

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM508699

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Security Agreement		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Res-Care, Inc.		02/04/2019	Corporation: KENTUCKY
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Bank of America, N.A., as Administrative Agent		
<b>Street Address:</b>	101 N Tryon Street		
<b>Internal Address:</b>	5th Floor		
<b>City:</b>	Charlotte		
<b>State/Country:</b>	NORTH CAROLINA		
<b>Postal Code:</b>	28255		
<b>Entity Type:</b>	Bank: UNITED STATES		
<b>PROPERTY NUMBERS Total: 3</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	5531500	A.L.I.G.H.T.	
<b>Registration Number:</b>	5531333	SAFE TRANSITIONS	
<b>Registration Number:</b>	5597520	BRIGHTSPRING	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	8009144240		
<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>	800-713-0755		
<b>Email:</b>	james.murray@wolterskluwer.com		
<b>Correspondent Name:</b>	CT Corporation		
<b>Address Line 1:</b>	4400 Easton Commons Way		
<b>Address Line 2:</b>	Suite 125		
<b>Address Line 4:</b>	Columbus, OHIO 43219		
<b>NAME OF SUBMITTER:</b>	Doris Ka		
<b>SIGNATURE:</b>	/Doris Ka/		
<b>DATE SIGNED:</b>	02/05/2019		
<b>Total Attachments: 6</b>			
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### RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

**1. Name of conveying party(ies):**

Res-Care, Inc.

- Individual(s)
- Partnership
- Corporation- State: Kentucky
- Other

Citizenship (see guidelines) USA

Additional names of conveying parties attached?  Yes  No

**3. Nature of conveyance/Execution Date(s) :**

Execution Date(s) February 4, 2019

- Assignment
- Security Agreement
- Merger
- Change of Name
- Other

**2. Name and address of receiving party(ies)**

Additional names, addresses, or citizenship attached?  Yes  No

Name: Bank of America, N.A., as Administrative Agent

Street Address: 101 N Tryon Street, 5th Floor

City: Charlotte

State: NC

Country: USA Zip: 28255

- Individual(s) Citizenship
- Association Citizenship
- Partnership Citizenship
- Limited Partnership Citizenship
- Corporation Citizenship
- Other Bank Citizenship USA

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
(Designations must be a separate document from assignment)

**4. Application number(s) or registration number(s) and identification or description of the Trademark.**

A. Trademark Application No.(s) Text

B. Trademark Registration No.(s)

See attached Schedule A

Additional sheet(s) attached?  Yes  No

**C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):**

**5. Name & address of party to whom correspondence concerning document should be mailed:**

Name: Doris Ka, Legal Assistant

Internal Address: Cahill Gordon & Reindel LLP

Street Address: 80 Pine Street

City: New York

State: NY Zip: 10005

Phone Number: (212) 701-3569

Docket Number: 08061.1515

Email Address: dka@cahill.com

**6. Total number of applications and registrations involved:**

3

**7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$**

- Authorized to be charged to deposit account
- Enclosed

**8. Payment Information:**

Deposit Account Number

Authorized User Name

**9. Signature:**



Signature

February 4, 2019

Date

Doris Ka

Name of Person Signing

Total number of pages including cover sheet, attachments, and document:

6

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:  
Mail Stop Assignment Recordation Branch, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

**SUPPLEMENTAL TRADEMARK SECURITY AGREEMENT**

This Supplemental Trademark Security Agreement (this “Agreement”), dated as of February 4, 2019, is entered into by the undersigned (the “Grantor”) in favor of BANK OF AMERICA, N.A., as Administrative Agent (the “Administrative Agent”).

