

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Assignment of Security Interest

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
PNC Bank, National Association		10/25/2006	Association:

**RECEIVING PARTY DATA**

<b>Name:</b>	FriedbergMilstein LLC, as Agent
<b>Street Address:</b>	Six East 43rd Street
<b>Internal Address:</b>	21st Floor
<b>City:</b>	New York
<b>State/Country:</b>	NEW YORK
<b>Postal Code:</b>	10017
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE

**PROPERTY NUMBERS Total: 13**

Property Type	Number	Word Mark
Registration Number:	2897871	PEOPLESCOUT
Registration Number:	2522924	PEOPLESCOUT
Registration Number:	2601306	RISKWISE
Serial Number:	78647584	SEATONCORP
Serial Number:	78492362	STAFF ALLIANCE
Serial Number:	78492338	STAFF FLEX
Serial Number:	76496693	STAFF LINK
Registration Number:	2893778	STAFF NAVIGATOR
Serial Number:	78492445	STAFF SITE
Serial Number:	78492426	STAFF SMX
Registration Number:	1835629	STAFFTRACK
Serial Number:	78956228	STUDENTSCOUT
Serial Number:	75439795	TIMETOUCH

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CORRESPONDENCE DATA

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ATTORNEY DOCKET NUMBER:	28327/018
NAME OF SUBMITTER:	Christine Slattery
Signature:	/Christine Slattery/
Date:	10/25/2006

Total Attachments: 3  
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## ASSIGNMENT OF SECURITY INTEREST IN TRADEMARK RIGHTS

ASSIGNMENT dated as of October 25, 2006, from PNC Bank, National Association, as Grantee to FriedbergMilstein LLC, a Delaware limited liability company as successor Agent ("FM").

### WITNESSETH:

WHEREAS, pursuant to that certain Trademark Security Agreement, dated as of September 14, 2006 (the "Trademark Security Agreement") between Seaton Corp., an Illinois corporation, Peoplescout, Inc., a Delaware corporation, SMX Corp., an Illinois corporation and Seaton Corp. Puerto Rico, Inc., a Delaware corporation (therein collectively referred to as "Grantors") and PNC Bank, National Association, as agent (in such capacity, together with its successors and assigns in such capacity, the "Grantee") for the lenders from time to time party to the Second Lien Term Loan and Security Agreement, dated as of even date therewith (the "Credit Agreement"), the Grantors granted a security interest to the Grantee in certain Trademark Collateral;

WHEREAS, the Trademark Security Agreement was recorded with the Trademark Division of the United States Patent and Trademark Office on September 28, 2006, at Reel 3398 and Frame 0826;

WHEREAS, the Grantee has assigned all of its rights, powers and privileges as agent under the Credit Agreement and the Trademark Security Agreement to FM;


NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and upon the terms set forth in this Assignment, the Grantee hereby acknowledges and agrees as follows:

1. Definitions. The term "Trademark Collateral" as used herein, shall mean all of the Grantors' rights, title and interest of every kind and nature as of the date hereof in the Marks (including, without limitation, those items listed on Schedule 1 hereto). The term "Marks" shall have the meaning provided by reference in the Trademark Security Agreement.
2. Assignment of Security Interest. The Grantee hereby assigns all of its rights, powers and privileges under the Trademark Security Agreement to FM.
3. Further Assurances. The Grantee hereby agrees to duly execute, acknowledge, procure and deliver any further documents and to do such other acts as may be reasonably necessary to effect this assignment of Security Interest contemplated hereby.

[Signature page to follow]

IN WITNESS WHEREOF, the undersigned has executed this Assignment of Security Interest by its duly authorized officer as of the date first written above.

PNC BANK, NATIONAL ASSOCIATION

By:   
Name: JANI SMITH  
Title: VICE PRESIDENT

Schedule 1 to Trademark Security Agreement

Mark*	Status	Application Date	Reg./App. Number	Registration Date
PEOPLESCOUT	Registered	03/10/03	2,897,871	10/26/04
PEOPLESCOUT	Registered	09/09/97	2,522,924	12/25/01
RISKWISE	Registered	02/23/96	2,601,306	07/30/02
SEATONCORP	Pending	06/09/05	78/647,584	
STAFF ALLIANCE	Registered	09/30/04	78/492,362	06/06/06
STAFF FLEX	Registered	09/30/04	78/492,338	06/06/06
STAFF LINK	Pending	03/10/03	76/496,693	
STAFF NAVIGATOR	Registered	03/21/03	2,893,778	10/12/04
STAFF SITE	Registered on the Supplemental Register	09/30/04	78/492,445	01/10/06
STAFF SMX	Pending	09/30/04	78/492,426	
STAFFTRACK	Registered	04/03/92	1,835,629	05/10/94
STUDENTSCOUT	Pending	08/21/06	78/956,228	
TIMETOUGH	Unregistered			

\*Note: The owner of record of both PeopleScout marks, Riskwise, Staff Alliance, Staff Flex, Staff Link, Staff Navigator, Staff Site, StaffTrack and StudentScout is SeatonCorp., while the owner of record of all other marks is SeatonCorp. d/b/a/ Staff Management. These marks have not been licensed to any Grantors.