

07-19-2000

REC



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

101407985

able Commissioner of Patents and Trademarks: Please record the number of documents or copy thereof.

To the Honorable Commissioner of Patents and Trademarks: Please record the number of documents or copy thereof.

1. Name of conveying party(ies): SMRC, Inc.

() Individual
 () Association
 () General Partnership
 () Limited Partnership
 (x) Corporation State: Nevada
 () Other

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

3. Nature of conveyance:

(x) Assignment
 () Merger
 () Security Agreement
 () Change of Name
 () Other

Execution Date: June 27, 2000

SMC
6-27-00

2. Name and Address of receiving party(ies):

Name: SISC, L.L.C.
 Internal Address: Quail Park III
 Street Address: 503 South Rancho Drive, Suite G-46
 City: Las Vegas State: Nevada ZIP: 89106

() Individual(s) Citizenship:
 () Association:
 () General Partnership:
 () Limited Partnership:
 () Corporation State:
 (x) Other: Nevada 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 (x) No

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

A. Trademark Application No.(s)

SEE "ATTACHMENT 1"

B. Trademark registration No.(s)

SEE "ATTACHMENT 1"

Additional numbers attached? (x) Yes () No

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

Name: Elisabeth A. Evert
 Internal Address: Sidley & Austin

Street Address: 717 N. Harwood
 Suite 3400

City: Dallas State: Texas ZIP: 75201

6. Total number of applications and registrations involved: 11

7. Total fee (37 CFR 3.41).....\$440.00
 () Enclosed
 (x) Authorized to be charged to deposit account
 Account Number 18-1260

8. Deposit account number: 18-1260

(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.

Elisabeth A. Evert
 Name of Person Signing

Elisabeth A. Evert
 Signature

June 27, 2000
 Date

Total number of pages comprising cover sheet: 2

Our Ref: Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
 Box Assignment
 Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

07/18/2000 ASCOTT 00000116 181260 2098379

01 FC:481 40.00 CH
 02 FC:482 250.00 CH

ATTACHMENT 1: US TRADEMARKS/APPLICATIONS

REGISTERED U.S. SERVICE MARKS

STAFFMARK, U.S. S.M. REG. NO. 2,098,379, REGISTERED SEPTEMBER 16, 1997

STAFFVIEW, U.S. S.M. REG. NO. 2,172,891, REGISTERED JULY 14, 1998

MISCELLANEOUS DESIGN (STAFFMARK SIX PERSON LOGO), U.S. S.M. REG. NO. 2,100,429, REGISTERED SEPTEMBER 23, 1997

FLEXIBLE PERSONNEL, U.S. S.M. REG. NO. 1,733,503, REGISTERED NOVEMBER 17, 1992

MISCELLANEOUS DESIGN ONLY (SILHOUETTE FIGURE), U.S. S.M. REG. NO. 2,055,309, REGISTERED APRIL 22, 1997

BLETHEN TEMPORARIES, U.S. S.M. REG. NO. 1,828,521, REGISTERED MARCH 29, 1994

BLETHEN TEMPORARIES, U.S. S.M. REG. NO. 1,432,591, REGISTERED MARCH 10, 1987

PENDING U.S. SERVICE MARK APPLICATIONS

STAFFMARK (AND LEAPING FIGURE DESIGN); FILED IN THE U.S. TRADEMARK OFFICE ON JUNE 19, 2000; AWAITING DESIGNATION OF U.S. PTO SERIAL NUMBER

TRY SOMETHING DIFFERENT; FILED IN THE U.S. TRADEMARK OFFICE ON JUNE 19, 2000; AWAITING DESIGNATION OF U.S. PTO SERIAL NUMBER

OUR SOLUTIONS MAKE THE DIFFERENCE; FILED IN THE U.S. TRADEMARK OFFICE ON JUNE 19, 2000; AWAITING DESIGNATION OF U.S. PTO SERIAL NUMBER

LEAPFROG (AND DESIGN); FILED IN THE U.S. TRADEMARK OFFICE ON JUNE 19, 2000; AWAITING DESIGNATION OF U.S. PTO SERIAL NUMBER

ASSIGNMENT OF TRADEMARK RIGHTS

This Agreement, effective dated as of June 27, 2000, is by and between **SMRC, Inc.** ("Assignor"), a Nevada corporation, having its principal corporate business address at Quail Park III, 501 South Rancho Drive, Suite G-46, Las Vegas, Nevada 89106 and **SISC, L.L.C.** ("Assignee"), a Nevada Limited Liability Company, having its principal corporate business address at Quail Park III, 501 South Rancho Drive, Suite G-46, Las Vegas, Nevada 89106.

