

12-20-1999



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MWD 12-3-99

TO: The Commissioner of Patents and Trademarks

Original document(s) or copy(ies).

Submission Type

- New
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Conveyance Type

- Assignment
- License
- Security
- Nunc Pro Tunc Assignment
- Merger
- Change of Name
- Other

Effective Date
Month Day Year
11/19/99

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

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Mail documents to be recorded with required cover sheet(s) information to:
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12/20/1999 DNGUYEN 00000167 7575291

01 FC:481
02 FC:482
DUR1246746

40.00 OP
175.00 OP

TRADEMARK
REEL: 002001 FRAME: 0410

Domestic Representative Name and Address

Enter for the first Receiving Party Only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached
 Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text" value="75/753,291"/>	<input type="text" value="75/609,966"/>	<input type="text"/>	<input type="text" value="2,197,397"/>	<input type="text" value="2,177,670"/>	<input type="text"/>
<input type="text" value="75/753,288"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,177,671"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75/753,287"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,433,205"/>	<input type="text"/>	<input type="text"/>

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account
 Deposit Account (any deficiency)
 (Enter for payment by deposit account or if additional fees can be charged to the account.)
 Deposit Account Number: #

Authorization to charge additional fees: Yes No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Name of Person Signing Signature Date Signed

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of November 19, 1999 (the "Security Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Bank of America, N.A., as Agent (the "Agent") for the Lenders referenced therein (the "Lenders"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Agent for the ratable benefit of the Lenders:

TRADEMARKS

<u>Trademark No.</u>	Description of Trademark <u>Item</u>	Date of <u>Trademark</u>
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See attached Schedule A.

Trademark Applications

<u>Trademark Applications No.</u>	Description of Trademark <u>Applied For</u>	Date of Trademark <u>Applications</u>
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See attached Schedule A.

The Obligors and the Agent, on behalf of the Lenders, 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 Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

AMN HEALTHCARE, INC.

By: 

Name: Steven C. Francis

Title: President

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Agent

By: 

Name: JAMES COKER

Title: PRINCIPAL

Schedule A

AMN Healthcare, Inc. (Nev. corp.)

U.S. Trademarks

Pending Trademarks

Mark	Application Serial No.	Filing Date
AMN HEALTHCARE	75/753,291	7/16/99
NURSEZONE	75/753,288	7/16/99
AMERICAN MOBILE	75/753,287	7/16/99
AMERICAN MOBILE HEALTHCARE	75/609,966	12/22/98

Registered Trademarks

Mark	Registration No.	Registration Date
AMT AMERICAN MOBILE THERAPISTS	2,197,397	10/20/98
AMERICAN MOBILE THERAPISTS	2,177,671	7/28/98
AMN AMERICAN MOBILE NURSES INCORPORATED and Design	1,433,205	3/17/87
AMERICAN MOBILE NURSES	2,177,670	7/28/98