

**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 Intellectual Property	
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Terracare Associates, LLC		05/15/2009	LIMITED LIABILITY COMPANY: COLORADO
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Harbert Mezzanine Partners II SBIC, L.P., as Collateral Agent		
<b>Street Address:</b>	2100 Third Avenue North		
<b>Internal Address:</b>	Suite 600		
<b>City:</b>	Birmingham		
<b>State/Country:</b>	ALABAMA		
<b>Postal Code:</b>	35203		
<b>Entity Type:</b>	LIMITED PARTNERSHIP: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3920763	TERRACARE ASSOCIATES	
<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>	020160-19 JES		
<b>NAME OF SUBMITTER:</b>	John E. Slaughter		
<b>Signature:</b>	/John E. Slaughter/		

OP \$40.00 3920763

Date:

09/02/2011

**Total Attachments: 4**

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NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
INTELLECTUAL PROPERTY

United States Patent and Trademark Office

Ladies and Gentlemen:


Please be advised that pursuant to the Security and Pledge Agreement dated as of May 15, 2009 (as the same may be amended, modified, extended or restated from time to time, the "Agreement") by and among the Grantors party thereto (each a "Grantor" and collectively, the "Grantors") the Lenders from time to time party thereto and Harbert Mezzanine Partners II SBIC, L.P., a Delaware limited partnership, as collateral agent (the "Collateral Agent") for the holders of the Secured Obligations referenced therein, the undersigned Grantor has granted a continuing security interest in and continuing lien upon the intellectual property shown on Schedule 1 hereto to the Collateral Agent for the ratable benefit of the holders of the Secured Obligations.

The Grantors and the Collateral Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the intellectual property shown on Schedule 1 hereto (i) may only be terminated in accordance with the terms of the Agreement and (ii) is not to be construed as an assignment of such intellectual property.

[Remainder of page intentionally left blank – Signature page to follow]

Very truly yours,

**TERRACARE ASSOCIATES, LLC,**  
a Colorado limited liability company

By:   
Name: Mike Bailey  
Title: Assistant Secretary

Notice of Grant of Security Interest in Intellectual Property

**TRADEMARK**  
**REEL: 004617 FRAME: 0089**

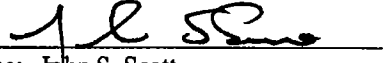
Acknowledged and Accepted:

HARBERT MEZZANINE PARTNERS II SBIC, L.P., a Delaware limited partnership as Collateral Agent

By: HMP II SBIC GP, LLC, its General Partner

By: Harbert Mezzanine Partners II GP, LLC, its Sole Manager

By: Harbert Mezzanine Manager II, Inc., its Sole Manager

By:   
Name: John S. Scott  
Title: Vice President

Notice of Grant of Security Interest in Intellectual Property

**TRADEMARK**  
**REEL: 004617 FRAME: 0090**

Schedule 1

Terracare Associates, LLC  
(Colorado Corporation)

U.S. Trademark

Registered Mark

Mark	Registration No.	Registration Date
TERRACARE ASSOCIATES	3920763	02/15/11

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