WHEREAS, Assignor is the owner of all right, title and interest in and to the U.S. trademarks, service marks and trade names as set forth in Appendix A hereto, as used on or in connection with Assignor's services, including but not limited to the recited trademark applications and registrations, as well as all goodwill of the business symbolized by said trademarks, service marks and trade names;

WHEREAS, Assignee desires to acquire all right, title and interest in and to said U.S. trademarks, service marks and trade names as set forth in Exhibit A, as well as all goodwill of the business symbolized by said trademarks, service marks and trade names;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor by these presents sells, assigns and transfers unto Assignee and its successors, assigns and legal representatives, all right, title and interest in and to the U.S. trademarks, service marks and trade names set forth in Appendix A, together with the goodwill of the business symbolized by said trademarks service marks and trade names, the same to be held and enjoyed by Assignee for its own use and benefit and for the use and benefit of its successors, assigns and legal representatives.

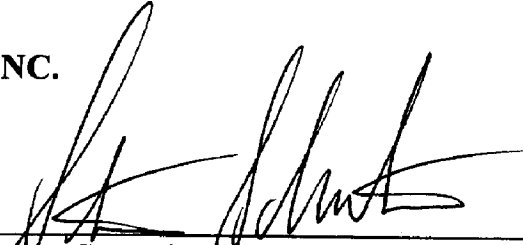
In order to give full force and effect to the assignment granted herein, Assignor further agrees to promptly obtain and execute formal assignment documents to assign the U.S. trademarks, service marks and/or trade names.

Signed at Fayetteville, Arkansas on this 27th day of June, 2000.

Assignor

SMRC, INC.

By:

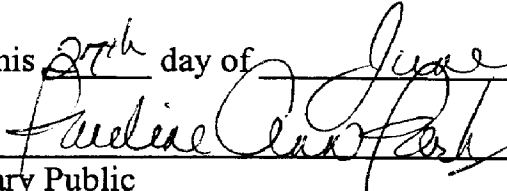

Name: Steve Schulte
Title: President

STATE OF ARKANSAS)
)
COUNTY OF WASHINGTON)

ss:

BEFORE ME, the undersigned authority, on this day personally appeared Steve Schulte, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledges to me that he executed same for the purposes and consideration therein expressed in the capacity therein stated and as an act and deed of said corporation.

Given under my hand and seal of Office this 27th day of June, 2000.


Notary Public


My Commission Expires: 2-13-02

AGREED AND ACCEPTED:

Signed at Fayetteville, Arkansas on this 27th day of June, 2000.

Assignee

**SISC, L.L.C. by SMRC, INC., as the sole member
of SISC, L.L.C.**

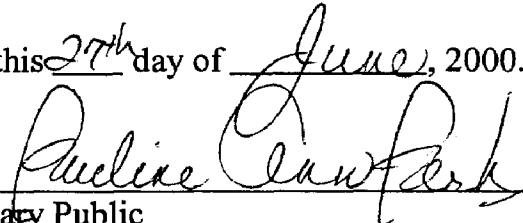
By: 
Name: Alex Stallings
Title: Vice President of SMRC, Inc.

STATE OF ARKANSAS)
)
COUNTY OF WASHINGTON)

ss:

BEFORE ME, the undersigned authority, on this day personally appeared Alex Stallings, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledges to me that he executed same for the purposes and consideration therein expressed in the capacity therein stated and as an act and deed of such corporation.

Given under my hand and seal of Office this 27th day of June, 2000.


Notary Public

My Commission Expires:

2-13-02

ASSIGNMENT OF TRADEMARK RIGHTS APPENDIX A

REGISTERED U.S. SERVICE MARKS

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LEAPFROG (AND DESIGN); FILED IN THE U.S. TRADEMARK OFFICE ON JUNE 19, 2000; AWAITING DESIGNATION OF U.S. PTO SERIAL NUMBER

COMMON LAW UNREGISTERED SERVICE MARKS, TRADE NAMES AND COMPANY NAMES

STAFFMARK (STYLIZED FONT)

STAFFMARK ACCOUNTANTS

STAFFMARK TECHNICAL

STAFFMARK MEDICAL STAFFING

IN CASE OF CAREER EMERGENCY CALL STAFFMARK MEDICAL STAFFING

IN CASE OF STAFFING EMERGENCY CALL STAFFMARK MEDICAL STAFFING

STAFFMARK MEDICAL STAFFING YOUR FIRST AID

THE NEW WAY TO WORK

STAFFMARK THE NEW WAY TO WORK

THE REAL WORLD IS MORE THAN A TV SHOW

WE CAN CURE YOUR MEDICAL STAFFING NEEDS WITH ONE CALL

1-888-STF-MARK

LOOK INTO STAFFMARK

WE HAVE MORE TO OFFER

LOOKING FOR A JOB WITH MORE OPPORTUNITIES AND FLEXIBILITY? LOOK INTO STAFFMARK

ANYONE CAN FILL IN. WE FIT IN.

