FORM PTO-1618A Expires 06/30/99 OMB0651-0027

04-26-2001



U.S. Department of Commerce Patent and Trademark Office TRADEMARK

5000

101688600

111719		VI SOCOOO	
	oner of Patents and Trademarks: P		nched original document(s) or copy(ies).
ubmission Type		Conveyance Typ	
☑ New		Assignment	License
Resubmission	(Non-Recordation)	☐ Security	☐ Nunc Pro Tunc Assignment
Document ID#			Effective Date
			Month Day Year 03/21/01
		Merger	03/21/01
Correction of PTO I	Error		
		Change of N	ame
Reel #	Frame #	Other N	otice of Grant of Security Interest
Corrective Documen	nt	Other _	
Dool #	Erama #		
Reel #	Frame #		
Conveying Party	Mark if addition	al names of convey	ving parties attached
·	_	•	Execution Date
Name CTAE	FPLUS, INC.		Month Day Year
SIAF	FFLUS, INC.		03/21/01
Formerly [
- [
Individual	General Partnership	Limited Parnership	☐ Corporation ☐ Association
_			
Other L			
7 Out and in Chata of I	Incorporation/Organization Delaw	are	
Receiving Party	Mark if addition	al names of receivi	ng parties attached
9			
Name	Bank of America, N.A., as A	gent	
DBA/AKA/TA			
DDIVING			
Composed of			
Address (line 1)	One Independence Center		
	101 North Tryon Street, 15th	Floor	
Address (line 2)		NC	28255
Address (line 3)	Charlotte	State/Country	Zip Code
	City	Limited Part	nership If document to be recorded is an assignment
☐ Individual	General Partnership		and the receiving party is not defined the United States an appointment of a
Corporation	Association	<u> </u>	domestic representative should be attached. (Designation must be a separate document
	al banking association		(Designation must be a separate document)
Citizenship/State of	f		
Incorporation/Orga	nization L	OR OFFICE USE ON	NLY
	A December 1988		and including time for reviewing t
D. blie burden reportin	g for this collection of information is estimated	to average approximately	y 30 minutes per Cover Sheet to be recorded, including time for reviewing to get this burden estimate to the U.S. Patent and Trademark Office, Chief Affairs, Office of Management and Budget, Paperwork Reduction Project 2027, Patent and Trademark Assignment Practice. DO NOT SEND
document and gatherin	ig the data needed to complete the Cover Sheet.	rmation and Regulatory	ng this burden estimate to the U.S. Patent and Trauemark Office of Affairs, Office of Management and Budget, Paperwork Reduction Project 0027, Patent and Trademark Assignment Practice. DO NOT SEND
Information Officer, W	astington, D.C. and T. formation Collecti	on Budget Package voor-	Affairs, Office of Management and Budget, raper work Reduced to 80027, Patent and Trademark Assignment Practice. DO NOT SEND
REQUESTS TO RECO	on, D.C. 20503. See OMB Information Content ORD ASSIGNMENT DOCUMENTS TO THIS	I have be been serviced.	- heat(a) information to:

