

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM355912

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
U.S. Nursing Corporation		09/22/2015	CORPORATION: COLORADO
Fastaff, LLC		09/22/2015	LIMITED LIABILITY COMPANY: COLORADO
RECEIVING PARTY DATA			
Name:	Newstar Financial, Inc.		
Street Address:	500 Boylston Street		
Internal Address:	Suite 1200		
City:	Boston		
State/Country:	MASSACHUSETTS		
Postal Code:	02116		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 11			
Property Type	Number	Word Mark	
Registration Number:	3763205	FASTAFF	
Registration Number:	4136608	FASTAFF TRAVEL NURSING	
Registration Number:	4554541	FASTPASS PROFILE	
Registration Number:	4554540	FASTPASS PROFILE	
Registration Number:	3227307	FRIENDSHIP HAS ITS REWARDS	
Registration Number:	4274563	INTELLIGENT MIX	
Registration Number:	2561553	IT IS ALL ABOUT COMMITMENT	
Registration Number:	4779131	RAPID RESPONSE	
Registration Number:	4071963	THE RIGHT NURSES RIGHT NOW!	
Registration Number:	2558717	WE KNOW WHAT YOU'RE WORTH	
Registration Number:	4021735	U.S. NURSING CORPORATION	
CORRESPONDENCE DATA			
Fax Number:	7045032622		
<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>			
Phone:	704 503 2600		
Email:	vbantug@kslaw.com		
TRADEMARK			

OP \$290.00 3763205

Correspondent Name: King & Spalding
Address Line 1: 100 N Tryon Street
Address Line 2: Suite 3900
Address Line 4: Charlotte, NORTH CAROLINA 28202

ATTORNEY DOCKET NUMBER: 18876.015069

NAME OF SUBMITTER: Vicky R. Bantug

SIGNATURE: /Vicky R. Bantug/

DATE SIGNED: 09/22/2015

Total Attachments: 6

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TRADEMARK SECURITY AGREEMENT

Trademark Security Agreement, dated as of dated as of September 22, 2015 (this “**Trademark Security Agreement**”), by U.S. NURSING CORPORATION and FASTAFF, LLC (individually, a “**Grantor**”, and, collectively, the “**Grantors**”), in favor of NEWSTAR FINANCIAL, INC., in its capacity as administrative agent and collateral agent pursuant to the Credit Agreement (as defined in the Security Agreement, defined below) (in such capacity, the “**Administrative Agent**”).

WITNESSETH:

WHEREAS, the Grantors are party to a Security Agreement dated as of September 22, 2015 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the “**Security Agreement**”) in favor of the Administrative Agent pursuant to which the Grantors are required to execute and deliver this Trademark Security Agreement;

NOW, THEREFORE, in consideration of the premises and to induce the Administrative Agent, for the benefit of the Secured Parties, to enter into the Credit Agreement, the Grantors hereby agree with the Administrative Agent as follows:

SECTION 1. Defined Terms. Unless otherwise defined herein, terms defined in the Security Agreement and used herein have the meaning given to them in the Security Agreement and the Credit Agreement.

SECTION 2. Grant of Security Interest in Trademark Collateral. Each Grantor hereby pledges and grants to the Administrative Agent for the benefit of the Secured Parties a lien on and security interest in and to all of its right, title and interest in, to and under all the following Collateral (excluding any Excluded Assets) of such Grantor: Trademarks of such Grantor listed on Schedule I attached hereto.

SECTION 3. The Security Agreement. The security interest granted pursuant to this Trademark Security Agreement is granted in conjunction with the security interest granted to the Administrative Agent pursuant to the Security Agreement and Grantors hereby acknowledge and affirm that the rights and remedies of the Administrative Agent with respect to the security interest in the Trademarks made and granted hereby are more fully set forth in the Security Agreement, the terms of which are incorporated herein by reference. In the event that any provision of this Trademark Security Agreement is deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall control.

SECTION 4. Termination. Upon the termination of the Security Agreement in accordance with Section 6.11 thereof, the Administrative Agent shall, at the expense of such Grantor, execute, acknowledge, and deliver to the Grantors an instrument in writing in recordable form releasing the lien on and security interest in the Trademarks under this Trademark Security Agreement.

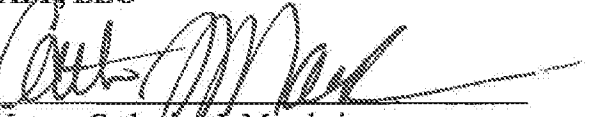
SECTION 5. Counterparts. This Trademark Security Agreement may be executed in any number of counterparts, all of which shall constitute one and the same instrument, and any party hereto may execute this Trademark Security Agreement by signing and delivering one or more counterparts. Delivery by facsimile or other electronic communication of an executed counterpart of a signature page to this Trademark Security Agreement shall be effective as delivery of an original executed counterpart of this Trademark Security Agreement.

[Signature pages follow]

U.S. NURSING CORPORATION, a Colorado corporation

By: 
Name: Catherine J. Margheim
Title: Chief Operating Officer and Chief Financial Officer

FASTAFF, LLC

By: 
Name: Catherine J. Margheim
Title: Chief Operating Officer and Chief Financial Officer

NEWSTAR FINANCIAL, INC.,
as Administrative Agent

By: Brian Forde
Name: Brian Forde
Title: Managing Director

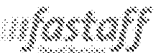

[Signature Page to Trademark Security Agreement]

TRADEMARK
REEL: 005628 FRAME: 0092

Schedule I
Trademark Registrations and Use Applications

Registrations:

Fastaff, LLC

TRADEMARK	STATUS	SERVICES
<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 Reg. No. 4,554,541</p>	<p>Registered June 24, 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 Reg. No. 4,554,540</p>	<p>Registered June 24, 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>

FRIENDSHIP HAS ITS REWARDS App. No.:78/825,707 Reg. No.:3,227,307	Registered April 10, 2007	(Int'l Class: 35) Employment agencies
INTELLIGENT MIX App. No.:85/564,392 Reg. No.:4,274,563	Registered January 15, 2013	(Int'l Class: 35) Employment agency services, namely, temporary placement of nurses in an efficient and cost effective manner
IT IS ALL ABOUT COMMITMENT App. No.:76/177,020 Reg. No.:2,561,553	Renewed April 16, 2012	(Int'l Class: 35) Staffing of travel nurses for hospitals/medical centers nationwide
RAPID RESPONSE App. No.:86/140,853 Reg. No. 4,779,131	Registered July 21, 2015	(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, 2002	(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.

Applications:

None.