

MRD 1-3-00



To the Honorable Commissioner of Patents

original documents or copy thereof.

101237188

i. Name of conveying party(ies)
Winston Resources, Inc.

- Individual(s) Association
- General Partnership Limited Partnership
- Corporation-New Jersey Other

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other

Execution Date: November 19, 1999

Name: **Winston Resources, LLC**
Address: **535 Fifth Avenue
New York, New York 10017-3663**

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation
- Other - Limited Liability Company

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Applications

Mark	Application No.
FITNESS TEMPS & Design	75/360,836
WINSTON LEGAL STAFFING	75/516,663

B. Trademark Registrations

Mark	Reg. No.
WINSTON STAFFING SERVICES	2,205,201
WIN-TEMPS	1,210,869
ACCOUNTS TODAY	1,637,774
Sunburst & Design	1,232,136
WINSTON PERSONNEL & Design	1,223,643
WINSTON	1,491,432
WINSTON RESOURCES	1,491,431
WIN-PAY	2,181,350

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Darby & Darby P.C.
Street Address: 805 Third Avenue, 27th Floor
City: New York State: New York Zip: 10022-7513

6. Total number of applications and registrations involved:

10

7. Total fee (37 CFR 3.41):.....\$265.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 04-0100

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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.

S. Peter Ludwig
Name of Person Signing

December 29, 1999

Date

Total number of pages including cover sheet, attachments, and document:

4

01/03/2000 110N11 00000139 2205201

01 FC:481
02 FC:482

40.00 DP
225.00 OP

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 202310

ASSIGNMENT OF TRADEMARKS AND SERVICE MARKS

WHEREAS, Winston Resources, Inc., a corporation organized and existing under the laws of the State of New Jersey, having a place of business at 535 Fifth Avenue, New York, New York 10017 (the "Assignor"), has adopted and used and is using the trademarks and service marks (the "Marks") identified on the Annex hereto, and is the owner of the registrations and pending applications for such Marks in the United States Patent and Trademark Office identified on such Annex, subject to a security interest in favor of The Bank of New York which was filed for recordal in the United States Patent and Trademark Office on October 18, 1999, recordal pending ("Security Interest"); and

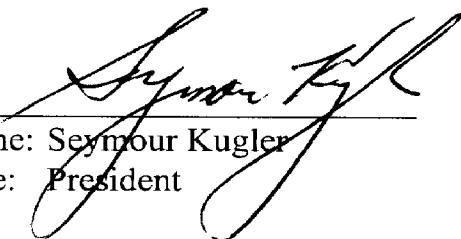
WHEREAS, Winston Resources, LLC, a limited liability company organized and existing under the laws of the State of New York, having a place of business at 535 Fifth Avenue, New York, New York 10017 (the "Assignee"), is desirous of acquiring the Marks and the registration thereof and registration applications therefor, subject to the Security Interest;

NOW THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Assignor does hereby assign, sell and transfer unto the Assignee all right, title and interest in and to the Marks, together with (a) the registrations of and registration applications for the Marks, (b) the goodwill of the business symbolized by and associated with the Marks and the registrations thereof, and (c) the right to sue and recover for, and the right to profits or damages due or accrued arising out of or in connection with, any and all past, present or future infringements or dilution of or damage or injury to the Marks or the registrations thereof or such associated goodwill, subject to the Security Interest and to the Trademark Security Agreement dated as of October 8, 1999 among Winston Resources, Inc., a Delaware corporation, Winston Staffing Services, Inc., a New York corporation, Win-Pay, Inc., a New York corporation, Winston Professional Staffing, Inc., a New Jersey corporation, Delta 10, Inc., a New Jersey corporation, Winston Personnel, Inc. of N.J., a New Jersey corporation, Winston Personnel of Boca Raton, Inc., a Florida corporation and The Bank of New York.

This Assignment of Trademarks and Service Marks is intended to and shall take effect at such time as the Assignee shall sign its acceptance of this Assignment of Trademarks and Service Marks below. Assignee is a successor to Assignor's Business.

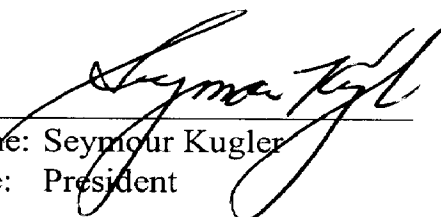
IN WITNESS WHEREOF, the Assignor, by its duly authorized officer, has executed this Assignment of Trademarks and Service Marks on this 19th day of November, 1999 at 4 PM.

WINSTON RESOURCES, INC.

By: 
Name: Seymour Kugler
Title: President

The foregoing Assignment of Trademarks and Service Marks and the registrations thereof and the registration applications therefor by the Assignor to the Assignee is hereby accepted as of the 19th day of November, 1999 at 4 PM.

WINSTON RESOURCES, LLC
By: Winston Resources, Inc., its member

By: 
Name: Seymour Kugler
Title: President

ANNEX TO ASSIGNMENT OF TRADEMARKS AND SERVICE MARKS

<u>MARK</u>	<u>REGISTRATION NO.</u>
WINSTON STAFFING SERVICES	2,205,201
WIN-TEMPS	1,210,869
ACCOUNTS TODAY	1,637,774
Sunburst & Design	1,232,136
WINSTON PERSONNEL & Design	1,223,643
WINSTON	1,491,432
WINSTON RESOURCES	1,491,431
WIN-PAY	2,181,350

UNITED STATES TRADEMARK APPLICATIONS

<u>MARK</u>	<u>APPLICATION NO.</u>
FITNESS TEMPS & Des.	75/360,836
WINSTON LEGAL STAFFING	75/516,663