

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Partial Release by Secured Party

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
CIT Healthcare LLC		01/05/2007	LIMITED LIABILITY COMPANY:

RECEIVING PARTY DATA

Name:	Interim Healthcare Holdings, Inc.
Street Address:	1601 Sawgrass Corporation Parkway
City:	Sunrise
State/Country:	FLORIDA
Postal Code:	33323
Entity Type:	CORPORATION:

Name:	IH Acquisition Corp.
Street Address:	1601 Sawgrass Corporation Parkway
City:	Sunrise
State/Country:	FLORIDA
Postal Code:	33323
Entity Type:	CORPORATION:

Name:	Interim Healthcare Inc.
Street Address:	1601 Sawgrass Corporation Parkway
City:	Sunrise
State/Country:	FLORIDA
Postal Code:	33323
Entity Type:	CORPORATION:

PROPERTY NUMBERS Total: 10

Property Type	Number	Word Mark
Registration Number:	1763176	INTERIM

CH \$265.00 1763176

Serial Number:	75235171	INTERIM
Registration Number:	1957444	INTERIM ASSISTED CARE
Registration Number:	1910368	INTERIM HEALTH CARE
Registration Number:	1929286	INTERIM IN - TOUCH
Registration Number:	2083076	INTERIM OCCUPATIONAL HEALTH
Registration Number:	1789596	INTERIM PHYSICIANS
Registration Number:	1894289	INTERIM THERAPY
Registration Number:	2078703	INTERIM THERAPY
Registration Number:	1895292	INTERIM TRAVEL NURSE

CORRESPONDENCE DATA

Fax Number: (650)838-5136

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 650-838-3754

Email: emily.priest@shearman.com

Correspondent Name: Christy Lai

Address Line 1: Shearman & Sterling

Address Line 2: 1080 Marsh Rd.

Address Line 4: Menlo Park, CALIFORNIA 94025

ATTORNEY DOCKET NUMBER:	34554-00063
NAME OF SUBMITTER:	Christy Lai
Signature:	/christy lai/
Date:	01/05/2007

Total Attachments: 4

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INTELLECTUAL PROPERTY SECURITY AGREEMENT RELEASE

This INTELLECTUAL PROPERTY SECURITY AGREEMENT RELEASE (this "**Release**") is made as of January 5, 2007 (the "**Effective Date**"), by CIT Healthcare LLC, as administrative agent (the "**Administrative Agent**") for each of the Secured Parties (as defined in the Credit Agreement referred to below), in favor of IH Acquisition Corp., Interim Healthcare Holdings, Inc., and Interim Healthcare, Inc. (collectively, the "**Grantors**").

WHEREAS, IH Acquisition Corp., Interim Healthcare Holdings, Inc., and Interim Healthcare, Inc. entered into a Credit Agreement dated as of May 19, 2006 (as amended, amended and restated, supplemented or otherwise modified from time to time, the "**Credit Agreement**"), with CIT Healthcare LLC, as Administrative Agent, and the Lender Parties party thereto (capitalized terms used herein and not defined shall have the meanings assigned to such terms in the Credit Agreement);

WHEREAS, as a condition precedent to the making of Advances by the Lender Parties under the Credit Agreement, each Grantor executed and delivered that certain Security Agreement dated May 19, 2006 made by the Grantors to the Administrative Agent (as amended, amended and restated, supplemented or otherwise modified from time to time, the "**Security Agreement**");

WHEREAS, under the terms of the Security Agreement, the Grantors granted to the Administrative Agent, for the ratable benefit of the Secured Parties, a security interest in, among other property, certain intellectual property of the Grantors, and as a condition thereof executed that certain Intellectual Property Security Agreement dated May 19, 2006 (the "**IP Security Agreement**") for recording with the U.S. Patent and Trademark Office, the United States Copyright Office and other governmental authorities;

WHEREAS, a security interest in the trademark and service mark registrations identified on Schedule A attached hereto (the "**Released Trademarks**") was inadvertently included in the security interest granted under the IP Security Agreement;

WHEREAS, the IP Security Agreement was recorded on May 19, 2006, with the U.S. Patent and Trademark Office under Reel and Frame number 003312/0824; and

WHEREAS, the Administrative Agent now desires to release the security interest in the Released Trademarks that was inadvertently recorded with the U.S. Patent and Trademark Office;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Administrative Agent hereby agrees as follows:

1. The Administrative Agent, on behalf of the Secured Parties, hereby releases to the Grantors the security interest in the Released Trademarks inadvertently recorded with the U.S. Patent and Trademark Office pursuant to the IP Security Agreement.

2. This Release shall be effective only with respect to the Released Trademarks and nothing contained herein shall be deemed to be a release or termination of or have any other effect on any other liens, security interests, charges or encumbrances on any other Collateral, property or assets granted by the Grantors in connection with the Credit Agreement or any of the Loan Documents. For the avoidance of doubt, nothing contained in this Release shall be deemed a release of the security interest granted by the Grantors in Grantors' right, title and interest in and to the Intellectual Property License Agreement dated September 26, 1997, relating to the license of the Released Trademarks to Interim Healthcare, Inc.

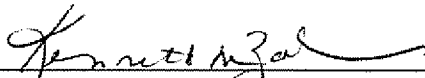
3. The Administrative Agent authorizes and requests that the Commissioner of Trademarks record this Release.

4. This Release shall be governed by, and construed in accordance with, the laws of the State of New York.

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IN WITNESS WHEREOF, the Administrative Agent has caused this Release to be executed by its duly authorized representative as of the date first above written.

CIT Healthcare LLC, as the Administrative Agent

By 
Name: Kenneth M. Zoeller
Title: Managing Director

**Schedule A
Trademarks**

Mark	Application/Registration No.	Application/Registration Date
INTERIM	1,763,176	04/06/93
INTERIM (LOGO)	75/235,171	02/03/97
INTERIM ASSISTED CARE	1,957,444	02/20/96
INTERIM HEALTHCARE	1,910,368	08/08/95
INTERIM IN-TOUCH	1,929,286	10/24/05
INTERIM OCCUPATIONAL HEALTH	2,083,076	07/29/97
INTERIM PHYSICIANS	1,789,596	08/24/93
INTERIM THERAPY	1,894,289	05/16/95
INTERIM THERAPY	2,078,703	07/15/97
INTERIM TRAVEL NURSE	1,895,292	05/23/95

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