



06-26-2002

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

TR



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

102134801

Tab settings

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

1. Name of conveying party(ies): 6.20.02
 Tandem Staffing Solutions, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State Delaware
 Other _____

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

2. Name and address of receiving party(ies)
 Name: The CIT Group/Business Credit, Inc.
 Internal
 Address: _____

Street Address: 5420 LBJ Freeway, Suite 200
Dallas Texas 75240
 City: _____ State: _____ Zip: _____

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State New York
 Other _____

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: April 30, 2002

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

A. Trademark Application No.(s)
75/515,235 75/548,857 75/038,318
75/034,925 74/703,943 74/594,044

B. Trademark Registration No.(s)
2,343,099 2,200,417 1,976,113
1,843,149 1,956,465 2,009,427

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Deborah M. Lodge, Esquire
 Internal Address: _____

Street Address: Patton Boggs, LLP
2550 M Street, N.W.

City: Washington State: D.C. Zip: 20037

6. Total number of applications and registrations involved: 20

7. Total fee (37 CFR 3.41).....\$ 515.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: 500-709

(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.

Deborah M. Lodge
 Name of Person Signing Signature Date
06/25/2002 DBYRNE 00000185 500709 6/19/02
 Total number of pages including cover sheet, attachments, and document 10

01 FC:481 40.00 CH
02 FC:482 475.00 CH

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

TRADEMARK APPLICATION NUMBERS AND REGISTRATION NUMBERS
CONTINUATION SHEET

TRADEMARK APPLICATION NUMBERS

75/481,263

75/249,062

REGISTRATION NUMBERS

1,834,868

2,086,627

2,009,431

2,084,336

2,068,436

2,263,278

ASSIGNMENT FOR SECURITY

(TRADEMARKS)

WHEREAS, Tandem Staffing Solutions, Inc., a Delaware corporation (the "Assignor") has adopted, used and is using, and holds all right, title and interest in and to, the trademarks and service marks listed on the annexed Schedule 1A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Assignor, has entered into a Security Agreement, dated as of April 30, 2002 (the "Security Agreement"), in favor of The CIT Group/Business Credit, Inc., as agent for certain lenders (the "Assignee");

WHEREAS, pursuant to the Security Agreement, the Assignor has assigned to the Assignee and granted to the Assignee for the benefit of the lenders a continuing security interest in all right, title and interest of the Assignor in, to and under the Trademarks, together with, among other things, the good-will of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof and any and all damages arising from past, present and future violations thereof (the "Collateral"), to secure the payment, performance and observance of the Obligations (as defined in the Security Agreement);

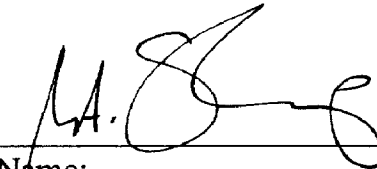
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Assignor does hereby pledge, convey, sell, assign, transfer and set over unto the Assignee and grants to the Assignee for the benefit of the lenders a continuing security interest in the Collateral to secure the prompt payment, performance and for the benefit of the lenders observance of the Obligations.

The Assignor does hereby further acknowledge and affirm that the rights and remedies of the Assignee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the Assignor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of April 30, 2002.

TANDEM STAFFING SOLUTIONS, INC.

By:  _____
Name:
Title:

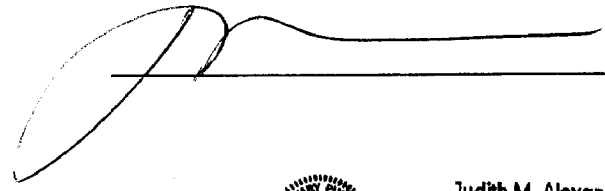
9265.113:187616

TRADEMARK
REEL: 002531 FRAME: 0081

STATE OF Florida

COUNTY OF Palm Beach ^{SS.:}

On this 30 day of April, 2002, before me personally came Michael Sharp, to me known to be the person who executed the foregoing instrument, and who, being duly sworn by me, did depose and say that he is the CEO + Chairman of TSSI, a Delaware corp., and that he executed the foregoing instrument in the firm name of TSSI, and that he had authority to sign the same, and he acknowledged to me that he executed the same as the act and deed of said firm for the uses and purposes therein mentioned.





