

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
SH Holdings, LLC		03/16/2010	LIMITED LIABILITY COMPANY: MARYLAND
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	SH Holdings, LLC		
<b>Street Address:</b>	1990 Main Street		
<b>Internal Address:</b>	Suite 750		
<b>City:</b>	Sarasota		
<b>State/Country:</b>	FLORIDA		
<b>Postal Code:</b>	34236		
<b>Entity Type:</b>	LTD LIAB JT ST CO: FLORIDA		
<b>PROPERTY NUMBERS Total: 3</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	77947860	SENIOR HELPERS NAVIGATOR	
<b>Registration Number:</b>	3527060	SENIOR HELPERS	
<b>Registration Number:</b>	3072314	SENIOR HELPERS	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(703)774-1201		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	703-774-1214		
<b>Email:</b>	mfaunce@plavekoch.com		
<b>Correspondent Name:</b>	Marisa D. Faunce		
<b>Address Line 1:</b>	12355 Sunrise Valley Drive		
<b>Address Line 2:</b>	Suite 230		
<b>Address Line 4:</b>	Reston, VIRGINIA 20191		
<b>NAME OF SUBMITTER:</b>	Marisa D. Faunce		

OP \$90.00 77947860

**900161501**

**TRADEMARK  
 REEL: 004200 FRAME: 0324**

Signature:	/Marisa D. Faunce/
Date:	05/06/2010
<b>Total Attachments: 6</b> source=SH - Trademark Assignment Agreement (PDF)#page1.tif source=SH - Trademark Assignment Agreement (PDF)#page2.tif source=SH - Trademark Assignment Agreement (PDF)#page3.tif source=SH - Trademark Assignment Agreement (PDF)#page4.tif source=SH - Trademark Assignment Agreement (PDF)#page5.tif source=SH - Trademark Assignment Agreement (PDF)#page6.tif	

## TRADEMARK ASSIGNMENT AGREEMENT

This Trademark Assignment Agreement ("Trademark Assignment Agreement") is made as of April 30, 2010 by and between SH Holdings, LLC, a Maryland limited liability company with principal offices at 8600 LaSalle Road, Suite 311, Towson, Maryland 21286 ("Assignor") and SH Holdings, LLC, a Florida limited liability company with principal offices at 1990 Main Street, Suite 750, Sarasota, Florida 34236 ("Assignee").

Assignor is the owner of the trademarks, service marks, and trade names listed on Exhibit A to this Trademark Assignment Agreement (the "Marks");

Assignor and Assignee are parties to that certain Articles of Merger dated as of March 16, 2010 ("Articles of Merger"), pursuant to which Assignor and Assignee were merged into Assignee;

In consideration of the transactions contemplated by the Articles of Merger, Assignor desires to assign to Assignee all of Assignor's right, title and interest in and to the Marks and Assignee desires to accept such assignment.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. Assignor does hereby sell, grant, convey and assign unto Assignee, its successors and assigns all right, title and interest in and to the Marks and all goodwill symbolized by and associated with the business conducted under such Marks, which business is ongoing and existing including all rights therein provided by international conventions and treaties, as well as any and all rights derived from the use of the Marks, either by itself or by its franchisees, as well as the right to sue for past, present, and future infringement of the Marks.
2. Assignor shall record the assignment with all registrars of its trademarks. Assignor agrees to execute such other documents as may be requested by Assignee to give effect to the terms of this Trademark Assignment Agreement.

[SIGNATURE PAGES FOLLOW.]



