

7-17-01

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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

RE



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U.S. DEPARTMENT OF COMMERCE U.S. 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): Skillset Software, Inc. [] Individual(s) [] Association [] General Partnership [] Limited Partnership [X] Corporation-State - California [] Other Additional name(s) of conveying party(ies) attached? [X] Yes [] No

2. Name and address of receiving party(ies) Name: eLabor.com, Inc. Internal Address: eLabor.com, Inc. Street Address: 5153 Camino Ruiz City: Camarillo State: CA Zip: 93012 [] Individual(s) citizenship [] Association [] General Partnership [] Limited Partnership [X] Corporation-State California [] Other

3. Nature of conveyance: [X] Assignment [] Merger [] Security Agreement [] Change of Name [] Other Execution Date: May 9, 2001

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

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

B. Trademark Registration No.(s) 1945497 Additional number(s) attached [X] Yes [] No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: eLabor.com, Inc. Internal Address: Contracts Department Street Address: 5153 Camino Ruiz City: Camarillo State: CA Zip: 93012

6. Total number of applications and registrations involved: 3 7. Total fee (37 CFR 3.41): \$ 90.00 [X] Enclosed [] Authorized to be charged to deposit account 8. Deposit account number: (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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. Suzannah Dowling Name of Person Signing Signature Date 6/11/01 Total number of pages including cover sheet, attachments, and document: 4

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Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

TRADEMARK REEL: 2333 FRAME: 0138

Continuation of Item 1.

Name of conveying party: Development Specialists, Inc., an Illinois corporation

Continuation of Item 4B.

Trademark Registration No. 2310188

Trademark Registration No. 2204479

COPY

ASSIGNMENT

WHEREAS, SkillSet Software, Inc. a California corporation, and/or its subsidiary Search Advantage, Inc., a Delaware corporation, (collectively "SkillSet"), has adopted, owns and is using the Marks **SKILLSET, SKILLNET, DESKTOP RECRUITER** and **HIRE EDUCATION** ("the Marks") in connection with **Registration No's. 1945497, 2041033, 2310188, and 2204479** respectively; and

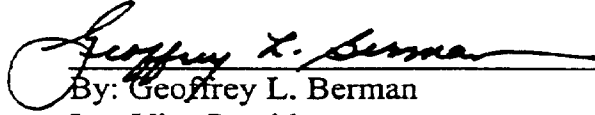
WHEREAS, Development Specialists, Inc., an Illinois corporation ("DSI"), is the general assignee for the benefit of creditors of SkillSet; and

WHEREAS, eLabor.com, Inc., a California corporation ("eLabor"), desires to acquire the Marks;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged:

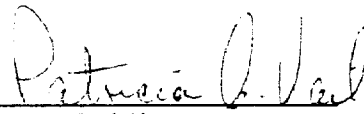
- A. DSI hereby sells, assigns and transfers to eLabor all right, title and interest in and to the Marks, together with the goodwill of the business symbolized by the Marks.
- B. DSI shall provide eLabor, its successors, assigns or other legal representatives, cooperation and assistance at eLabor's expense (including the execution and delivery of any and all affidavits, declarations, oaths, assignments, powers of attorney, assignment documents, exhibits, specimens or other documentation as may be reasonably required):
 - (i) in the preparation and prosecution of any applications for registration or any applications for renewal of registrations covering the Marks anywhere in the world;
 - (ii) in the prosecution or defense of any oppositions, interferences, infringement suits, or other proceedings that may arise in connection with the Marks anywhere in the world, including, but not limited to, testifying as to any facts relating to the Marks assigned herein and this Assignment;
 - (iii) in obtaining any additional trademark or tradename protection that eLabor may deem appropriate which may be secured under the laws now or hereafter in effect in the United States or throughout the world; and
 - (iv) in the implementation or perfection of this assignment.

DEVELOPMENT SPECIALISTS, INC., an Illinois corporation, solely in its capacity as the assignee for the benefit of creditors of SkillSet Software, Inc., and its subsidiary Search Advantage, Inc.


By: Geoffrey L. Berman
Its: Vice President

Dated effective as of: May 9, 2001

SUBSCRIBED and SWORN to before me this 9th day of May, 2001.


Notary Public

My Commission Expires: Aug 16 2001

