

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
Accord Human Resources, Inc.		03/30/2012	CORPORATION: OKLAHOMA

RECEIVING PARTY DATA

Name:	KeyBank National Association, as Administrative Agent
Street Address:	4900 Tiedeman Rd.
Internal Address:	OH-01-49-0114
City:	Brooklyn
State/Country:	OHIO
Postal Code:	44114-1306
Entity Type:	national banking association: UNITED STATES

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Registration Number:	2490579	BECAUSE RUNNING A BUSINESS SHOULDN'T RUN YOU
Registration Number:	2593813	BECAUSE RUNNING YOUR BUSINESS SHOULDN'T RUN YOU
Registration Number:	3597190	ACCORD
Registration Number:	3597191	A ACCORD
Registration Number:	3611031	A ACCORD HUMAN RESOURCES
Registration Number:	3529232	MOSAIC BY ACCORD

CORRESPONDENCE DATA

Fax Number: 9194168328
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 9192868041
 Email: pto_tmconfirmation@mvalaw.com
 Correspondent Name: Moore & Van Allen PLLC
 Address Line 1: 430 Davis Drive

OP \$165.00 2490579

Address Line 2: Suite 500
Address Line 4: Morrisville, NORTH CAROLINA 27560

ATTORNEY DOCKET NUMBER:	020445-48 JES
NAME OF SUBMITTER:	John E. Slaughter
Signature:	/John E. Slaughter/
Date:	09/12/2012

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 Security and Pledge Agreement dated as of March 30, 2012 (as the same may be amended, modified, extended or restated from time to time, the "Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and KEYBANK NATIONAL ASSOCIATION, 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 shown below to the Administrative Agent, for the ratable benefit of the holders of the Secured Obligations:

TRADEMARKS

<u>Trademark No.</u>	<u>Description of Trademark Item</u>	<u>Date of Trademark</u>
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See Schedule 1 attached hereto

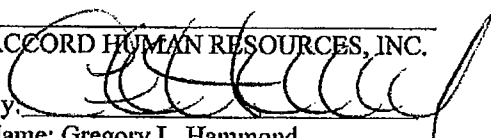
TRADEMARK APPLICATIONS

<u>Trademark Applications No.</u>	<u>Description of Trademark Applied for</u>	<u>Date of Trademark Applications</u>
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See Schedule 1 attached hereto

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 foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

ACCORD HUMAN RESOURCES, INC.
By: 
Name: Gregory L. Hammond
Title: Executive Vice President & Secretary

Acknowledged and Accepted:

KEYBANK NATIONAL ASSOCIATION,
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 foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

ACCORD HUMAN RESOURCES, INC.

By: _____

Name: _____

Title: _____

Acknowledged and Accepted:

KEYBANK NATIONAL ASSOCIATION,
as Administrative Agent

By: *Ryan M. Lester*

Name: *Ryan Lester*

Title: *Vice President*

Schedule 1

Mark	App. No.	Reg. No.	Filing Date	Reg. Date	Owner
BECAUSE RUNNING A BUSINESS SHOULDN'T RUN	76/116988	2,490,579	08/28/00	09/18/01	Accord Human Resources, Inc
BECAUSE RUNNING YOUR BUSINESS SHOULDN'T	76/116990	2,593,813	08/28/00	09/18/01	Accord Human Resources, Inc
ACCORD	77/278587	3,597,190	09/13/07	03/31/09	Accord Human Resources, Inc
A ACCORD	77/278625	3,597,191	09/13/07	03/31/09	Accord Human Resources, Inc
A ACCORD HUMAN RESOURCES	77/375422	3,611,031	01/18/08	04/28/09	Accord Human Resources, Inc
MOSAIC BY ACCORD	78/873608	3,529,232	05/01/06	11/04/08	Accord Human Resources, Inc

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