 | | |
| Entity Type: | CORPORATION: DELAWARE | | |
| PROPERTY NUMBERS Total: 2 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 2446728 | THE MENTOR NETWORK | |
| 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: | 617-951-8144 | | |
| Email: | eileen.sullivan@bingham.com | | |
| Correspondent Name: | Eileen Sullivan | | |
| Address Line 1: | Bingham McCutchen LLP | | |
| Address Line 2: | One Federal Street | | |
| Address Line 4: | Boston, MASSACHUSETTS 02110 | | |
| ATTORNEY DOCKET NUMBER: | 2446728 | | |
| NAME OF SUBMITTER: | Eileen Sullivan | | |
| Signature: | /eileen sullivan/ | | |

OP \$65.00 2446728

Date:

07/09/2009

Total Attachments: 4

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TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT ("Assignment"), is entered into by and between National Mentor Holdings, LLC, a limited liability company organized and existing under the laws of the State of Delaware, having an address of 313 Congress Street, Boston, Massachusetts 02210 ("Assignor"), and National Mentor Holdings, Inc., a corporation organized and existing under the laws of Delaware, having an address of 313 Congress Street, Boston, Massachusetts 02110 ("Assignee"), and is effective as of the last date of signature ("Effective Date").

WHEREAS, Assignor has adopted, is using and is the owner of all right, title, interest, and goodwill in and to the service marks and the registrations thereof identified in the attached Schedule A (the "Marks").

WHEREAS, Assignee is desirous of acquiring the Marks and the registrations thereof;

NOW, THEREFORE, Assignor does hereby assign, sell and transfer unto Assignee for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, all right, title and interest in and to the Marks and the registrations thereof, together with the goodwill of the business symbolized by the Marks, and the right to sue and recover for any past, present or future infringements or dilution thereof or any other damage or injury to the Marks, the registration thereof or such associated goodwill, and all benefit of the Marks and such registrations and associated goodwill. Assignor does further consent to the recordation of this Assignment with any governmental agency.

Assignor agrees, without further consideration, to execute all oaths, assignments, powers of attorney, applications, and other papers necessary or desirable to fully secure to Assignee the right, title and interest conveyed herein, and to take such further actions as may be reasonably requested by Assignee in order to carry out the provisions and purposes of this Assignment including, without limitation, to execute one or more further assignments with respect to the Marks in a form acceptable for recordation in both the United States Patent and Trademark Office and in foreign trademark offices.

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National Mentor Holdings, LLC
"Assignor"

By: Linda DeRenzo
Name: LINDA DE RENZO
Title: Senior VP, GC, Secretary

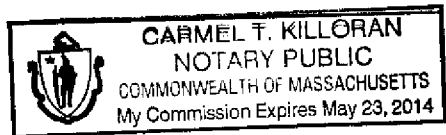
STATE OF MA
COUNTY OF Suffolk

The foregoing instrument was acknowledged before me this 9 day of July, 2009 by L. DeRenzo of National Mentor Holdings, LLC, a Delaware limited liability company, on behalf of the company. She/he is personally known to me.

Carmel T. Killoran
(Signature of Notary)
Carmel T. Killoran
(Name typed, printed or stamped)

My Commission Expires: 5/23/14

*****Notary Seal*****



The foregoing assignment is hereby accepted as of the 9 day of July, 2009.

National Mentor Holdings, Inc.
"Assignee"

By: Linda DeRenzo
Name: LINDA DERENZO
Title: SVP, GC and Secretary

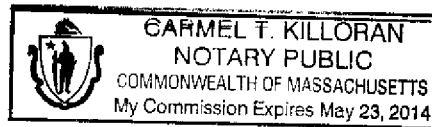
STATE OF MA
COUNTY OF Suffolk

The foregoing instrument was acknowledged before me this 9 day of July, 2009 by L. DeRenzo of National Mentor Holdings, Inc., a Delaware corporation, on behalf of the company. She/he is personally known to me.

Carmel T. Killoran
(Signature of Notary)
Carmel T. Killoran
(Name typed, printed or stamped)

My Commission Expires: 5/23/14

*****Notary Seal*****



SCHEDULE A

SERVICE MARKS

| <u>MARK</u> | <u>COUNTRY</u> | <u>REG. NO.</u> | <u>REG. DATE</u> |
|----------------------------------|-----------------------|------------------------|-------------------------|
| THE MENTOR NETWORK (Stylized) | United States | 2446728 | 04/24/2001 |
| MENTOR (Stylized) | United States | 1376444 | 12/17/1985 |