

07-28-2000

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Form PTO-1594
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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Immedient Corporation

Individuals Association
 General Partnership - Limited Partnership
 Corporation - State: Delaware
 Other _____

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):
Name: **Staffing Solutions Holding Company 1, Inc.**

Internal Address: Suite 1250
 Street Address: 222 W. Las Colinas Blvd.
 City: Irving State: Texas ZIP: 75039

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation - Delaware
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designations must be a separate document from Assignment)
 Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Interest Change of Name
 Other _____

Execution Date: December 23, 1999

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)

Additional numbers attached? Yes No

Trademark Registration No.(s)\
Please see attached Schedule A

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Brian Jaenicke, Legal Assistant
Internal Address: White & Case LLP

Street Address: 1155 Avenue of the Americas
City: New York State: NY ZIP: 10036

6. Total number of applications and registration involved: 9

7. Total fee (37 CFR 3.41): \$ 240.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: 23-1705
 (Attach duplicate copy of this page if paying by deposit account)

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DO NOT USE THIS SPACE

01 EC:481 40.00 CH
02 EC:482 200.00 CH

9. 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.

Brian T. Jaenicke Name of Person Signing
[Signature] Signature
7/6/00 Date

Total number of pages comprising cover sheet: 1

OMB No. 0651-0011 (exp. 4/94)

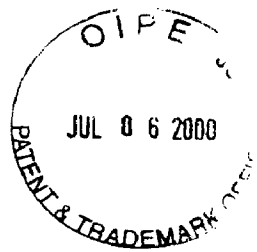
Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

**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.

The PTO did not receive the following listed item(s) # 240.00
TRADEMARK
REEL: 002110 FRAME: 0274



SCHEDULE A

SCHEDULE OF MARKS

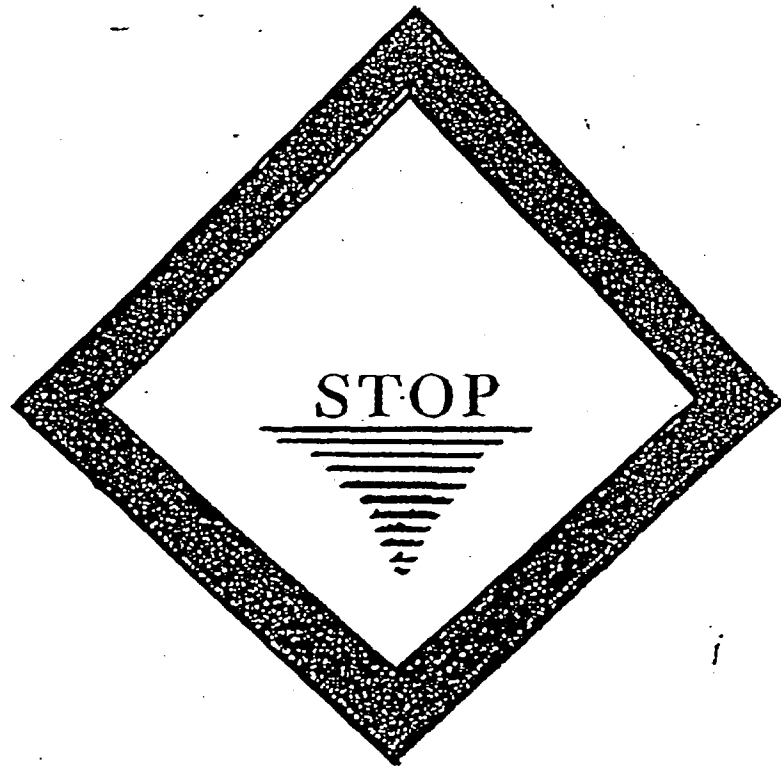
Mark	Registration (Application) Number	Registration (Application) Date
[Staffing Solutions Triangle Design]	2,001,255	September 17, 1996
PROFITPARTNERS	1,966,983	April 9, 1996
PROFITPARTNERS (and design)	1,970,221	April 23, 1996
PROTRONICS	2,002,862	September 24, 1996
PROTRONICS (and design)	2,001,254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

THIS IS A BULK CHECK

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KEEP TOGETHER

DITV TRADEMARK

REEL: 002110 FRAME: 0276

ASSIGNMENT OF TRADEMARKS

This ASSIGNMENT OF TRADEMARKS AGREEMENT is made and entered into as of the 23 day of December, 1999, by and between IMMEDIENT CORPORATION., a Delaware corporation (the "Assignor"), and STAFFING SOLUTIONS HOLDING COMPANY 1, INC., a Delaware corporation with principal offices at 222 W. Las Colinas Blvd., Suite 1250, Irving, Texas, 75039 (the "Assignee").

WHEREAS, Assignor owns all right, title and interest in and to the trademarks, service marks and trade names listed in Schedule A annexed hereto (the "Marks").

WHEREAS, Assignee is desirous of acquiring the Marks, and any applications and registrations thereof;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby assign, sell and transfer to Assignee its entire right, title and interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and any applications and registrations thereof.

Dated: December 23, 1999

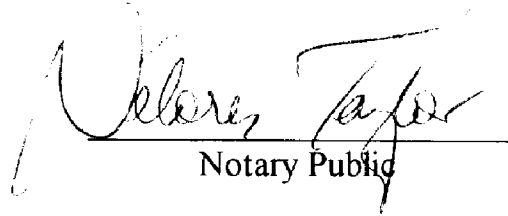
IMMEDIENT CORPORATION

By: Joe Kelly
Name: Joe Kelly
Title: Vice President

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

On this 23rd day of December, 1999, before me personally appeared

Joe Kelly, who, being by me duly sworn, did depose and say that that [s]he is
Vice President of IMMEDIANT CORPORATION, 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. 01TA6010553
Qualified in Nassau County
Certificate Filed in New York County
Commission Expires July 20, 2000