SOLUTIONS TO FIT YOUR OFFICE STAFFING NEEDS

LET US SHOW YOU THE WAY TO WORK

THE WAY TO WORK

STAFFMARK THE WAY TO WORK

STAFFMARK IT'S THE WAY TO WORK!

NEW HIRE POWER

THE POWER OF STAFFMARK

STAFFMARK, THE MARK OF QUALITY IN STAFFING

ONE CALL SERVICE

SETTING THE MARK

PROTEMP

ACCOUNTING STAFF

DATA STAFF

ASSIGNMENT OF TRADEMARK RIGHTS
APPENDIX A - PAGE 2 OF 6

TRADEMARK
REEL: 002104 FRAME: 0550

MEDICAL STAFFING

INDUSTRIAL STAFFING

OFFICE STAFFING

MEDICAL OFFICE STAFFING

OFFICE STAFFING SERVICES

OFFICE STAFF

TECHNICAL STAFFING

PERFORMANCE STAFFING SERVICES

FLEXIBLE TECHNICAL

FLEXIBLE ACCOUNTANTS

FLEXIBLE INFORMATION TECHNOLOGY

STAFFMARK MEDICAL STAFFING

STAFFMARK ACCOUNTANTS

STAFFMARK TECHNICAL

KLEVEN STAFFING SOLUTIONS

TPS/FURR & ASSOCIATE PERSONNEL SERVICES

STRATEGIC COMPUTER RESOURCES

DP PROS

DP PROS CONSULTANTS

ADVANTAGE STAFFING

HRA ALTERNATIVES

HRA ALTERNATIVES OF KINGSPORT

ITC PERSONNEL SERVICES

ITC TECHNICAL SERVICES

ITC BILINGUAL STAFFING

ASSIGNMENT OF TRADEMARK RIGHTS
APPENDIX A - PAGE 3 OF 6

TRADEMARK
REEL: 002104 FRAME: 0551

QUALITY PEOPLE AT THEIR BEST

LAS COLINAS EMPLOYMENT

LAS COLINAS PERSONNEL

SIGNATURE EMPLOYMENT

SIGNATURE TEMPORARIES

CARROLLTON TEMPORARIES

LAS COLINAS TEMPORARIES

SIGNATURE PERSONNEL

SIGNATURE STAFFING

OUR TEMPORARY SERVICE

TEAM TEMPORARIES

WGI SOLUTIONS

STAFF CONTROL PLUS

TRIFLEX TEMPORARY HELP SERVICES

BREWER PERSONNEL SERVICES

ON CALL TECHNICAL SERVICES

ON CALL EMPLOYMENT SERVICES

PROSTAFF PERSONNEL

EXCEL TEMPORARY STAFFING

PROFESSIONAL RESOURCES

OFFICE STAFFING COMPANY

PERFORMANCE PERSONNEL AGENCY

APS – ADVANCE PERSONNEL SERVICES

STERLING HUMAN RESOURCE COMPANY

TEMPWAY SERVICES

ASSIGNMENT OF TRADEMARK RIGHTS

APPENDIX A - PAGE 4 OF 6

ABLE – TEMPS

FLEXIBLE PERSONNEL

GREAT LAKES SEARCH ASSOCIATES

PPRI

PROGRESSIVE PERSONNEL RESOURCES OF NEW JERSEY

PROGRESSIVE PERSONNEL RESOURCES

PROGRESSIVE PERSONNEL

THE BLETHEN GROUP

DIXON ENTERPRISES OF BURLINGTON

JAEGER PERSONNEL SERVICES

PERSONNEL PLACEMENT

TRASEC

TEMPORARY TECH

DP PROS OF BURLINGTON

MAXWELL STAFFING

MAXWELL STAFFING OF BRISTOW

TECHNICAL STAFFING

TEMP TECHNOLOGY

FIRST CHOICE STAFFING

CHANDLER ENTERPRISES STAFFING

HRA

TOM BAIN PERSONNEL

LONGHORN EMPLOYMENT SERVICES

BAKER STREET GROUP

THE BAKER STREET GROUP

ASSIGNMENT OF TRADEMARK RIGHTS
APPENDIX A - PAGE 5 OF 6

TRADEMARK
REEL: 002104 FRAME: 0553

FIRSTCHOICE TEMPORARY STAFFING

INTERNATIONAL TEAM CONSULTANTS

CARROLLTON EMPLOYMENT SERVICE

STAFF CONTROL

VISCOM STAFFING GROUP

ADVANTAGE STAFFING

EXECUTIVE PROFESSIONALS D/B/A THE MATRIX GROUP

EXXCEL TEMPORARY GROUP

ASSIGNMENT OF TRADEMARK RIGHTS

APPENDIX A - PAGE 6 OF 6

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RECORDED: 06/27/2000

**TRADEMARK
REEL: 002104 FRAME: 0554**