

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

07-27-1998



100776087

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

M20 7-8-98

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
 - Security Agreement Nunc Pro Tunc Assignment
 - Merger Change of Name
 - Other
- Effective Date
Month Day Year
 07 02 98

Conveying Party

Mark if additional names of conveying parties attached

Name Metamor Worldwide, Inc.

Execution Date
Month Day Year
 07 02 98

Formerly CORESTAFF, Inc.

- Individual General Partnership Limited Partnership Corporation Association
- Other

Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name CORESTAFF Services Resources, Inc.

DBA/AKA/TA

Composed of

Address (line 1) 4400 Post Oak Parkway

Address (line 2) Suite 2000

Address (line 3) Houston Texas U.S.A. 77027

- Individual General Partnership Limited Partnership
- Corporation Association

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Citizenship/State of Incorporation/Organization Nevada

07/24/1998 DNGUYEN 00000033 75307711

FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 325.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box 1518, Washington, D.C. 20541

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text" value="75/307711"/>	<input type="text" value="75/300061"/>	<input type="text" value="75/307708"/>	<input type="text" value="1297971"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75/307707"/>	<input type="text" value="75/300069"/>	<input type="text" value="75/307709"/>	<input type="text" value="0740754"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75/307710"/>	<input type="text" value="75/300060"/>	<input type="text" value="75/307706"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved. #

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Perry J. Viscounty

Name of Person Signing

Signature

7/8/98

Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

FORM PTO-1618C
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from the Assignment.)

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

75/410676	<input type="text"/>	<input type="text"/>
75/371108	<input type="text"/>	<input type="text"/>
75/468730	<input type="text"/>	<input type="text"/>
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ASSIGNMENT

This Assignment (hereinafter referred to as "Assignment") is effective as of the 8th day of July, 1998, by and between Metamor Worldwide, Inc., a Delaware corporation (hereinafter referred to as "Assignor"), and CORESTAFF Services Resources, Inc., a Nevada corporation (hereinafter referred to as "Assignee");

WHEREAS, Assignor has adopted, used, is using, and is, to the best of its knowledge and belief, the owner of the trademark and copyright applications and registrations listed in Schedule A, attached hereto and incorporated herein by this reference, and all other rights appurtenant thereto, including, but not limited to, all common law rights, trade name rights, causes of action, and the right to recover for past infringement (hereinafter collectively referred to as "Trademarks and Copyrights");

WHEREAS, Assignor has acquired goodwill associated with and symbolized by said Trademarks and Copyrights and has not abandoned the same;

WHEREAS, Assignee, as successor to a portion of Assignor's business, is desirous of acquiring all rights, title, and interest in and to the Trademarks and Copyrights; and

WHEREAS, Assignor is willing to assign to Assignee all rights, title, and interest as Assignor may possess in and to the Trademarks and Copyrights;

NOW, THEREFORE, for good and adequate consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby assigns and sells to Assignee all rights, title, and interest as Assignor may possess in and to the Trademarks and Copyrights as set forth in Schedule A; together with the goodwill symbolized by said Trademarks and Copyrights.

Metamor Worldwide, Inc.
a Delaware corporation

Executed at Houston, Texas, this 2nd day of July, 1998.

By: Edward L. Pierce
Edward L. Pierce
Chief Financial Officer

SCHEDULE A***FEDERAL TRADEMARK APPLICATIONS***

<u>Mark</u>	<u>Application No.</u>	<u>Filing Date</u>
CORECARE	75/307711	June 12, 1997
COREMATCH	75/307707	June 12, 1997
CORESKILLS	75/307710	June 12, 1997
CORESTAFF	75/300061	May 29, 1997
CORESTAFF SERVICES	75/300069	May 29, 1997
CORESTAFF SERVICES & DESIGN	75/300060	May 29, 1997
CORETEAM	75/307708	June 12, 1997
CORETRACK	75/307709	June 12, 1997
KNOWLEDGECORE	75/307706	June 12, 1997
LEAFSTONE	75/410676	December 24, 1997
LEAFSTONE	75/371108	October 10, 1997
VARIABLE CAPACITY STRATEGIES	75/468730	April 16, 1998