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

FORM P10-1618B		U.S. Department of Commerce
Expires 06/30/99	Page 2	Patent and Trademark Office
OMB 0651-0027		TRADEMARK
Domestic Represent	ative Name and Address	
Domestic Represent		
	Enter for the first Receive	ring Party Only.
NI/A		
Name N/A		
Address (line 1)		
Address (line 2)		
Address (line 2)		
Address (line 3)		
Address (line 4)		
Address (Inte 4)		
Correspondent Name a		
	Area Code and Telephor	ne Number (919) 286-8000
	•	
Name Steve	n D. Thomas	
Name [
Maan	o & Van Allan DI I C	
Address (line 1) Moor	e & Van Allen, PLLC	
Address (line 2) 2200	West Main Street	
riddress (mie 2)		
Address (line 3) Suite	800	
Address (line 3) Suite	000	
), 1 G 11 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	
Address (line 4) Durha	am, North Carolina 27705	
D E-44	he total number of pages of the attached conveyance document	
9		# 4
includi	ing any attachments.	#
Trademark Application	Number(s) or Registration Number(s) Mark i	f additional numbers attached
Enter either the Trader	mark Application Number <u>or</u> the Registration Number (DO NOT ENTER BO	OTH numbers for the same property).
Enter enther the Traden	nurk Application Humber of the 188	
	Registry	ation Number(s)
Trademark	K Application Number(s) Registra	ation (tumber(s)
		1 527 626
76/100 060	1,876,833 2,06	58,781 [1,537,626]
76/109,960		
		08.268 [1,537,625]
75/816,918	1,813,975	98,268 [1,537,625]
73/810,918		
	5.076.074	98,101 [1,775,418
75/221,098	2,076,974	20,101
737221,070		
	har of properties involved	# 17
Number of Properties	Enter the total number of properties involved.	1/
1	41)	\$ 440.00
	Fee Amount for Properties Listed (37 CFR 3.41):	440.00
Fee Amount		
ł	ment: Enclosed 🖂 Deposit Account 🖾	
Method of Pay	ment: Bhelosed 🖂	
Deposit Accou	int the account)	
(Enter for paym	her demonst account or it additional ices can be offer god to	# 13-4365
(Enter 101 Fa)	Debosit Account Names	
	Authorization to charge additional fees:	Yes 🛛 No 📙
ļ		
Statement and Signature	e y knowledge and belief, the foregoing information is true and correct and any attact y knowledge and belief, the foregoing information is true and correct and any attact y knowledge and belief, the foregoing information is true and correct and any attact y knowledge and belief, the foregoing information is true and correct and any attact y knowledge and belief, the foregoing information is true and correct and any attact y knowledge and belief, the foregoing information is true and correct and any attact y knowledge and belief, the foregoing information is true and correct and any attact y knowledge and belief, the foregoing information is true and correct and any attact y knowledge and belief, the foregoing information is true and correct and any attact y knowledge and belief, the foregoing information is true and correct and any attact y knowledge and belief and the foregoing information is true and correct and any attact y knowledge and belief and the foregoing information is true and correct and any attact y knowledge and belief and the foregoing information is true and the foregoing information in the foregoing information is true and the foregoing information in the foregoing information in the foregoing information in the foregoing in the	hed copy is a true copy of the original
To the best of my	y knowledge and belief, the foregoing information is true and correct and any	11112-1
document. Char	rges to deposit account are dutile,	Mand 11, col
Steven D. Tho	omas	Date Signed
	on Signing Signature	-
Name of Perso	on Signing 7	

FORM PTO-1618A	U.S. Department of Commerce
Expires 06/30/99	Patent and Trademark Office
OMB 0651-0027	TRADEMARK
RECORDATION FORM COVER SHEE CONTINUATION	ET
TRADEMARKS ONLY Conveying Party Mark if additional names of conveying pa	
Conveying Party Mark if additional names of conveying party Enter Additional Conveying Party	irties attached
Eliter reductional convoying raity	Execution Date
	Month Day Year
Name	
Formerly	
☐ Individual ☐ General Partnership ☐ Limited Parnership	Corporation Association
Other	
Citizenship/State of Incorporation/Organization	
Chizenship/state of meorporation/organization	
Receiving Party Mark if additional names of receiving partie	s attached
Enter Additional Receiving Party	
Name	
DBA/AKA/TA	
Composed of	
Address (line 1)	
Address (line 2)	
Address (line 3)	
City State/Country Individual General Partnership Limited Partnership	Zip Code If document to be recorded is an assignment and the
individual in a second in a se	receiving party is not domiciled in the United States,
Corporation Association	an appointment of a domestic representative should be attached. (Designation must be a separate
Other	document from Assignment.)
Citizenship/State of Incorporation/Organization	
Incorporation Organization	
Trademark Application Number(s) or Registration Number(s) Mark Enter either the Trademark Application Number or the Registration Number (DO NOT E	if additional numbers attached NTER BOTH numbers for the same property).
Trademark Application Number(s)	Registration Number(s)
[1,757,129	
1 472 595	
[1,472,585]	
[1,544,789]	
1,610,755	
1,743,495	

DUR1\284837_1

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

Description of Trademark

Trademark Registration No.

Description of Trademark

Item

Trademark

See attached.

TRADEMARK APPLICATIONS

Trademark Description of Trademark Date of Trademark

Application No. Applied For Application

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

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

TRADEMARK
RECORDED: 04/13/2001 REEL: 002281 FRAME: 0049