

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Assignment and transfer of Security Interest		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
PNC BANK, NATIONAL ASSOCIATION		12/30/2010	National Association: UNITED STATES
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Chatham Credit Management III, LLC		
<b>Street Address:</b>	400 GALLERIA PARKWAY		
<b>Internal Address:</b>	Suite 1950		
<b>City:</b>	Atlanta		
<b>State/Country:</b>	GEORGIA		
<b>Postal Code:</b>	30339		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: GEORGIA		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	3217590	GOOD PEOPLE	
<b>CORRESPONDENCE DATA</b>			
Fax Number:	(312)698-4556		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	312.641.2096		
Email:	cstallbaumer@mcguirewoods.com		
Correspondent Name:	Clayton Stallbaumer, McGuireWoods LLP		
Address Line 1:	77 W. Wacker Drive		
Address Line 2:	Suite 4100		
Address Line 4:	Chicago, ILLINOIS 60601-1818		
ATTORNEY DOCKET NUMBER:	2058525-0008		
NAME OF SUBMITTER:	Clayton Stallbaumer		
Signature:	/CS/		

OP \$40.00 3217590

Date:

01/03/2011

**Total Attachments: 4**

source=TrademarkSecurityAgreementAssignment#page1.tif

source=TrademarkSecurityAgreementAssignment#page2.tif

source=TrademarkSecurityAgreementAssignment#page3.tif

source=TrademarkSecurityAgreementAssignment#page4.tif

## TRADEMARK ASSIGNMENT

Dated: December 30, 2010

WHEREAS, San Diego Personnel & Employment Agency, Inc. ("Grantor") owns all rights, title and interest to the trademarks listed on Schedule A (the "Trademarks"), and licenses listed on Schedule B ("Licenses") both attached hereto;

WHEREAS, pursuant to that Trademark Security Agreement dated as of November 23, 2009 ("Trademark Security Agreement") recorded with the United States Patent and Trademark Office on December 2, 2009 under Reel/Frame 004106/0295, between Grantor and PNC Bank, National Association, as Agent for the financial institutions party to that certain Revolving Credit and Security Agreement dated as of November 23, 2009, among Grantor, Good People, Inc., such financial institutions party thereto as Lenders, and PNC Bank, National Association, as Agent ("Assignor"), Grantor has granted Assignor a security interest, with power of sale to the extent permitted by applicable law, in the Trademarks and Licenses; and

WHEREAS, pursuant to that certain Agency Assignment Agreement dated as of December 30, 2010, by and between Assignor and Chatham Credit Management III, LLC, as Agent ("Assignee"), and acknowledged by Grantor and Good People, Inc., Assignor has agreed to assign and transfer to Assignee its security interest in all rights, interest and privileges to the Trademarks and Licenses. Except as expressly set forth herein, this assignment is made without recourse and without warranty, express or implied.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby assigns and transfers to Assignee all right, title and interest in and to the Trademarks and Licenses, together with the goodwill associated therewith, including, without limitation, all rights to sue at law or in equity for any past, present or future infringement thereof, and to receive all proceeds and damages therefrom, to be held and enjoyed by Assignee, its successors and assigns, in such capacity, as fully as the same would have been held and enjoyed by Assignor had this assignment, transfer, and sale not been made.

**[Signature Page Follows]**

IN WITNESS WHEREOF, Assignor has caused this Trademark Assignment to be executed and delivered as of the date first above written.

**ASSIGNOR:**

**PNC BANK NATIONAL ASSOCIATION, as Agent**

By: *Gregory J. Hall*  
Name: GREGORY J. HALL  
Title: Vice President

**ASSIGNEE:**

**CHATHAM CREDIT MANAGEMENT III, LLC, as Agent**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

[Signature Page to Assignment of Trademark Security Agreement]

IN WITNESS WHEREOF, Assignor has caused this Trademark Assignment to be executed and delivered as of the date first above written.

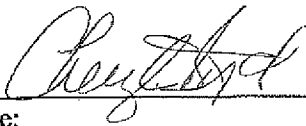
**ASSIGNOR:**

**PNC BANK, NATIONAL ASSOCIATION, as Agent**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

**ASSIGNEE:**

**CHATHAM CREDIT MANAGEMENT III, LLC, as Agent**

By:  \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

[Signature Page to Assignment of Trademark Security Agreement]

**Schedule A**

**TRADEMARKS**

<b>Grantor</b>	<b>Country</b>	<b>Description of Trademark</b>	<b>Application/Registration Number</b>	<b>Application/Registration Date</b>
San Diego Personnel and Employment Agency, Inc. DBA Good People Employment Services, Inc.	United States	The mark consists of A circle containing a representation of a smile and the phrase "GOOD PEOPLE".	3217590	March 13, 2007

**Schedule B**

**LICENSES:**

None.