

04-26-2001



101688600

4/13/01

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID#
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

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

Effective Date
Month Day Year
03/21/01

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 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.)

FOR OFFICE USE ONLY

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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

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="76/109,960"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,876,833"/>	<input type="text" value="2,068,781"/>	<input type="text" value="1,537,626"/>
<input type="text" value="75/816,918"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,813,975"/>	<input type="text" value="1,798,268"/>	<input type="text" value="1,537,625"/>
<input type="text" value="75/221,098"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,076,974"/>	<input type="text" value="1,798,101"/>	<input type="text" value="1,775,418"/>

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 (Enter for payment by deposit account or if additional fees can be charged to the account.)

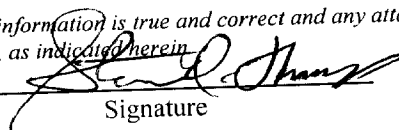
Deposit Account Number: #

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.

Steven D. Thomas
Name of Person Signing


Signature

April 11, 2001
Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

Conveying Party **Mark if additional names of conveying parties attached**

Enter Additional Conveying Party

Name

Execution Date
Month Day Year

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organizaiton

Receiving Party **Mark if additional names of receiving parties attached**

Enter Additional Receiving Party

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

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Incorporation/Organization

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Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>
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1,757,129	<input type="text"/>	<input type="text"/>
1,472,585	<input type="text"/>	<input type="text"/>
1,544,789	<input type="text"/>	<input type="text"/>
1,610,755	<input type="text"/>	<input type="text"/>
1,743,495	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Please be advised that pursuant to the Security Agreement dated as of March 21, 2001 (as the same may be amended, modified, extended or restated from time to time, the "Security Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Bank of America, N.A., as collateral 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 Registration No.</u>	Description of Trademark <u>Item</u>	Date of <u>Trademark</u>
	See attached.	

TRADEMARK APPLICATIONS

<u>Trademark Application No.</u>	Description of Trademark <u>Applied For</u>	Date of Trademark <u>Application</u>
	See attached.	

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,

STAFFPLUS, INC.,
a Delaware corporation

By: James C. Hunt
Name: JAMES C. HUNT
Title: SVP & CFO

Acknowledged and Accepted:

BANK OF AMERICA, N.A.,
as Agent

By: _____
Name: _____
Title: _____

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,

STAFFPLUS, INC.,
a Delaware corporation

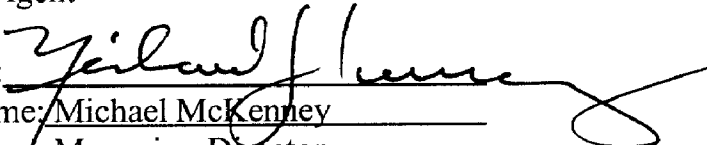
By: _____

Name: _____

Title: _____

Acknowledged and Accepted:

BANK OF AMERICA, N.A.,
as Agent

By: 
Name: Michael McKenney
Title: Managing Director

StaffPLUS, Inc.
(Delaware Corporation)

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
CAREERWORLD (stylized)	1,876,833	1/31/95
CAREERWORLD	1,813,975	12/28/93
JUDITH FOX	2,076,974	7/8/97
JUDITH FOX TRAINING FOR GROWTH	2,068,781	6/10/97
QUESTPLUS	1,797,268	10/5/93
PROFICIENCYPLUS	1,798,101	10/12/93
STAFFINDERS PERSONNEL	1,537,626	5/2/89
STAFFINDERS (stylized)	1,537,625	5/2/89
T TEMP CONNECTION LTD. and Design	1,775,418	6/8/93
TEMP CONNECTION	1,757,129	12/15/92
TEMP CONNECTION	1,472,585	1/12/88
TEMPWORLD	1,544,789	6/20/89
WPPS	1,610,755	8/21/90
WPPS and Design	1,743,495	12/29/92

Pending Application

Mark	Appl. Ser. No.	Filing Date
COMMAND	76-109,960	8/15/00
FIRSTWORD STAFFING SERVICES	75-816,918	10/6/98
PERFORMANCEPLUS	75-221,098	1/3/97