

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest in Trademarks		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
The MHA Group, Inc.		12/23/2009	CORPORATION: TEXAS
RECEIVING PARTY DATA			
Name:	Bank of America, N.A., as Administrative Agent		
Street Address:	1455 Market Street, 5th Floor		
Internal Address:	Mail Code CA5-701-05-19		
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:	3025275	THE MHA GROUP	
Registration Number:	2941363	STAFF CARE	
Registration Number:	2934515	MERRITT, HAWKINS & ASSOCIATES	
CORRESPONDENCE DATA			
Fax Number:	(919)416-8328		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	9192868041		
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:	017625-4549 EAR		
NAME OF SUBMITTER:	Ellen A. Rubel		

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Signature:	/Ellen A. Rubel/
Date:	12/29/2009
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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of December 23, 2009 (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 1 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 1 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: *[Signature]*
Name: Bobby Bailey
Title: CEO

Acknowledged and Accepted:

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

By: Alysa Trakas

Name: Alysa Trakas

Title: Vice President

Schedule 1

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

US Trademarks

Registered Marks

Mark	Registration No.	Registration Date
THE MHA GROUP	3025275	12/13/05
STAFF CARE	2941363	4/19/05
MERRITT, HAWKINS & ASSOCIATES	2934515	3/22/05