

## 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		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
The MHA Group, Inc.		04/05/2012	CORPORATION: TEXAS
RECEIVING PARTY DATA			
Name:	SunTrust Bank, as Administrative Agent		
Street Address:	303 Peachtree St. NE		
Internal Address:	23rd Floor		
City:	Atlanta		
State/Country:	GEORGIA		
Postal Code:	30308		
Entity Type:	CORPORATION: GEORGIA		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	3025275	THE MHA GROUP	
Registration Number:	2941363	STAFF CARE	
Registration Number:	2934515	MERRITT HAWKINS	
CORRESPONDENCE DATA			
Fax Number:	9194168328		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</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:	410643-23 JES		

OP \$90.00 3025275

NAME OF SUBMITTER:	John E. Slaughter
Signature:	/John E. Slaughter/
Date:	06/04/2012
<b>Total Attachments: 4</b> source=2012 The MHA Trademarks#page1.tif source=2012 The MHA Trademarks#page2.tif source=2012 The MHA Trademarks#page3.tif source=2012 The MHA Trademarks#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 Security Agreement dated as of April 5, 2012 (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 SunTrust Bank, 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,

**THE MHA GROUP, INC.,**  
as Obligor

By:   
Name: Brian M. Scott  
Title: Chief Financial Officer

Acknowledged and Accepted:

**SUNTRUST BANK,**  
as Administrative Agent

By: \_\_\_\_\_  
Name:  
Title:

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.

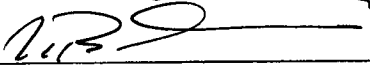
Very truly yours,

**THE MHA GROUP, INC.,**  
as Obligor

By: \_\_\_\_\_  
Name:  
Title:

Acknowledged and Accepted:

**SUNTRUST BANK,**  
as Administrative Agent

By:   
Name: J. Ben Cumming  
Title: Vice President

AMN Healthcare, Inc.  
IP Notice - Trademarks

**TRADEMARK**  
**REEL: 004795 FRAME: 0088**

**Schedule 1**

**The MHA Group, Inc.  
(Texas Corporation)**

**U.S. Trademarks**

**Registered Marks**

<b>Mark</b>	<b>Registration No.</b>	<b>Registration Date</b>
THE MHA GROUP	3025275	12/13/05
STAFF CARE	2941363	04/19/05
MERRITT HAWKINS	2934515	03/22/05