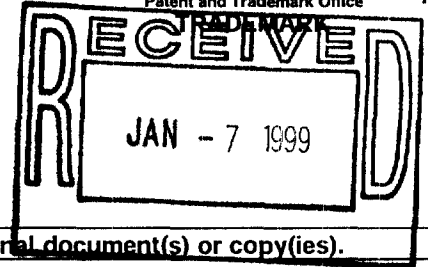


01-12-1999



100943439

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY



MCD 1-7-99

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
12 31 1998

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year
12 30 1998

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKATA

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 Assignment.)

FOR OFFICE USE ONLY

01/11/1999 DNGUYEN 00000238 1297971

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 Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 1841 FRAME: 0471

**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"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
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<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

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="75/307707"/>	<input type="text" value="75/300069"/>	<input type="text" value="75/307709"/>
<input type="text" value="75/307710"/>	<input type="text" value="75/300060"/>	<input type="text" value="75/307706"/>

<input type="text" value="1,297,971"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="740,754"/>	<input type="text"/>	<input type="text"/>
<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.

Samuel Fifer
Name of Person Signing


Signature

1/6/99
Date Signed

SCHEDULE "A"

APPLICATIONS:

<u>MARK</u>	<u>SERIAL NO.</u>	<u>FILING DATE</u>
CORECARE	75/307,711	June 12, 1997
COREMATCH	75/307,707	June 12, 1997
CORESKILLS	75/307,710	June 12, 1997
CORESTAFF	75/300,061	May 29, 1997
CORESTAFF SERVICES	75/300,069	May 29, 1997
C CORESTAFF SERVICES (AND DESIGN)	75/300,060	May 29, 1997
CORETEAM	75/307,708	June 12, 1997
CORETRACK	75/307,709	June 12, 1997
KNOWLEDGECORE	75/307,706	June 12, 1997
LEAFSTONE	75/410,676	Dec. 24, 1997
LEAFSTONE	75/371,108	Oct. 10, 1997
VARIABLE CAPACITY STRATEGIES	75/468,730	April 16, 1998

REGISTRATIONS:

<u>MARK</u>	<u>REGISTRATION NO.</u>	<u>REGISTRATION DATE</u>
TELE SEC	1,297,971	September 25, 1984
TELE SEC	740,754	November 13, 1962

AYB/2205010

TRADEMARK
REEL: 1841 FRAME: 0474

TRADEMARK ASSIGNMENT

December 31, 1998

WHEREAS, Corestaff Services Resources, Inc. ("Corestaff"), a Nevada corporation having a place of business at 4400 Post Oak Parkway, Suite 2000, Houston, Texas 77027, has adopted and is presently using certain trademarks, including the trademarks which are the subject of federal or state registrations or pending applications listed on Schedule A attached hereto (the "Marks");

WHEREAS, Corporate Services Group Holdings, Inc. ("Corporate"), a Delaware corporation having a place of business at 4400 Post Oak Parkway, Suite 2220, Houston, Texas 77027, is desirous of acquiring said Marks, and the registrations and applications therefor, and the goodwill associated therewith;

WHEREAS, Corporate is desirous of acquiring the Marks that are the subject of pending federal applications as part of the entire business or portion thereof to which those Marks pertain, as required by 15 U.S.C. § 1060;

NOW, THEREFORE, in consideration of the payment of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Corestaff, does hereby assign to Corporate, all right, title and interest in, to and under said Marks and the registrations and applications therefor, together with the goodwill of the business connected with the use of and symbolized by the Marks; and together with the entire business or portion thereof to which the Marks pertain; and together with all causes of action for the infringement of such Marks.

[Signature Page Follows]



TRADEMARK
REEL: 1841 FRAME: 0475

By: R McClintock
Name: Randall McClintock
Title: Assistant Treasurer

ACKNOWLEDGEMENT

STATE OF District of Columbia)
COUNTY OF Washington DC) SS

Be it remembered on this 30th day of December, 1998, before me, the subscriber, a Notary Public authorized to take acknowledgements and proofs in said county and state, personally appeared Randall McClintock, to me known, who being by me duly sworn according to law, on his oath does depose and make proof of my satisfaction that he was at the time of the execution thereof the Assistant Treasurer of Corestaff Services Resources, Inc., the assignor in the foregoing instrument; and that he signed, sealed and delivered the instrument as the voluntary act and deed of said corporation, by virtue of his authority.

Theresa Tanner
Notary Public
THERESA TANNER
A NOTARY PUBLIC OF DISTRICT OF COLUMBIA
My Commission Expires April 11, 1999