

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM388970

|   |  |  |  |
|---|--|--|--|
| <b>SUBMISSION TYPE:</b>   | NEW ASSIGNMENT                                     |  |  |
| <b>NATURE OF CONVEYANCE:</b>  | Notice of Grant of Security Interest in Trademarks |  |  |
| <b>CONVEYING PARTY DATA</b>   |  |  |  |
| <b>Name</b>   | <b>Formerly</b>                                    | <b>Execution Date</b>                    | <b>Entity Type</b>                     |
| Assignment America, LLC   |  | 06/22/2016                               | Limited Liability Company:<br>DELAWARE |
| <b>RECEIVING PARTY DATA</b>   |  |  |  |
| <b>Name:</b>  | SunTrust Bank, as Administrative Agent             |  |  |
| <b>Street Address:</b>  | 303 Peachtree Street, N.E.                         |  |  |
| <b>Internal Address:</b>  | 25th Floor   |  |  |
| <b>City:</b>  | Atlanta  |  |  |
| <b>State/Country:</b>   | GEORGIA  |  |  |
| <b>Postal Code:</b>   | 30308  |  |  |
| <b>Entity Type:</b>   | Corporation: GEORGIA                               |  |  |
| <b>PROPERTY NUMBERS Total: 9</b>  |  |  |  |
| <b>Property Type</b>  | <b>Number</b>                                      | <b>Word Mark</b>                         |  |
| <b>Registration Number:</b>   | 4354795  | MEDICAL STAFFING NETWORK                 |  |
| <b>Registration Number:</b>   | 3585479  | PHARMSTAFF A MEDICAL STAFFING NETWORK CO |  |
| <b>Registration Number:</b>   | 3724215  | MSN MEDICAL STAFFING NETWORK             |  |
| <b>Registration Number:</b>   | 3577477  | ONESOURCE                                |  |
| <b>Registration Number:</b>   | 3479298  | INTELISTAF TRAVEL                        |  |
| <b>Registration Number:</b>   | 3365376  | INTELISTAF HEALTHCARE                    |  |
| <b>Registration Number:</b>   | 1894453  | ALL BETTER NURSING                       |  |
| <b>Registration Number:</b>   | 1720655  | PHARMSTAFF                               |  |
| <b>Registration Number:</b>   | 1545615  | FLYING NURSES                            |  |
| <b>CORRESPONDENCE DATA</b>  |  |  |  |
| <b>Fax Number:</b>  | 9192868199   |  |  |
| <i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i> |  |  |  |
| <b>Phone:</b>   | 919 286-8000                                       |  |  |
| <b>Email:</b>   | PTO_TMconfirmation@mvalaw.com                      |  |  |
| <b>Correspondent Name:</b>  | MOORE & VAN ALLEN PLLC                             |  |  |
| <b>Address Line 1:</b>  | 3015 CARRINGTON MILL BOULEVARD                     |  |  |
| <b>Address Line 2:</b>  | SUITE 400  |  |  |

OP \$240.00 4354795

|   |                                   |
|---|-----------------------------------|
| <b>Address Line 4:</b>  | MORRISVILLE, NORTH CAROLINA 27560 |
| <b>ATTORNEY DOCKET NUMBER:</b>  | 410643-164                        |
| <b>NAME OF SUBMITTER:</b>   | John E. Slaughter                 |
| <b>SIGNATURE:</b>   | /John E. Slaughter/               |
| <b>DATE SIGNED:</b>   | 06/22/2016                        |
| <b>Total Attachments: 4</b><br>source=NGSI-T Assignment America#page1.tif<br>source=NGSI-T Assignment America#page2.tif<br>source=NGSI-T Assignment America#page3.tif<br>source=NGSI-T Assignment America#page4.tif |                                   |

NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

United States Patent and Trademark Office

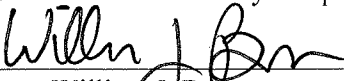
Ladies and Gentlemen:

Please be advised that pursuant to the Security and Pledge Agreement dated as of June 22, 2016 (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 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 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 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,

ASSIGNMENT AMERICA, LLC,  
a Delaware limited liability company

By:   
Name: William J. Burns  
Title: Vice President

Assignment America, LLC  
c/o Cross Country Healthcare, Inc.  
6551 Park of Commerce Blvd.  
Boca Raton, FL 33487  
Attention: William J. Burns

Acknowledged and Accepted:

SUNTRUST BANK, as Administrative Agent

By: 

Name: Sheryl Squires Kerley

Title: Vice President

NOTICE OF SECURITY INTEREST IN TRADEMARKS  
ASSIGNMENT AMERICA, LLC

**TRADEMARK**  
**REEL: 005820 FRAME: 0785**

Schedule 1

Assignment America, LLC  
(Delaware Limited Liability Company)

U.S. Trademarks

Trademark Registrations

| Mark   | Reg. No. | Reg. Date |
|--|----------|-----------|
| MEDICAL STAFFING NETWORK and Design                      | 4354795  | 06/18/13  |
| PHARMSTAFF A MEDICAL STAFFING NETWORK COMPANY and Design | 3585479  | 03/10/09  |
| MSN MEDICAL STAFFING NETWORK and Design                  | 3724215  | 12/15/09  |
| ONESOURCE  | 3577477  | 02/17/09  |
| INTELISTAF TRAVEL  | 3479298  | 08/05/08  |
| INTELISTAF HEALTHCARE                                    | 3365376  | 01/08/08  |
| ALL BETTER NURSING                                       | 1894453  | 05/16/95  |
| PHARMSTAFF   | 1720655  | 09/29/92  |
| FLYING NURSES  | 1545615  | 06/27/89  |

NOTICE OF SECURITY INTEREST IN TRADEMARKS  
ASSIGNMENT AMERICA, LLC