Judith M. Alexander
MY COMMISSION # DD018218 EXPIRES
April 17, 2005
BONDED THRU TROY FAIN INSURANCE, INC.

SCHEDULE IA

TRADEMARKS AND TRADEMARK APPLICATIONS

A. U.S. TRADEMARKS (Federal)

TRADEMARK	REGISTRATION NUMBER/ (SERIAL NUMBER)/STATUS
TANDEM & Design	2,343,099
TANDEM	2,200,417
<i>Design Only</i>	1,976,113
LABOR WORLD & Design	1,843,149
LABOR WORLD	1,956,465
OFFICE OURS	2,009,427
OFFICE HOURS PLUS	1,834,868 – Cancelled
OUTSOURCE INTERNATIONAL	2,086,627
OUTSOURCE INTERNATIONAL THE LEADER IN HUMAN RESOURCES & Design	2,009,431
LABOR TECHNOLOGIES	2,084,336
<i>Design Only</i>	2,068,436
<i>Design Only</i>	2,263,278- Cancellation Proceeding Pending
WE HAVE YOUR FUTURE IN MIND	(75/515,235)
PEOPLE PEOPLE COMMITTED TO PEOPLE	(75/548,857)
OSI	(75/038,318)
OSI	(75/034,925)
HIGH EFFICIENCY STAFFING SOLUTIONS	(74/703,943)
PARTNERS IN PRODUCTIVITY	(74/594,044)
OUTSEARCH	(75/481,263)
<i>Design Only</i>	(75/249,062)

B. U.S. TRADEMARKS (State)

TRADEMARK (State)	REGISTRATION NUMBER
OUTSOURCE INTERNATIONAL, THE LEADER IN HUMAN RESOURCES (Arkansas)	18996
OUTSOURCE INTERNATIONAL, THE LEADER IN HUMAN RESOURCES & Design (New York)	S15241
OUTSOURCE INTERNATIONAL, THE LEADER IN HUMAN RESOURCES & Design (Alabama)	106818
OUTSOURCE INTERNATIONAL, THE LEADER IN HUMAN RESOURCES (Michigan)	M01254
OUTSOURCE INTERNATIONAL, THE LEADER IN HUMAN RESOURCES & Design (Tennessee)	TN3000005673

TRADEMARK (State)	REGISTRATION NUMBER
OUTSOURCE INTERNATIONAL, THE LEADER IN HUMAN RESOURCES & Design (Ohio)	SM69770
OUTSOURCE INTERNATIONAL & Design (Utah)	36604
OUTSOURCE INTERNATIONAL, THE LEADER IN HUMAN RESOURCES & Design (Massachusetts)	53157
OUTSOURCE INTERNATIONAL, THE LEADER IN HUMAN RESOURCES & Design (South Carolina)	SC3000007356
OUTSOURCE INTERNATIONAL, THE LEADER IN HUMAN RESOURCES & Design (Indiana)	50103871
OUTSOURCE INTERNATIONAL, THE LEADER IN HUMAN RESOURCES & Design (Nevada)	NV3000009781
OUTSOURCE INTERNATIONAL, THE LEADER IN HUMAN RESOURCES & Design (Mississippi)	MS30000003920
OUTSOURCE INTERNATIONAL, THE LEADER IN HUMAN RESOURCES & Design (New Jersey)	14112
OUTSOURCE INTERNATIONAL, THE LEADER IN HUMAN RESOURCES & Design (Louisiana)	LA30000026661
OUTSOURCE INTERNATIONAL, THE LEADER IN HUMAN RESOURCES & Design (Kentucky)	11298
OUTSOURCE INTERNATIONAL, THE LEADER IN HUMAN RESOURCES & Design (Missouri)	S13639
OUTSOURCE INTERNATIONAL, THE LEADER IN HUMAN RESOURCES & Design (Idaho)	15373
OUTSOURCE INTERNATIONAL, THE LEADER IN HUMAN RESOURCES & Design (Connecticut)	10058
OUTSOURCE INTERNATIONAL, THE LEADER IN HUMAN RESOURCES & Design (Florida)	T96912
OUTSOURCE INTERNATIONAL, THE LEADER IN HUMAN RESOURCES & Design (Georgia)	S15761
OUTSOURCE INTERNATIONAL, THE LEADER IN HUMAN RESOURCES & Design (Virginia)	VA3000001349
OUTSOURCE INTERNATIONAL, THE LEADER IN HUMAN RESOURCES & Design (Oregon)	S30703 - Expired

