

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
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<b>SUBMISSION TYPE:</b>		NEW ASSIGNMENT	
<b>NATURE OF CONVEYANCE:</b>		SECURITY INTEREST	
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Kforce Inc.		09/20/2011	CORPORATION: FLORIDA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Bank of America, N.A., as Administrative Agent		
<b>Street Address:</b>	300 Galleria Parkway		
<b>Internal Address:</b>	Suite 800		
<b>City:</b>	Atlanta		
<b>State/Country:</b>	GEORGIA		
<b>Postal Code:</b>	30339		
<b>Entity Type:</b>	National Banking Association (USA): UNITED STATES		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	77144827	KFORCE GLOBAL SOLUTIONS	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(404)522-8409		
<b>Phone:</b>	404-420-5527		
<b>Email:</b>	rjk@phrd.com		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Correspondent Name:</b>	Rhonda J. Kenyeri, Paralegal		
<b>Address Line 1:</b>	285 Peachtree Center Avenue		
<b>Address Line 2:</b>	1500 Marquis Two Tower		
<b>Address Line 4:</b>	Atlanta, GEORGIA 30303		
<b>ATTORNEY DOCKET NUMBER:</b>	2689-2		
<b>NAME OF SUBMITTER:</b>	Bobbi Acord		
<b>Signature:</b>	/ba/		

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**TRADEMARK**  
 REEL: 004627 FRAME: 0053

Date:

09/21/2011

**Total Attachments: 4**

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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 Second Amended and Restated Security Agreement dated September 20, 2011 (as the same may be amended, modified, extended or restated from time to time, the "Security Agreement"), by and among the Credit Parties party thereto (each a "Credit Party" and collectively, the "Credit Parties") and Bank of America, N.A., as Administrative Agent (the "Administrative Agent") for the Lenders referenced therein (the "Lenders"), the undersigned Credit Party has granted, and hereby grants and re-grants, a continuing security interest in and continuing lien upon, the trademark registrations and trademark applications shown below to the Administrative Agent for the ratable benefit of the Lenders:

TRADEMARKS

<u>Serial Number</u>	<u>Reg. Number</u>	<u>Word Mark</u>	<u>Assignee</u>
77144827	3380535	KFORCE GLOBAL SOLUTIONS	Kforce Inc

TRADEMARK APPLICATIONS

None.

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The Credit Parties and the Administrative Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademark registrations and trademark applications (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 registration or trademark application.

Very truly yours,

**KFORCE INC.**

By: Judy M. Genshino-Kelly  
Name: Judy M. Genshino-Kelly  
Title: Vice President and Treasurer

**KFORCE GOVERNMENT SOLUTIONS, INC.**

By: Judy M. Genshino-Kelly  
Name: Judy M. Genshino-Kelly  
Title: Vice President and Treasurer

**KFORCE CLINICAL RESEARCH, INC.**

By: Judy M. Genshino-Kelly  
Name: Judy M. Genshino-Kelly  
Title: Vice President and Treasurer

**KFORCE CLINICAL RESEARCH FLEX,  
LLC**

By: Judy M. Genshino-Kelly  
Name: Judy M. Genshino-Kelly  
Title: Vice President and Treasurer

**KFORCE HEALTHCARE, INC.**

By: Judy M. Genshino-Kelly  
Name: Judy M. Genshino-Kelly  
Title: Vice President and Treasurer

**KFORCE HEALTHCARE FLEX, LLC**

By: Judy M. Genshino-Kelly  
Name: Judy M. Genshino-Kelly  
Title: Vice President and Treasurer

**KCR CANADA, INC.**

By: Judy M. Genshino-Kelly  
Name: Judy M. Genshino-Kelly  
Title: Vice President and Treasurer

[Signatures continue on following page.]

**KCR PUERTO RICO, LLC**

By: Judy M. Genshino-Kelly  
Name: Judy M. Genshino-Kelly  
Title: Vice President and Treasurer

[Signatures continue on following page.]

Acknowledged and Accepted:

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

By: *Andrew A. Roberts*  
Name: Andrew A. Roberts  
Title: SVP