

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Notice of Grant of Security Interest in Trademarks - Second Lien		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
O'Grady-Peyton International (USA), Inc.		09/01/2010	CORPORATION: MASSACHUSETTS
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Bank of America, N.A., as Administrative Agent		
<b>Street Address:</b>	1455 Market Street, 5th Floor		
<b>City:</b>	San Francisco		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	94103		
<b>Entity Type:</b>	national banking association: UNITED STATES		
<b>PROPERTY NUMBERS Total: 4</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	2547450	OGP	
Registration Number:	2543091	O'GRADY PEYTON	
Registration Number:	2561992	O'GRADY PEYTON INTERNATIONAL	
Registration Number:	2615101	O'GRADY PEYTON INTERNATIONAL	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(919)416-8328		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	9192868041		
<b>Email:</b>	pto_tmconfirmation@mvalaw.com		
<b>Correspondent Name:</b>	Moore & Van Allen PLLC		
<b>Address Line 1:</b>	430 Davis Drive		
<b>Address Line 2:</b>	Suite 500		
<b>Address Line 4:</b>	Morrisville, NORTH CAROLINA 27560		
<b>ATTORNEY DOCKET NUMBER:</b>	017625.4602 EAR		

OP \$115.00 2547450

**900171122**

**TRADEMARK**  
**REEL: 004273 FRAME: 0970**

NAME OF SUBMITTER:	Ellen A. Rubel
Signature:	/Ellen A. Rubel/
Date:	09/08/2010
<b>Total Attachments: 4</b> source=2nd Lien - O'Grady-Peyton#page1.tif source=2nd Lien - O'Grady-Peyton#page2.tif source=2nd Lien - O'Grady-Peyton#page3.tif source=2nd Lien - O'Grady-Peyton#page4.tif	

NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

United States Patent and Trademark Office

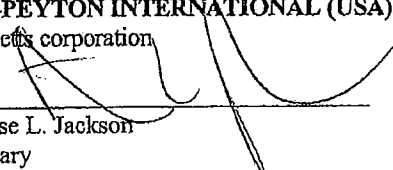
Ladies and Gentlemen:

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 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,

**O'GRADY-PEYTON INTERNATIONAL (USA), INC.**  
a Massachusetts corporation

By:   
Name: Denise L. Jackson  
Title: Secretary

Notice of Grant of Security Interest in Trademarks  
O'Grady-Peyton International (USA), Inc.  
AMN

**TRADEMARK**  
**REEL: 004273 FRAME: 0973**

Acknowledged and Accepted:

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

By: *Robert Rittelmeyer*  
Name: ROBERT RITTELMAYER  
Title: VICE PRESIDENT

Notice of Grant of Security Interest in Trademarks  
O'Grady-Peyton International (USA), Inc.  
AMN

**TRADEMARK**  
**REEL: 004273 FRAME: 0974**

**Schedule 1**

**O'Grady-Peyton International (USA), Inc.  
(Massachusetts Corporation)**

**U.S. Trademarks**

**Registered Marks**

Mark	Registration No.	Registration Date
OGP	2547450	3/12/02
O'GRADY PEYTON	2543091	2/26/02
O'GRADY PEYTON INTERNATIONAL	2561992	4/16/02
O'GRADY PEYTON INTERNATIONAL and Design	2615101	9/3/02