

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Security Agreement

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Ambrose Employer Group, LLC		08/20/2013	LIMITED LIABILITY COMPANY: NEW YORK

**RECEIVING PARTY DATA**

<b>Name:</b>	Wilmington Trust, National Association
<b>Street Address:</b>	50 South Sixth Street, Suite 1290
<b>City:</b>	Minneapolis
<b>State/Country:</b>	MINNESOTA
<b>Postal Code:</b>	55402
<b>Entity Type:</b>	National Association: UNITED STATES

**PROPERTY NUMBERS Total: 9**

Property Type	Number	Word Mark
Registration Number:	4309170	
Registration Number:	4309173	AMBROSE
Registration Number:	4309174	AMBROSE
Serial Number:	85692755	WHERE PEOPLE COUNT
Serial Number:	85692816	HUMILITY RESPECT DEDICATION INTEGRITY EX
Registration Number:	4096906	AMBROSE
Registration Number:	3558021	AMBROSE
Registration Number:	3561559	
Registration Number:	3558017	AMBROSE EMPLOYER GROUP

**CORRESPONDENCE DATA**

Fax Number: 8668265420  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*

Phone: 301-638-0511

OP \$240.00 4309170

Email: ipresearchplus@comcast.net  
Correspondent Name: IP Research Plus, Inc.  
Address Line 1: 21 Tadcaster Circle  
Address Line 2: attn: Penelope J.A. Agodoa  
Address Line 4: Waldorf, MARYLAND 20602

ATTORNEY DOCKET NUMBER:	CRS1-38887
NAME OF SUBMITTER:	Penelope J.A. Agodoa
Signature:	/pja/
Date:	08/20/2013

Total Attachments: 5  
source=38887#page1.tif  
source=38887#page2.tif  
source=38887#page3.tif  
source=38887#page4.tif  
source=38887#page5.tif

NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Second Lien Guarantee and Collateral Agreement dated as of August 20, 2013 (as the same may be amended, modified, extended or restated from time to time, the "Agreement"), by and among the Grantors party thereto (each a "Grantor" and collectively, the "Grantors") and WILMINGTON TRUST, NATIONAL ASSOCIATION, as collateral agent (the "Collateral Agent") for the Secured Parties referenced therein, the undersigned Grantor has granted a continuing security interest in and continuing lien upon the trademarks and trademark applications shown below to the Collateral Agent, for the ratable benefit of the Secured Parties:

TRADEMARKS

<u>Trademark No.</u>	<u>Description of Trademark Item</u>	<u>Date of Trademark</u>
----------------------	--------------------------------------	--------------------------

See Schedule 1 attached hereto

TRADEMARK APPLICATIONS

<u>Trademark Applications No.</u>	<u>Description of Trademark Applied for</u>	<u>Date of Trademark Applications</u>
-----------------------------------	---	---------------------------------------

See Schedule 1 attached hereto

The undersigned Grantor and the Collateral Agent, on behalf of the Secured Parties, 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 Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

AMBROSE EMPLOYER GROUP, LLC,  
by TRINET HR CORPORATION, as sole  
member

By: William Porter

Name: William Porter

Title: Vice President and CFO

*[Signature Page to Second Lien Grant of Security Interest in Trademarks – Ambrose  
Employer Group, LLC]*

TRADEMARK  
REEL: 005094 FRAME: 0940

Acknowledged and Accepted:

WILMINGTON TRUST, NATIONAL ASSOCIATION,  
as Collateral Agent

By: 

Name: Renee Kuhl

Title: Vice President

*[Signature Page to Second Lien Grant of Security Interest in Trademarks – Ambrose  
Employer Group, LLC]*

**TRADEMARK**  
**REEL: 005094 FRAME: 0941**

Schedule 1

Trademarks and Trademark Applications

Mark	App. No.	Reg. No.	Filing Date	Reg. Date	Owner
Lighthouse Design	85721805	4309170	9/6/12	3/26/13	Ambrose Employer Group, LLC
AMBROSE & Lighthouse Design	85721845	4309173	9/6/12	3/26/13	Ambrose Employer Group, LLC
AMBROSE & Lighthouse Design	85721900	4309174	9/6/12	3/26/13	Ambrose Employer Group, LLC
WHERE PEOPLE COUNT	85692755		8/1/12		Ambrose Employer Group, LLC
HUMILITY RESPECT DEDICATION INTEGRITY EXCELLENCE TO TEACH & BE TAUGHT	85692816		8/1/12		Ambrose Employer Group, LLC
AMBROSE	85157549	4096906	10/20/10	2/7/12	Ambrose Employer Group, LLC
AMBROSE & Lighthouse Banner Design	77029357	3558021	10/25/06	1/06/09	Ambrose Employer Group, LLC
Lighthouse Design	77029390	3561559	10/25/06	1/13/09	Ambrose Employer Group, LLC
AMBROSE EMPLOYER GROUP	77023226	3558017	10/17/06	1/06/09	Ambrose Employer Group, LLC