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To the Honorable Commissioner of Pa 101420989 Name and address of receiving partylies): Staffing Solutions Holding Company 1, Inc. Name of conveying partylies): Staffing Solutions Holding Company 1, Inc. Name: Bankers Trust Company Individuals Association Internal Address: One Bankers Trust Plaza Street Address: 130 Liberty Street City: New York State: New York ZIP: 10006 Individual(s) citizenship Association Individual(s) citizenship Association General Partnership Association Individual(s) citizenship Association General Partnership Corporation Other - Collateral Agent If assignee is not domisiled in the United States, a domestic representative designation is attached: Yes Now	7.10.00	08	-02-2000				
1. Name of conveying partylies): Staffing Solutions Holding Company 1, Inc. Individuals Association Internal Address: One Bankers Trust Plaza	Form PTO-1594						
Staffing Solutions Holding Company 1, Inc. Individuals	To the Honorable Commissi	ioner of Pa 10	1420989 <u></u>	d original documents or copy	thereof.		
Individuals	Name of conveying party(ies):		2. Name and address of	of receiving party(ies):			
General Partnership Limited Partnership Street Address: 130 Liberty Street City: New York State: New York ZIP: 10006 Additional name(s) of conveying party(les) attached? Yes No Individual(s) citizenship Association General Partnership Limited Partnership Limited Partnership Limited Partnership Limited Partnership Corporation General Partnership Corporation General Partnership Limited Partnership Corporation General Partnership General Partnership Corporation General Partnership Corporation General Partnership Corporation General Partnership General Partnership General Partnership General Partnership General Partnership General Partnership							
Additional name(s) of conveying partyles) attached?	☐ General Partnership - ☐ Limited Partnership ☑ Corporation - State: Delaware		Street Address: _1	Street Address: 130 Liberty Street			
Association Association Association Association General Partnership Corporation Other Execution Date: December 27, 1999 4. Application number(s) or registration number(s): A. Trademark Application No.(s) Additional numbers attached? Additional numbers attached? Additional numbers attached? Additional numbers attached? Additional number of applications and registration in volved Name: Brian Jaenicke, Legal Assistant Internal Address: White & Case LLP 7. Total fee (37 CFR 3.41): \$ 240.00 Enclosed Authorized to be charged to deposit account, in case of deficiency 8. Deposit account number: City: New York State: NY ZIP: 10035 First SPACE Val/2000 JIALAN2 0000061 2001255 First Signature Association Association Corporation Additional number of applications and registration involved Additional numbers attached? Additional number of applications and registration involved For total fee (37 CFR 3.41): \$ 240.00 Enclosed Authorized to be charged to deposit account, in case of deficiency (23:1705 in case of deficiency) (Attach duplicate copy of this page if paying by deposit accounts and signature. DO NOT USE THIS SPACE Valvement and signature. Brian T. Jaenicke Name of Person Signing Association Additional numbers Brian T. Jaenicke Name of Person Signing	Additional name(s) of conveying party(is	es) attached? 🔲 Yes 🔯	No				
Execution Date: December 27, 1999 Additional number Street Address: 1155 Avenue of the Americas Additional panels Street Address: 1155 Avenue of the Americas City: New York State: NY ZIP: 10035 Street Address: 1254 State: NY ZIP: 10035 City: New York State: NY ZIP: 10035 City: New York State: NY ZIP: 10035 City: Name of Person Signing Signature	☐ Assignment ☑ Security Interest	☐ Change of Name	□ Association □ General Partnership □ Limited Partnership □ Corporation	☐ Association ☐ General Partnership ☐ Limited Partnership ☐ Corporation-			
A. Trademark Application No.(s) Additional numbers attached? Becides attached Schedule A Total number of applications and registration involved Authorized to be charged to deposit account, in case of deficiency. (Attach duplicate copy of this page if paying by deposit account.) (Attach duplicate copy of this page if paying by deposit account.) Additional numbers attached? Additional number of applications and registration involved Authorized to be charged to deposit account, in case of deficiency.) (Attach duplicate copy of this page if paying by deposit account number: (23-1705 in case of deficiency) (Attach duplicate copy of this page if paying by deposit account numbers (23-1705 in case of deficiency) (Attach duplicate copy of this page if paying by deposit account numbers (23-1705 in case of deficiency) (Attach duplicate copy of this page if paying by deposit account numbers (23-1705 in case of deficiency) (Attach duplicate copy of this page if paying by deposit account numbers (23-1705 in case of deficiency) (Attach duplicate copy of this page if paying by deposit account nu			designation is attached: (Designations must be a seg	If assignee is not domiciled in the United States, a domestic representative designation is attached: (Designations must be a separate document from Assignment) Additional name(s) & address(es) attached? Yes No			
Additional numbers attached? Yes No Name and address of party to whom correspondence concerning document should be mailed: Name: Brian Jaenicke, Legal Assistant Internal Address: White & Case LLP 7. Total fee (37 CFR 3.41):	4. Application number(s) or registration	on number(s):	Trademark Registration I	Vo.(s)\			
Internal Address: White & Case LLP 7. Total fee (37 CFR 3.41): \$ 240.00 Enclosed Authorized to be charged to deposit account, in case of deficiency 8. Deposit account number: (23-1705 in case of deficiency) (Attach duplicate copy of this page if paying by deposit account accounts. DO NOT USE THIS SPACE V1/2000 JJALIAN2 0000061 2001255 F[:441 FC:482 tement and signature. 200.00 fp 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 long document. Brian T. Jaenicke Name of Person Signing Signature 7. Total fee (37 CFR 3.41): \$ 240.00 Enclosed Authorized to be charged to deposit account, in case of deficiency (23-1705 in case of deficiency) (Attach duplicate copy of this page if paying by deposit accounts and signature and correct and any attached copy is a true copy of the long document. Brian T. Jaenicke Name of Person Signing			ing 6. Total number of app		9		
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Street Address: 1155 Avenue of the Americas (23-1705 in case of deficiency) City: New York State: NY ZIP: 10036 (Attach duplicate copy of this page if paying by deposit acc DO NOT USE THIS SPACE ### DO NOT USE THIS SPACE #### PROPRIETE THIS SPACE ###################################	Internal Address: White & Case LL	P	⊠ Enclosed ⊠ Authorized to b				
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DO NOT USE THIS SPACE Ve1/2000 JJALLAH2 0000061 2001255 FC:461	Street Address: 1155 Avenue of the £	\mericas	(23-1705 in cas	se of deficiency)			
/01/2000 JJALLAH2 00000061 2001255 FC:481 40.00 GP SC:482 tement and signature. 200.00 GP 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 forigonal document. Brian T. Jaenicke Name of Person Signing Signature Date	City: New York State:	NY ZIP: 10036	(Attach duplicate co	ppy of this page if paying by o	leposit account)		
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. Brian T. Jaenicke Name of Person Signing Signature Name of Person Signing	EF-444		T USE THIS SPACE				
-	FC: 182 tement and signature. 200 To the best of my knowledge and a document. Brian T. Jaenicke	.00 00 belief, the foregoing informa	Signature	1 7/	700 Date		
OMB No. 0651-0011 (exp. 4/94)	OMB No. 0651-0011 (exp. 4/94)						
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Mail documents to be recorded with required cover sheet information to:	Mail documents to be recorded a		•				

