

05-14-2002

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)



U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings

102089298

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

1. Name of conveying party(ies):

Wells Fargo Credit, Inc.

- Individual(s) Association General Partnership Limited Partnership Corporation-State MN 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: March 1, 2002

2. Name and address of receiving party(ies)

Name: Essey, LLC

Internal Address: c/o Tempositions, Inc.

Street Address: 420 Lexington Avenue

City: New York State: NY Zip: 10018

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State

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 Application No.(s)

B. Trademark Registration No.(s)

2,120,044; 2,238,119; 1,938,197

Additional number(s) attached Yes No

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

Name: Raymond P. Mulry

Internal Address:

Morrison Cohen Singer & Weinstein, LLP

Street Address: 750 Lexington Avenue

City: New York State: NY Zip: 10022

6. Total number of applications and registrations involved:

3

7. Total fee (37 CFR 3.41) \$ 90.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

(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.

Raymond P. Mulry

Name of Person Signing

Signature

May 9, 2002

Date

4

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

05/14/2002 DBYRNE 00000117 2120044

01 FC:481 02 FC:482

40.00 OP 50.00 OP

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

TRADEMARK REEL: 2504 FRAME: 0818

WELLS FARGO CREDIT, INC.  
119 West 40<sup>th</sup> Street  
New York, New York 10018

TRANSFER STATEMENT

March 1, 2002

**THIS TRANSFER STATEMENT** ("Transfer Statement") is presented pursuant to the provisions of Section 9-619 of the Uniform Commercial Code, effective in the State of New York ("UCC"). As required by the UCC, upon receipt of this Transfer Statement, the United States Patent and Trademark Office (the "USPTO") shall (i) accept the Transfer Statement, and (ii) promptly amend it's records to reflect the transfer described herein.

1. Default; Secured Obligations. Eden Personnel, Inc. ("Eden Personnel"), Rand Personnel Associates, Inc. ("Rand"), Eden Health Employment Services, Inc., Eden Temporary Services, Inc., Eden Staffing Services of N.C., Inc., Eden Personnel of Fla., Inc. and Eden Personnel of MA, Inc. (collectively "Debtor"), and Wells Fargo Credit, Inc. ("Secured Party") have previously entered into that certain Amended and Restated Credit and Security Agreement dated as of February 8, 2001 (as amended from time to time, the "Credit Agreement"). Debtor has failed to comply with several covenants of the Credit Agreement as required by the terms thereof, and is in default thereunder. To secure the obligations of Debtor to Secured Party evidenced by the Credit Agreement, Eden Personnel and Rand each granted to Secured Party a perfected security interest in, among other things, the intellectual registered with the USPTO identified on **Exhibit A** attached hereto and incorporated herein (collectively, the "Intellectual Property").

2. Exercise of Post-Default Remedies. Secured Party has foreclosed upon the Intellectual Property by selling the Intellectual Property to Essey, LLC, a New York limited liability company ("Transferee"), at a private foreclosure sale pursuant to Section 9-610 of the UCC, on the terms and conditions set forth in that certain Asset Purchase Agreement by and between Secured Party and Transferee dated as of the date hereof (the "Purchase Agreement").

3. Transferee's Rights in Collateral. As a result of Secured Party's foreclosure upon the Intellectual Property, and pursuant to the terms of the Purchase Agreement, Transferee has acquired all right, title and interest of Eden Personnel and Rand in the Intellectual Property.

4. Names; Mailing Addresses. The name and mailing address of Debtor, Secured Party, and Transferee are as follows:

Debtor:

Eden Personnel, Inc.  
Rand Personnel Associates, Inc.  
Eden Health Employment Services, Inc.  
Eden Temporary Services, Inc.  
Eden Staffing Services of N.C., Inc.  
Eden Personnel of Fla., Inc.  
Eden Personnel of MA, Inc.  
280 Madison Avenue  
New York, New York 10016  
Attention: Gary A. Levy, President

Secured Party:


Wells Fargo Credit, Inc.  
119 West 40<sup>th</sup> Street  
New York, New York 10018  
Attention: Eden - Account Manager

Transferee:

Essey, LLC  
c/o Tempositions, Inc.  
420 Lexington Avenue  
New York, New York 10170  
Attention: Jim Essey

Please be advised that nothing contained herein shall act as a waiver of any of Secured Party's rights under the Credit Agreement or any documents executed in connection therewith or applicable law, all of which are expressly reserved.

**WELLS FARGO CREDIT, INC.**

By:   
Name: Maryrose Balick  
Title: 1st Vice President

**EXHIBIT A**

**Intellectual Property**

- (A) Trademark for Eden Staffing Services, Registration No. 2,120,044, registered by Eden with the USPTO on December 9, 1997.
- (B) Trademark for Rand Temporary Services, Registration No. 2,238,119, registered by Rand with the USPTO on April 13, 1999.
- (C) Trademark for Staff Innovators, Registration No. 1,938,197, registered by Jeffrey D. Middleman ("JDM") with the USPTO on November 28, 1995 and subsequently assigned to Rand pursuant to an Assignment of Trademark dated April 21, 1997 by and between JDM and Rand.