

01-30-2003



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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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Tab settings ⇨ ⇨ ⇨ ▼ ▼ ▼ ▼ ▼ ▼ ▼

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

1. Name of conveying party(ies): Personnel Group of America, Inc. 5605 Carnegie Blvd., Suite 500 Charlotte, NC 28209
[] Individual(s) [] Association
[] General Partnership [] Limited Partnership
[✓] Corporation-State Delaware
[] Other
Additional name(s) of conveying party(ies) attached? [] Yes [✓] No

01/27/03

2. Name and address of receiving party(ies) Name: Bank of America, N.A., as Agent
Internal Address: One Independence Center
Street Address: 101 North Tryon Street Street, 15th Fl
City: Charlotte State: NC Zip: 28256
[] Individual(s) citizenship
[] Association
[] General Partnership
[] Limited Partnership
[] Corporation-State
[✓] Other National Banking Association
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

OFFICE OF PATENT RECORDS FINANCE SECTION 2003 JUN 27 AM 9:31

3. Nature of conveyance:
[] Assignment [] Merger
[] Security Agreement [] Change of Name
[✓] Other Notice of Grant of Security Interest
Execution Date: March 21, 2001

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) 78/169,118, 78/169,143
Additional number(s) attached [] Yes [✓] No

B. Trademark Registration No.(s)

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Steven D. Thomas
Internal Address: Moore & Van Allen, PLLC
Street Address: 2200 West Main Street Suite 800
City: Durham State: NC Zip: 27705

6. Total number of applications and registrations involved: 02
7. Total fee (37 CFR 3.41) \$ 65.00
[✓] Enclosed
[✓] Authorized to be charged to deposit account
8. Deposit account number: 50-2316

DO NOT USE THIS SPACE

9. Signature. Steven D. Thomas Name of Person Signing
[Signature] Signature
January 27, 2003 Date
Total number of pages including cover sheet, attachments, and document: 04

01/29/2003 DBYRNE 00000115 78169118 Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

01 FC:8521 40.00 DP
02 FC:8522 25.00 DP

TRADEMARK REEL: 002661 FRAME: 0516

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>
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See attached.

TRADEMARK APPLICATIONS

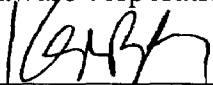
<u>Trademark Application No.</u>	Description of Trademark <u>Applied For</u>	Date of Trademark <u>Application</u>
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See attached.

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,

PERSONNEL GROUP OF AMERICA, INC.,
a Delaware corporation

By: 
Name: LEN R BRAMLETT JR
Title: SVP

Acknowledged and Accepted:

BANK OF AMERICA, N.A.,
as Agent

By: 
Name: H. Leonard Newman
Title: Managing Director

**Personnel Group of America, Inc.
(Delaware Corporation)**

U.S. Trademarks

Pending Application

Mark	Appl. Ser. No.	Filing Date
VWORX	78-169,118	9/30/02
VWORX and Design	78-169,143	9/30/02