ASSIGNOR:  
SH HOLDINGS, LLC  
(FLORIDA)

By: Peter J. Ross  
Name: Peter J Ross  
Title: CEO

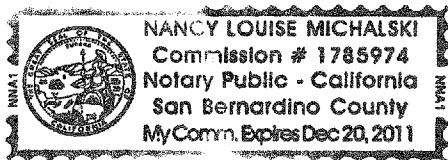
STATE OF California )  
 )  
COUNTY OF San Bernardino )

SH HOLDINGS, LLC  
(FLORIDA)

Personally appeared before me this 30 day of April, 2010, the above-named Peter J Ross, to me known to be the person who executed the foregoing Agreement (as CEO of SH Holdings, LLC) and did in my presence sign and execute this Agreement as and for his/her free and voluntary act and deed.

(NOTARIAL SEAL)

Notary Public: Nancy Louise Michalski  
My Commission Expires: Dec 20, 2011



**CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT**

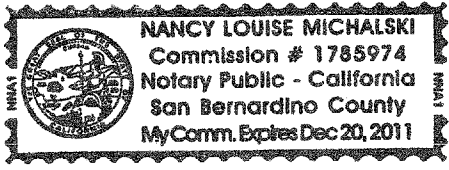
State of California

County of San Bernardino }

On April 30, 2010 before me, Nancy Louise Michalski a Notary of Public  
Date Here Insert Name and Title of the Officer

personally appeared Peter A. Ross  
Name(s) of Signer(s)

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



Place Notary Seal Above

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature Nancy Louise Michalski  
Signature of Notary Public

**OPTIONAL**

*Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.*

**Description of Attached Document**

Title or Type of Document: \_\_\_\_\_

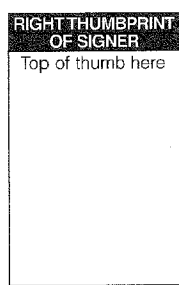
Document Date: \_\_\_\_\_ Number of Pages: \_\_\_\_\_

Signer(s) Other Than Named Above: \_\_\_\_\_

**Capacity(ies) Claimed by Signer(s)**

Signer's Name: \_\_\_\_\_

- Individual
- Corporate Officer — Title(s): \_\_\_\_\_
- Partner —  Limited  General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: \_\_\_\_\_



Signer Is Representing: \_\_\_\_\_

Signer's Name: \_\_\_\_\_

- Individual
- Corporate Officer — Title(s): \_\_\_\_\_
- Partner —  Limited  General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: \_\_\_\_\_



Signer Is Representing: \_\_\_\_\_

**EXHIBIT A**

**SCHEDULE OF MARKS**

<b>Mark</b>	<b>Jurisdiction</b>	<b>Filing No/ Registration No.</b>	<b>Filing Date</b>	<b>Reg. No.</b>	<b>Reg. Date</b>
SENIOR HELPERS	United States	77/427,435	3/20/2009	3,527,060	11/4/2008
SENIOR HELPERS (AND DESIGN)	United States	78/536288	12/21/2004	3,072,314	3/21/2006
SENIOR HELPERS NAVIGATOR	United States	77/947,860	3/1/2010	N/A	N/A
SENIOR HELPERS (AND DESIGN)	Canada	1389346	3/31/2008	N/A	N/A
SENIOR HELPERS (AND DESIGN)	Argentina	2970811	1/7/2010	N/A	N/A
SENIOR HELPERS	Australia	1335017	12/4/2009	N/A	N/A
SENIOR HELPERS (AND DESIGN)	Brazil	830491392	1/21/2010	N/A	N/A
SENIOR HELPERS	Brazil	231000103848	1/8/2010	N/A	N/A
SENIOR HELPERS	European Community	8736431	12/4/2009	N/A	N/A
SENIOR HELPERS (AND DESIGN)	European Community	9037599	4/19/2010	N/A	N/A

<b>Mark</b>	<b>Jurisdiction</b>	<b>Filing No/ Registration No.</b>	<b>Filing Date</b>	<b>Reg. No.</b>	<b>Reg. Date</b>
SENIOR HELPERS	Japan	2009-92672	12/8/2009	N/A	N/A
SENIOR HELPERS	South Korea	41-2009- 0030481	12/15/2009	N/A	N/A