WHEREAS, pursuant to the Second Amended and Restated Credit Agreement, dated March 28, 2018, among RES-CARE, INC., a Kentucky corporation (the “Borrower”), ONEX RESCARE HOLDINGS CORP., a Delaware corporation (“Holdings”), the Guarantors from time to time party thereto, BANK OF AMERICA, N.A., as Administrative Agent, each lender from time to time party thereto (collectively, the “Lenders” and individually, a “Lender”), MERRILL LYNCH, PIERCE, FENNER & SMITH INCORPORATED, JPMORGAN CHASE BANK, N.A., REGIONS CAPITAL MARKETS, A DIVISION OF REGIONS BANK and SUNTRUST ROBINSON HUMPHREY, INC., as Joint Lead Arrangers and Joint Bookrunners, MERRILL LYNCH, PIERCE, FENNER & SMITH INCORPORATED, JPMORGAN CHASE BANK, N.A., REGIONS CAPITAL MARKETS, A DIVISION OF REGIONS BANK and SUNTRUST ROBINSON HUMPHREY, INC, as Syndication Agents, and CAPITAL ONE, NATIONAL ASSOCIATION, U.S. BANK NATIONAL ASSOCIATION and HSBC SECURITIES (USA) INC., as Documentation Agents (as it may be amended, amended and restated, replaced, refinanced, supplemented or otherwise modified from time to time, the “Credit Agreement”), the Lenders have agreed to extend credit to the Borrower upon the terms and subject to the conditions set forth therein;

WHEREAS, the Grantor has executed and delivered that certain Pledge and Security Agreement, dated April 5, 2012, in favor of the Administrative Agent (as it may be amended, amended and restated, replaced, refinanced, supplemented or otherwise modified from time to time, the “Security Agreement”) pursuant to which the Grantor has granted to the Administrative Agent, for the ratable benefit of the Secured Parties, a security interest in all of the Grantor’s right, title, and interest in and to the Trademarks identified on Schedule A hereto (the “Trademark Collateral”);

WHEREAS, pursuant to the Security Agreement, the Grantor and the Administrative Agent are parties to that certain Trademark Security Agreement, dated April 25, 2014;

**NOW, THEREFORE**, in consideration of the foregoing and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Grantor and the Administrative Agent hereby agree as follows:

SECTION 1. Defined Terms. Capitalized terms not otherwise defined herein have the meanings set forth in the Security Agreement.

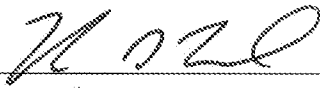
SECTION 2. Grant of Security Interest. Subject to the terms of the Credit Agreement and the Security Agreement, the Grantor grants to the Administrative Agent, for the ratable benefit of the Secured Parties, a security interest in the Trademark Collateral, as collateral security for the prompt and complete payment and performance when due (whether at the stated maturity, by acceleration or otherwise) of the Obligations of the Grantor.

SECTION 3. Recordation. The Grantor authorizes and requests that the Commissioner for Trademarks and any other applicable government officer record this Agreement.

SECTION 4. Governing Law. This agreement and the rights and obligations of the parties hereunder and any claim or controversy relating hereto shall be governed by, and construed and interpreted in accordance with, the laws of the State of New York.

IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement as of the day and year first above written.

RES-CARE, INC., as a Grantor


By:   
Name: KEVIN G. FISHER  
Title: ASSISTANT TREASURER

[Signature Page to Supplemental Trademark Security Agreement]

**TRADEMARK**  
**REEL: 006550 FRAME: 0440**

Accepted and agreed to as of the day and year first  
above written.

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

By:   
Name: Bridgett J. Manduk Mowry  
Title: Vice President

[Signature Page to Supplemental Trademark Security Agreement]

**TRADEMARK**  
**REEL: 006550 FRAME: 0441**

SCHEDULE A

**TRADEMARK REGISTRATIONS AND APPLICATIONS**

	<b>Owner</b>	<b>Trademark</b>	<b>Serial No.</b>	<b>Filing Date</b>	<b>Reg. No.</b>	<b>Reg. Date</b>
1.	Res-Care, Inc.	A.L.I.G.H.T.	87484997	06/12/2017	5531500	07/31/2018
2.	Res-Care, Inc.	SAFE TRANSITIONS	87447474	05/12/2017	5531333	07/31/2018
3.	Res-Care, Inc.	BRIGHTSPRING	87762574	01/19/2018	5597520	10/30/2018