

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

<b>CONVEYING PARTY DATA</b>			
Name	Formerly	Execution Date	Entity Type
Fastaff, LLC		02/14/2014	LIMITED LIABILITY COMPANY: COLORADO

<b>RECEIVING PARTY DATA</b>	
Name:	Regions Bank
Street Address:	150 4th Avenue North
Internal Address:	10th Floor
City:	Nashville
State/Country:	TENNESSEE
Postal Code:	37219
Entity Type:	banking corporation: ALABAMA

<b>PROPERTY NUMBERS Total: 10</b>		
Property Type	Number	Word Mark
Registration Number:	3763205	FASTAFF
Registration Number:	4136608	FASTAFF TRAVEL NURSING
Serial Number:	85924692	FASTPASS PROFILE
Serial Number:	85924688	FASTPASS PROFILE
Registration Number:	3227307	FRIENDSHIP HAS ITS REWARDS
Registration Number:	4274563	INTELLIGENT MIX
Registration Number:	2561553	IT IS ALL ABOUT COMMITMENT
Serial Number:	86140853	RAPID RESPONSE
Registration Number:	4071963	THE RIGHT NURSES RIGHT NOW!
Registration Number:	2558717	WE KNOW WHAT YOU'RE WORTH

<b>CORRESPONDENCE DATA</b>	
Fax Number:	4048817777

OP \$265.00 3763205

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

Phone: 404-881-7000  
Email: betsy.perkins@alston.com  
Correspondent Name: Laura Kees  
Address Line 1: 1201 W. Peachtree Street  
Address Line 2: c/o Alston & Bird LLP  
Address Line 4: Atlanta, GEORGIA 30309-3424

ATTORNEY DOCKET NUMBER:	112180/441060
NAME OF SUBMITTER:	Laura Kees
Signature:	/Laura Kees/
Date:	02/18/2014

Total Attachments: 4  
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GRANT OF SECURITY INTEREST IN TRADEMARKS

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FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, each of FASTAFF, LLC, a Colorado limited liability company, and U.S. NURSING CORPORATION, a Colorado corporation (collectively, the “Grantors”, and each, a “Grantor”), each with principal offices at c/o Altaris Health Partners II, L.P., 600 Lexington Avenue, 11<sup>th</sup> Floor, New York, New York 10022, on this 14<sup>th</sup> day of February, 2014, assigns and grants to REGIONS BANK, as Collateral Agent (together with its successors and assigns, the “Grantee”) with principal offices at 150 4<sup>th</sup> Avenue North, 10<sup>th</sup> Floor, Nashville, Tennessee 37219, a security interest in (i) all of such Grantor’s right, title and interest in and to the trademarks, trademark registrations, trademark applications and trademark licenses (the “Trademarks”) set forth on Schedule A attached hereto and all reissues, reexaminations, divisions, extensions or renewals thereof, together with (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) of the Trademarks, (iii) the goodwill of the businesses with which the Trademarks are associated, and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Trademarks or unfair competition or breach regarding the same (the rights and interests described in clauses (i) through (iv), collectively, the “IP Collateral”). Any “intent-to-use” trademark application for which a statement of use or an amendment to allege use has not been filed shall be excluded from the foregoing assignment and grant of a Security Interest (it being understood that upon filing of such statement of use or an amendment to allege use, the Security Interest shall attach to such trademark application and such trademark application shall immediately constitute “IP Collateral” without any further action on the part of any party).

THIS GRANT OF SECURITY INTEREST (this “Grant”), is made to secure the satisfactory performance and payment of all the “Secured Obligations” of each Grantor, as such term is defined in that certain Security Agreement dated as of February 14, 2014 (as the same may be amended, restated, supplemented or otherwise modified from time to time, the “Security Agreement”; capitalized terms used herein but not otherwise defined herein shall have the meanings given to such terms in the Security Agreement) executed by Roadrunner Intermediate Acquisition Company, LLC and the other grantors from time to time party thereto in favor of the Grantee, and joined by each Grantor pursuant to a Counterpart Agreement dated as of February 14, 2014.