FEDERAL TRADEMARK REGISTRATIONS

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
TELE SEC	1297971	September 25, 1984
TELE SEC	0740754	November 13, 1962

FEDERAL COPYRIGHTS

Title	Registration No.	Registration Date
The Manager of Auxiliary Personnel	TX3758814	December 9, 1993
The Manager of Auxiliary Personnel 5.0	TX3758821	December 9, 1993
The Manager of Auxiliary Personnel for Windows: Version 5.0	TX4010674	October 21, 1994
Time and Expense System	TXU824194	October 10, 1997
Time and Expense System/Analysis and Design Documents	TXU823183	October 10, 1997
Time and Expense System/Windows Dynamic Link Library	TXU774330	October 10, 1997
Variable Capacity Strategies	TX4208397	January 22, 1996
Stars Training Manual	TX3626571	September 17, 1993
Delta21	TX4138620	October 27, 1995

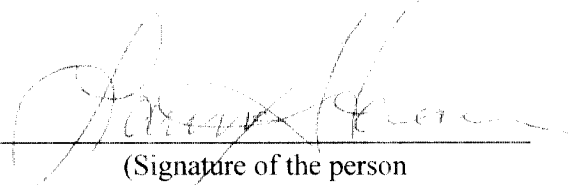
CERTIFICATE OF MAILING BY "EXPRESS MAIL"

"Express Mail" mailing label number: EM568301285US

I hereby certify that this Recordation Form Cover Sheet and attachments are addressed to the Assistant Commissioner for Trademarks, BOX ASSIGNMENTS - FEE, 2900 Crystal Drive, Arlington, Virginia 22202-3513, and are being deposited with the United States Postal Service "Express Mail Post Office to Addressee" on:

July 8, 1998
(Date of Deposit)

Laura Stacer
(Printed name of person
mailing the paper)


(Signature of the person
mailing the paper)

July 8, 1998
(Date of Signature)

LATHAM & WATKINS

ATTORNEYS AT LAW

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COSTA MESA, CALIFORNIA 92626-1925
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PAUL R. WATKINS (1899 - 1973)
DANA LATHAM (1898 - 1974)

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NEWARK, NEW JERSEY 07101-3174
PHONE (973) 639-1234, FAX 639-7298

NEW YORK OFFICE

885 THIRD AVENUE, SUITE 1000
NEW YORK, NEW YORK 10022-4802
PHONE (212) 906-1200, FAX 751-4864

SAN DIEGO OFFICE

701 "B" STREET, SUITE 2100
SAN DIEGO, CALIFORNIA 92101-8197
PHONE (619) 236-1234, FAX 696-7419

SAN FRANCISCO OFFICE

505 MONTGOMERY STREET, SUITE 1900
SAN FRANCISCO, CALIFORNIA 94111-2562
PHONE (415) 391-0600, FAX 395-8095

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1001 PENNSYLVANIA AVE., N.W., SUITE 1300
WASHINGTON, D.C. 20004-2505
PHONE (202) 637-2200, FAX 637-2201

U.S. Patent & TMO/c/TM Mail Rcpt. Dt #70



07-08-1998

July 8, 1998

FILE NO. 026471

VIA EXPRESS MAIL: EM568301285US

Assistant Commissioner of Trademarks
BOX ASSIGNMENT FEE
2900 Crystal Drive
Arlington, Virginia 22202-3513

Re: Recordation for Sale Transaction
From Metamor Worldwide, Inc. to
CORESTAFF Services Resources, Inc.

Dear Sir or Madam:

Enclosed for filing are the following papers:

1. A Recordation Form Cover Sheet for 14 trademark applications and registrations, with the original Assignment evidencing the sale transaction from Metamor Worldwide, Inc. to CORESTAFF Services Resources, Inc.;
2. A stamped, self addressed postcard to acknowledge receipt; and
3. A check in the amount of \$365.00 to cover the filing fee.

Please call me at (714) 755-8107 if you have any questions. Thank you for your assistance in this matter.

Sincerely,

Patricia A. Conner
Legal Assistant

Enclosures
OC_DOCS\183664.1

RECORDED: 07/08/1998

TRADEMARK
REEL: 1760 FRAME: 0008