

12-22-2000



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Handwritten: 12-1-00

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  
Effective Date  
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year  
11-21-2000

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/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 Assignment.)

FOR OFFICE USE ONLY

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

**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

212-858-1482

Name

George Januzzi

Address (line 1)

Winthrop, Stimson, Putnam & Roberts

Address (line 2)

One Battery Park Plaza

Address (line 3)

New York, NY 10004-1490

Address (line 4)

**Pages**

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

#

2

**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)

75924126

75687377

2262876

75844790

75801754

75811565

**Number of Properties**

Enter the total number of properties involved.

#

6

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$

165.00

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.

George Januzzi

Name of Person Signing

Signature

11-29-00

Date Signed

RECORDATION FORM COVER SHEET  
CONTINUATION  
TRADEMARKS ONLY

**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

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Other

Citizenship/State of Incorporation/Organization

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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)**

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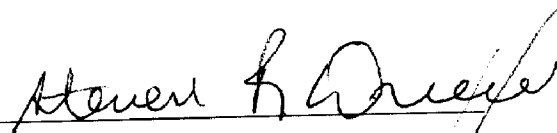
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MEMORANDUM OF SECURITY AGREEMENT

Pursuant to a Trademark Collateral Assignment and Security Agreement dated as of December 31, 1998, as amended by that certain Amendment No. 1 dated as of August 14, 2000 (the "Security Agreement"), CORPORATE SERVICES GROUP HOLDINGS, INC., whose chief executive office is located at 4400 Post Oak Parkway, Suite 2220, Houston, Texas 77027 ("Pledgor"), has granted to GMAC Commercial Credit Development Limited and GMAC Commercial Credit Limited, each having its chief executive office located at Sovereign House, Church Street, Brighton, East Sussex, BN1 1SS, United Kingdom (collectively, the "Secured Party"), a continuing security interest in, and continuing lien upon, the Collateral (as that term is defined in the Security Agreement), including without limitation all of Pledgor's right, title and interest in and to the trademarks, trademark applications and service marks listed on the attached Schedule, and all applications, registrations, recordings, reissues, extensions and renewals and proceeds (including accounts receivable and royalties) thereof (collectively, the "Trademarks"), together with the goodwill of the business connected with the use of and symbolized by the Trademarks. The Secured Party's security interest in and lien upon the Trademarks can be terminated only in accordance with the terms of the Security Agreement.

Dated: November 21, 2000

CORPORATE SERVICES GROUP HOLDINGS, INC.

By: 

Name: Steven R. Drexel  
Title: Chief Financial Officer  
CORESTAFF Services, Inc

SCHEDULE

Trademark/Service Mark Registrations

<u>Mark</u>	<u>Registration Number</u>
MATCHING PEOPLE WITH OPPORTUNITY	2,262,876

Trademark Applications

<u>Mark</u>	<u>Application Number</u>
INFOCURRENT	75/924,126
CREATIVECORE	75/844,790
ACCOUNTCORE	75/811,565
CORESTAFF UNISON	75/687,377
CAREER TRUST	75/801,754