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are without prejudice to, and are in addition to those set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

This Grant may be executed in counterparts and by the different parties hereto on separate counterparts, but all of which shall together constitute one and the same instrument. Delivery of an executed counterpart of this Grant by facsimile or other electronic method of transmission shall be equally effective as delivery of an original executed counterpart.

This Grant shall be governed by the laws of the State of New York.

[SIGNATURES ON THE FOLLOWING PAGE]

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the date referenced above.


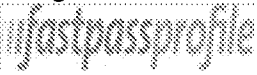
FASTAFF, LLC, as a Grantor  
U.S. NURSING CORPORATION, as a Grantor

By: *Kathryn Cowling*  
Name: Kathryn Cowling  
Title: Chief Executive Officer

**Schedule A**

**TRADEMARKS**

Fastaff, LLC

<b>TRADEMARK</b>	<b>STATUS</b>	<b>SERVICES</b>
<p>FASTAFF</p> <p>App. No.:77/814,444 Reg. No.:3,763,205</p>	<p>Registered March 23, 2010</p>	<p>(Int'l Class: 35) Employment agency services, namely, temporary and permanent placement of health care professionals</p>
<p>FASTAFF TRAVEL NURSING and Design</p>  <p>App. No.:85/236,073 Reg. No.:4,136,608</p>	<p>Registered May 1, 2012</p>	<p>(Int'l Class: 35) Employment agency services</p>
<p>FASTPASS PROFILE and Design</p>  <p>App. No.:85/924,692</p>	<p>Pending - Publication Review Complete February 5, 2014</p>	<p>(Int'l Class: 35) Employment services, namely, providing online employment application services for nurses, namely, preparation of resumes (Int'l Class: 41) Providing online documents for employment for nurses (Int'l Class: 42) Providing a website that gives nurses the ability to upload documents and apply for nursing jobs</p>
<p>FASTPASS PROFILE</p> <p>App. No.:85/924,688</p>	<p>Pending - Publication Review Complete February 5, 2014</p>	<p>(Int'l Class: 35) Employment services, namely, providing online employment application services for nurses, namely, preparation of resumes (Int'l Class: 41) Providing online documents for employment for nurses (Int'l Class: 42) Providing a website that gives nurses the ability to upload documents and apply for nursing jobs</p>
<p>FRIENDSHIP HAS ITS REWARDS</p> <p>App. No.:78/825,707 Reg. No.:3,227,307</p>	<p>Registered 8 &amp; 15 June 8, 2012</p>	<p>(Int'l Class: 35) Employment agencies</p>
<p>INTELLIGENT MIX</p> <p>App. No.:85/564,392 Reg. No.:4,274,563</p>	<p>Registered January 15, 2013</p>	<p>(Int'l Class: 35) Employment agency services, namely, temporary placement of nurses in an efficient and cost effective manner</p>
<p>IT IS ALL ABOUT</p>	<p>Renewed</p>	<p>(Int'l Class: 35) Staffing of travel nurses for</p>

COMMITMENT  App. No.:76/177,020 Reg. No.:2,561,553	April 16, 2012	hospitals/medical centers nationwide
RAPID RESPONSE  App. No.:86/140,853	Pending - Initialized December 14, 2013	(Int'l Class: 35) Employment agency services, namely, temporary and permanent placement of healthcare professionals
THE RIGHT NURSES RIGHT NOW!  App. No.:85/243,615 Reg. No.:4,071,963	Registered December 13, 2011	(Int'l Class: 35) Employment agency services, namely, temporary placement of nurses
WE KNOW WHAT YOU'RE WORTH  App. No.:76/274,558 Reg. No.:2,558,717	Renewed April 9, 2012	(Int'l Class: 35) Employment outplacement services, namely, employment staffing services for hospitals and other medical facilities nationwide

U.S. Nursing Corporation

TRADEMARK	STATUS	SERVICES
U.S. NURSING CORPORATION  App. No.: 85/137,641 Reg. No.: 4,021,735	Registered September 6, 2011	(Int'l Class: 35) Temporary employment agency service for staffing travel nurses for temporary assignments at hospitals and other medical facilities.