9175703.1

Sched. 1A-2

TRADEMARK
REEL: 002531 FRAME: 0084

TRADEMARK (State)	REGISTRATION NUMBER
OUTSOURCE INTERNATIONAL, THE LEADER IN HUMAN RESOURCES & Design (California)	46338
OUTSOURCE INTERNATIONAL, THE LEADER IN HUMAN RESOURCES & Design (Minnesota)	25108
OUTSOURCE INTERNATIONAL, THE LEADER IN HUMAN RESOURCES & Design (New Hampshire)	NH3000004252
OUTSOURCE INTERNATIONAL, THE LEADER IN HUMAN RESOURCES & Design (Illinois)	78646

C. FOREIGN TRADEMARKS (Canada)

TRADEMARK	REGISTRATION NUMBER/ SERIAL NUMBER
OFFICE OURS	TMA491376
OUTSOURCE INTERNATIONAL	TMA519423

E COMMON LAW TRADEMARKS

OUTSMART 3.0
OUTSMART 3.0 B2B
FRANBASE
TITO
IMPACT
PLUGGED IN

F. COMMON LAW TRADENAMES

OUTSOURCE
OUTSOURCE FRANCHISING
OUTSOURCE FRANCHISING
OUTSOURCE INTERNATIONAL, INC.
OUTSOURCE INTERNATIONAL OF AMERICA, INC.
CAPITAL STAFFING FUND
GUARDIAN EMPLOYER EAST, LLC
GUARDIAN EMPLOYER WEST, LLC
TANDEM STAFFING
TANDEM STAFFING FOR INDUSTRY
STAFFING FOR INDUSTRY
LABOR QUICK!
LABOR WORLD
OFFICE NETWORK
TANDEM OF MICHIGAN
RESOURCE DIMENSIONS
MIDWEST TEMPS

9175703.1

Sched. 1A-3

**TRADEMARK
REEL: 002531 FRAME: 0085**

DOMAIN NAMES

OUTSOURCEINT.COM
TANDEMSTAFFING.COM

9175703.1

Sched. 1A-4

TRADEMARK
REEL: 002531 FRAME: 0086

June 19, 2002

Deborah M. Lodge
(202) 457-6030
dlodge@pattonboggs.com

VIA HAND DELIVERY

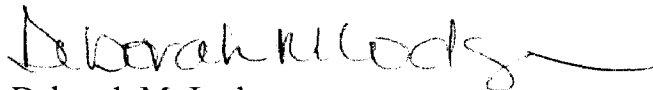
Honorable Assistant Commissioner for Trademarks
Patent and Trademark Office
Box Assignments
2900 Crystal Drive
Arlington, VA 22202-3513

Dear Sir:

I enclose for recordation a trademark assignment, from Tandem Staffing Solutions, Inc. to The CIT Group/Business Credit, Inc. This assignment affects 12 trademark registrations and 8 pending trademark applications, which are identified in the annexed Recordation Form Cover Sheet. Please deduct the recordation fee, a total of \$515.00, from our deposit account, account number 500-709.

Please contact me if you have any questions concerning this.

Sincerely,


Deborah M. Lodge

Enclosure

DML/sas

cc: Eric M. Pfeifle