

04-11-2003

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



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

4/11/03

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

1. Name of conveying party(ies): Deutsche Bank Trust Company Americas (f/k/a Bankers Trust Company) [] Individual(s) [] Association [] General Partnership [] Limited Partnership [X] Corporation-State [] Other 4-11-03 Additional name(s) of conveying party(ies) attached? [] Yes [X] No

2. Name and address of receiving party(ies) Name: Career Blazers Personnel Services, Inc. Internal Address: Street Address: 590 Fifth Avenue City: New York State: NY Zip: 10036 [] Individual(s) citizenship [] Association [] General Partnership [] Limited Partnership [X] Corporation-State New York [] 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 [X] No

3. Nature of conveyance: [] Assignment [] Merger [] Security Agreement [] Change of Name [X] Other Termination and Release of Security Interest on Reel 2112 Execution Date: March 21, 2003 at Frame 980

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 2,272,492 Additional number(s) attached [] Yes [X] No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Norris D. Wolff Internal Address: Kleinberg, Kaplan, Wolff & Cohen, P.C. Street Address: 551 Fifth Avenue, 18th Floor City: New York State: NY Zip: 10176

6. Total number of applications and registrations involved: 1 7. Total fee (37 CFR 3.41): \$40.00 [X] Enclosed [] Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature. Norris D. Wolff Name of Person Signing [Signature] Signature April 10, 2003 Date

Total number of pages including cover sheet, attachments, and document: 6

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

04/14/2003 6TON11 00000055 2272492 01 FC:8521 40.00 OP

TRADEMARK REEL: 002709 FRAME: 0888

PARTIAL TERMINATION AND RELEASE
OF
GRANT OF SECURITY INTEREST IN TRADEMARKS

CAREER BLAZERS PERSONNEL SERVICES, INC.

PARTIAL TERMINATION AND RELEASE OF GRANT OF SECURITY INTEREST IN TRADEMARKS, dated as of March 21, 2003, between **CAREER BLAZERS PERSONNEL SERVICES, INC.**, a New York corporation having its principal place of business at 590 Fifth Avenue, New York, New York 10036 (the "Grantor") and **DEUTSCHE BANK TRUST COMPANY AMERICAS (F/K/A BANKERS TRUST COMPANY)**, with its head office at 31 West 52nd Street, New York, New York 10019, as Collateral Agent (hereinafter in such capacity, the "Agent") under the Trademark Agreement (as defined herein).

WHEREAS, the Grantor and the Agent entered into a Grant of Security Interest in Trademarks, dated as of December 27, 1999 (as amended and in effect from time to time, the "Trademark Agreement"), which Trademark Agreement was recorded July 10, 2000 with the United States Patent and Trademark Office at Reel 002112, Frame 0980 for the purpose of securing payment and performance of the Borrowers' (as defined below) and certain other parties' obligations under the Credit Agreement, dated as of December 27, 1999 (as amended and in effect from time to time, the "Credit Agreement") among Immediat Corporation, Accounting Solutions Holding Company, Inc., CBI NY Training Inc. and Career Blazers Personnel Services, Inc., (the "Borrowers"), the Agent, the Banks (as defined in the Credit Agreement) and the other Credit Parties thereto;

WHEREAS, pursuant to the Security Agreement (as defined in the Credit Agreement) and the Trademark Agreement, the Grantor granted to the Agent a continuing security interest in and first priority lien on all of the Marks (as defined in the Trademark Agreement and collectively known hereinafter as the "Trademarks"), and pledged, mortgaged, and hypothecated (but did not transfer title to) the Trademarks to the Agent; and

WHEREAS, the Grantor wishes to transfer all of its right, title and interest in and to certain of the Trademarks which are identified on Exhibit A attached hereto (the "Subject Trademarks") to William Lewis (the "Assignee") pursuant to the Agreement dated as of February 28, 2003, between the Grantor, the Assignee, and certain other parties; and

WHEREAS, the Agent has agreed to terminate and release its security interest and its right, title and interest in the Subject Trademarks identified on Exhibit A attached hereto as herein provided;

NOW, THEREFORE, for valuable consideration, and subject to the last sentence hereof:

The Agent hereby terminates and releases its security interest in and first priority lien on the Subject Trademarks identified on Exhibit A attached hereto, and the Agent hereby assigns and transfers to the Grantor, without recourse, all of the Agent's right, title and interest in and to the Subject Trademarks identified on Exhibit A attached hereto, effective as of the date set forth above.

DEUTSCHE BANK TRUST COMPANY
AMERICAS,
as Collateral Agent

By: Robert M. Wood, Jr.

Robert M. Wood, Jr.
Director

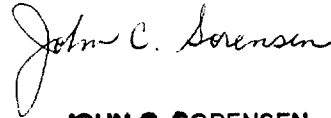
CERTIFICATE OF ACKNOWLEDGMENT

STATE OF NEW YORK)

) ss.:

COUNTY OF NEW YORK)

On this 21st day of March, 2003, before me personally came Robert M. Wood, Jr. who, being by me duly sworn, did state as follows: that [s]he is a Director of Deutsche Bank Trust Company Americas, that [s]he is authorized to execute the foregoing Grant on behalf of said Company and that [s]he did so by authority of the Board of Directors of said Company.



JOHN C. SORENSEN
Notary Public, State of New York
No. 31-4881109
Qualified in New York County
Commission Expires Dec. 29, 2006

EXHIBIT A

SUBJECT TRADEMARKS

Trademark or <u>Service Mark</u>	Registrations – United States Patent and Trademark Office <u>Registration No.</u> <u>Registration Date</u>	
Re-Sourcing	2272492	8/24/1999