Commissioner of Patents and Trademarks Box Assignments Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

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Mark	Registration (Application) Number	Registration (Application) Date
[Staffing Solutions Triangle Design]	2,001,255	September 17, 1996
PROFITPARTNERS	1,966,983	April 9, 1996
PROFITPARTNERS (and design)	1,970,221	April 23, 1996
PROTRONICS	2,002,862	September 24, 1996
PROTRONICS (and design)	2,001,254	September 18, 1996
RESOURCEMFG	1,950,471	January 23, 1996
RESOURCEMFG (and design0	2,001,252	September 17, 1996
STAFFING SOLUTIONS	1,816,089	January 11, 1994
STAFFINGRESOURCES, INC. (and design)	2,185,248	September 1, 1998

GRANT OF SECURITY INTEREST IN UNITED STATES TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of

which are hereby acknowledged, STAFFING SOLUTIONS HOLDING COMPANY 1, INC., a

Delaware corporation (the "Grantor") with principal offices at 222 W. Las Colinas Blvd., Suite

1250, Irving, Texas, 75039, hereby assigns and grants to Bankers Trust Company, as Collateral

Agent, with principal offices at One Bankers Trust Plaza, 130 Liberty Street, New York, New

York 10006 (the "Grantee"), a security interest in (i) all of the Grantor's right, title and interest in

and to the United States trademarks, trademark registrations and trademark applications (the

"Marks") set forth on Schedule A attached hereto, (ii) all Proceeds (as such term is defined in the

Security Agreement referred to below) and products of the Marks, (iii) the goodwill of the

businesses with which the Marks are associated and (iv) all causes of action arising prior to or

after the date hereof for infringement of any of the Marks or unfair competition regarding the

same.

THIS GRANT is made to secure the satisfactory performance and payment of all

the Obligations of the Grantor, as such term is defined in the Security Agreement among the

Grantor, the other assignors from time to time party thereto and the Grantee, dated as of

December 37, 1999 (as amended from time to time, the "Security Agreement"). Upon the

occurrence of the Termination Date (as defined in the Security Agreement), the Grantee shall

execute, acknowledge, and deliver to the Grantor an instrument in writing releasing the security

interest in the Marks acquired under this Grant.

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 as 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

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TRADEMARK REEL: 002115 FRAME: 0003 Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

* * *

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TRADEMARK REEL: 002115 FRAME: 0004 IN WITNESS WHEREOF, the undersigned have executed this Grant as of the day of December, 1999.

STAFFING SOLUTIONS HOLDING COMPANY 1, INC., as Grantor

Name

Title

BANKERS TRUST COMPANY as Collateral Agent and Grantee

Name:

SUSAN L. LE FEVRE

Title:

STATE OF NEW YORK)	
)	ss.:
COUNTY OF NEW YORK)		

On this 23rd day of December, 1999, before me personally came Sol Kelly, who, being by me sworn, did state as follows: that [s]he is authorized to execute the foregoing Grant on behalf of said corporation and that [s]he did so by authority of the Board of Directors of said corporation.

DELORES TAYLOR
Notary Public, State of New York
No. 01TA6010553
Qualified in Nassau County
Certificate Filed in New York County
Commission Expires July 20, 2000

STATE OF NEW YORK) ss.: COUNTY OF NEW YORK)

On this At day of December, 1999, before me personally came Sugar L. Levence, who, being by me duly sworn, did state as follows: that [s]he is Director of Bankers Trust Company, that [s]he is authorized to execute the foregoing Grant on behalf of said corporation and that [s]he did so by authority of the Board of Directors of said corporation.

Notary Public

DELORES TAYLOR
Notary Public, State of New York
No. 04TA6010553
Qualified in Nassau County
Certificate Filed in New York County
Commission Evaluate July 20, 2000

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TRADEMARK
REEL: 002115 FRAME: 0007

RECORDED: 07/10/2000