

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 - Second Lien	
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Club Staffing, Inc.		09/01/2010	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Bank of America, N.A., as Administrative Agent		
Street Address:	1455 Market Street, 5th Floor		
City:	San Francisco		
State/Country:	CALIFORNIA		
Postal Code:	94103		
Entity Type:	national banking association: UNITED STATES		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	3299815	EXCEPTIONAL HEALTHCARE. DELIVERED.	
Registration Number:	3393211	CLUBSTAFFING	
Registration Number:	2817233	CLUB STAFFING INC.	
Registration Number:	2788934	CLUB STAFFING	
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:	017625.4602 EAR		
NAME OF SUBMITTER:	Ellen A. Rubel		

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Signature:	/Ellen A. Rubel/
Date:	09/08/2010
Total Attachments: 4 source=2nd Lien - Club Staffing#page1.tif source=2nd Lien - Club Staffing#page2.tif source=2nd Lien - Club Staffing#page3.tif source=2nd Lien - Club Staffing#page4.tif	

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Second Lien Security Agreement dated as of September 1, 2010 (as the same may be amended, modified, restated or supplemented from time to time, the "Security Agreement") by and among the Obligors 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,

CLUB STAFFING, INC.,
a Delaware corporation


By: _____
Name: Denise L. Jackson
Title: Secretary

Notice of Grant of Security Interest in Trademarks
Club Staffing, Inc.
AMN

TRADEMARK
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Acknowledged and Accepted:

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

By: 

Name: ROBERT RITTELMEYER

Title: VICE PRESIDENT

Notice of Grant of Security Interest in Trademarks
Club Staffing, Inc.
AMN

TRADEMARK
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Schedule 1

**Club Staffing, Inc.
(Delaware Corporation)**

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
EXCEPTIONAL HEALTHCARE. DELIVERED.	3299815	9/25/07
CLUB STAFFING and Design	3393211	3/4/08
CLUB STAFFING INC. and Design	2817233	2/24/04
CLUB STAFFING	2788934	12/2/03