

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
SH Franchising, LLC		10/05/2012	LIMITED LIABILITY COMPANY: FLORIDA

RECEIVING PARTY DATA

Name:	SH Franchising, LLC
Doing Business As:	Senior Helpers
Street Address:	1966 Greenspring Drive
Internal Address:	Suite 507-508
City:	Timonium
State/Country:	MARYLAND
Postal Code:	20193
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 9

Property Type	Number	Word Mark
Registration Number:	3527060	SENIOR HELPERS
Registration Number:	3072314	SENIOR HELPERS
Registration Number:	4035118	SENIOR HELPERS CARE AND COMFORT AT A MOMENT'S NOTICE.
Registration Number:	3889071	SENIOR HELPERS NAVIGATOR
Registration Number:	4105011	SENIOR GEMS
Registration Number:	4054177	CARE AND COMFORT AT A MOMENT'S NOTICE.
Registration Number:	4202983	SENIOR HELPERS PEACE OF MIND SERVICE
Registration Number:	3996782	STAY AT HOME SCORE
Registration Number:	3913479	WELLNESS WATCH

CORRESPONDENCE DATA

OP \$240.00 3527060

Fax Number: 7037741201

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

Phone: 7037741214

Email: mfaunce@plavekoch.com

Correspondent Name: Marisa D. Faunce

Address Line 1: 12355 Sunrise Valley Drive

Address Line 2: Suite 230

Address Line 4: Reston, VIRGINIA 20191

ATTORNEY DOCKET NUMBER:	SENIOR HELPERS
NAME OF SUBMITTER:	Marisa D. Faunce
Signature:	/Marisa D. Faunce/
Date:	10/08/2012

Total Attachments: 4

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TRADEMARK ASSIGNMENT AGREEMENT

This Trademark Assignment Agreement (“Trademark Assignment Agreement”) is made as of October 5, 2012 by and between SH Franchising, LLC, a Florida limited liability company with principal offices at 1990 Main Street, Suite 750, Sarasota, Florida 34236 (“Assignor”) and SH Franchising, LLC, a Delaware limited liability company with principal offices at 1966 Greenspring Drive, Suite 507-508, Timonium, MD 21093 (“Assignee”).

Assignor is the owner of the trademarks, service marks, and trade names listed on Exhibit A to this Trademark Assignment Agreement (the “Marks”);

Pursuant to Certificates of Conversion dated as of October 5, 2012 (collectively, the “Certificates of Conversion”) filed with the Secretary of State of Florida and the Secretary of State of Delaware, Assignor was converted into Assignee and following such conversion, Assignee shall continue as the surviving entity;

In consideration of the transactions contemplated by the Certificate of Conversions, Assignor desires to assign to Assignee all of Assignor’s right, title and interest in and to the Marks and Assignee desires to accept such assignment.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. Assignor does hereby sell, grant, convey and assign unto Assignee, its successors and assigns all right, title and interest in and to the Marks and all goodwill symbolized by and associated with the business conducted under such Marks, which business is ongoing and existing including all rights therein provided by international conventions and treaties, as well as any and all rights derived from the use of the Marks, either by itself or by its franchisees, as well as the right to sue for past, present, and future infringement of the Marks.
2. Assignor shall record the assignment with all registrars of its trademarks. Assignor agrees to execute such other documents as may be requested by Assignee to give effect to the terms of this Trademark Assignment Agreement.

[Signatures appear on next page]

IN WITNESS WHEREOF, the parties hereto execute this Trademark Assignment Agreement in multiple counterparts to be effective as of the date first set forth above.

ASSIGNOR:
SH FRANCHISING, LLC
(FLORIDA)

ASSIGNEE:
SH FRANCHISING, LLC
(DELAWARE)

By: Peter J. Ross
Name: Peter J. Ross
Title: Chief Executive Officer

By: Peter J. Ross
Name: Peter J. Ross
Title: Chief Executive Officer

EXHIBIT A**SCHEDULE OF MARKS**

Trademark	Country	Application No.	Filing Date	Registration No	Registration Date
SENIOR HELPERS and Design	Argentina	2970811	Jan 7 2010	2416020	Dec 22 2010
SENIOR GEMS	Australia	1501200	Jul 10 2012		
SENIOR HELPERS	Australia	1466179	Dec 20 2011		
SENIOR HELPERS and Design	Australia	1384541	Sep 21 2010	1384541	May 11 2011
SENIOR HELPERS CARE AND COMFORT AT A MOMENT'S NOTICE and Design	Australia	1404446	Jan 18 2011	1404446	Aug 29 2011
SENIOR HELPERS and Design	Brazil	830491392	Jan 21 2010		
SENIOR HELPERS and Design	Canada	1389346	Mar 31 2008		
SENIOR HELPERS CARE AND COMFORT AT A MOMENT'S NOTICE and Design	Canada	1514582	Feb 9 2011		
SENIOR HELPERS and Design	CTM	9037599	Apr 19 2010	9037599	Oct 4 2010
SENIOR HELPERS CARE AND COMFORT AT A MOMENT'S NOTICE and Design	CTM	9665456	Jan 18 2011	9665456	Jun 27 2011
SENIOR HELPERS	Japan	2009-092672	Dec 8 2009	5427473	July 22 2011
SENIOR HELPERS and Design	New Zealand	831030	Sep 27 2010	831030	Mar 28 2011

Trademark	Country	Application No.	Filing Date	Registration No	Registration Date
SENIOR HELPERS CARE AND COMFORT AT A MOMENT'S NOTICE and Design	New Zealand	836382	Jan 27 2011	836382	Jul 27 2011
SENIOR HELPERS	United States of America	77427435	Mar 20 2008	3527060	Nov 4 2008
SENIOR HELPERS and Design	United States of America	78536288	Dec 21 2004	3072314	Mar 21 2006
SENIOR HELPERS CARE AND COMFORT AT A MOMENT'S NOTICE and Design	United States of America	85273991	Mar 22 2011	4035118	Oct 4 2011
SENIOR HELPERS NAVIGATOR	United States of America	77947860	Mar 1 2010	3889071	Dec 14 2010
SENIOR GEMS	United States of America	85352988	Jun 22 2011	4105011	Feb 28 2012
CARE AND COMFORT AT A MOMENT'S NOTICE.	United States of America	85256584	Mar 3 2011	4054177	Nov 8 2011
SENIOR HELPERS PEACE OF MIND SERVICE	United States of America	85197337	Dec 14 2010	4202983	Sep 4 2012
STAY AT HOME SCORE	United States of America	85174913	Nov 11 2010	3996782	Jul 19 2011
WELLNESS WATCH	United States of America	85048947	May 27 2010	3913479	Feb 1 2011