

10-12-1999



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9-30-99

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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
09-30-1999
U.S. Patent & TMO's/TM Mail Rcpt Dt. #64
Month Day Year
09 30 99

Conveying Party

Mark if additional names of convey

Name

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/AK/A/T/A

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.)

10/06/1999 DNGUYEN 00000273 1269487

FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 50.00 OP

TRADEMARK
REEL: 001973 FRAME: 0308

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"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1269487"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1269486"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1835823"/>	<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.

Christy S. Riney
Name of Person Signing

Christy S. Riney
Signature

9/30/99
Date Signed

SERVICE MARK ASSIGNMENT

This Service Mark Assignment (hereinafter referred to as "Assignment") dated this 28th day of September, 1999, is by and between Metamor Worldwide, Inc., a Delaware corporation, residing at 4400 Post Oak Parkway, Suite 1100, Houston, Texas 77027-3413 (hereinafter referred to as "Assignor") and Metamor Information Technology Services, a Delaware corporation, residing at 4400 Post Oak Parkway, Suite 2300, Houston, Texas 77027-3413 (hereinafter referred to as "Assignee");

WHEREAS, this Assignment is entered into pursuant to that certain Stock Purchase Agreement, dated as of September 3, 1999, by and among Assignor, Assignee and MITS Holding, Inc.;

WHEREAS, Assignor has used and is using in its business certain service marks identified in Schedule A, attached hereto and incorporated herein by this reference (hereinafter referred to as "Service Marks"), and certain service mark registrations listed in Schedule B, attached hereto and incorporated herein by this reference (hereinafter referred to as "Registrations");

WHEREAS, Assignor is the registered owner of the Registrations and the Service Marks;

WHEREAS, Assignor has acquired goodwill associated with and symbolized by the Service Marks and Registrations and has not abandoned them; and

WHEREAS, Assignee desires to acquire, and Assignor desires to assign, all of Assignor's rights, title, and interest in and to the Service Marks and Registrations, together with the good will of the business in connection with which the Service Marks and Registrations are used; and

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby expressly acknowledged, Assignor hereby sells, assigns and transfers to Assignee all of Assignor's right, title and interest in and to the Service Marks and the Registrations, together with the goodwill of the business symbolized by the Service Marks and the Registrations, and all other rights appurtenant thereto including, without limitation, all common law rights, trade name rights, domain name rights, causes of action and the right to recover for past infringement, for the United States and for all foreign countries and for its own use and enjoyment, and for the use and enjoyment of its successors, assigns or other legal representatives.

Assignor shall provide Assignee, its successors, assigns or other legal representatives, cooperation and assistance, at Assignee's request and expense (including the execution and delivery of any and all affidavits, declarations, oaths, exhibits, assignments, powers of attorney or other documentation as may be reasonably required): (1) in the preparation and prosecution of

any applications covering the Service Marks and the Registrations assigned herein; (2) in the implementation or perfection of this Assignment; and (3) as otherwise reasonably requested by Assignee to effect the terms of this Assignment.

Metamor Worldwide, Inc., a Delaware corporation



By: Peter T. Dameris
Title: Executive Vice President

DATED: September 28, 1999

STATE OF TEXAS)
) ss.
COUNTY OF HARRIS)

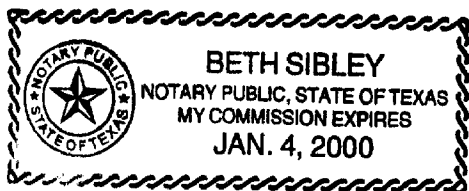
On September 28, 1999, before me, BETH SIBLEY

personally appeared PETER T. DAMERIS, EXECUTIVE VICE PRESIDENT
Name And Title Of Officer

- personally known to me
- or-
- proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Beth Sibley
Signature Of Notary



SCHEDULE A

Service Marks

1. COMSYS
2. COMSYS and Design
3. DATRONICS

SCHEDULE B

U.S. Federal Service Mark Registrations

<u>MARK</u>	<u>CLASS</u>	<u>APPL. NO.</u>	<u>REG. NO.</u>
COMSYS	42	73/377,087	1,269,487
COMSYS and Design	42	73/377,086	1,269,486
DATRONICS	42	74/383,033	1,835,823

LATHAM & WATKINS

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

FILE NOS. 026471-0056, 0057

VIA EXPRESS MAIL

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



09-30-1999

U.S. Patent & TMO/TM Mail Rcpt Dt. #64

Re: Service Mark Assignment
Marks: COMSYS, COMSYS & Design and DATRONICS
Registration Nos. 1269487, 1269486 and 1835823

Dear Sir or Madam:

Enclosed for filing are the following papers:

1. A Recordation Form Cover Sheet for Registration Nos. 1269487, 1269486 and 1835823;
2. A Trademark Assignment from Metamor Worldwide, Inc. to Metamor Information Technology Services, Inc.;
3. A stamped, self addressed postcard to acknowledge receipt; and
4. A check in the amount of \$90.00 to cover the filing fee.

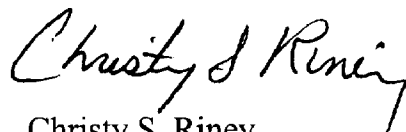
Assistant Commissioner of Trademarks

September 30, 1999

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Thank you for your assistance in this matter.

Sincerely,

A handwritten signature in cursive script that reads "Christy S. Riney".

Christy S. Riney
Legal Assistant

Enclosures

cc: Greg Phillips (w/enclosures)

CERTIFICATE OF MAILING BY "EXPRESS MAIL"

"Express Mail" mailing label number: EJ410411766US

I hereby certify that the attached correspondence and documents are addressed to the Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington, Virginia 22202-3513, and are being deposited with the United States Postal Service "Express Mail Post Office to

Addressee" on:

September 30, 1999

(Date of Deposit)

Doris L. Douglass

(Printed name of person
mailing the paper)



(Signature of the person
mailing the paper)

September 30, 1999

(Date of Signature)