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**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office
Docket No. 279642406200

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

1. Name of conveying party(ies):

Wareforce Incorporated

Individual(s) Association

General Partnership Limited Partnership

Corporation- California

Other _____

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

2. Name and address of receiving party(ies)

Name: WF Acquisition Sub, Inc.

Internal Address: _____

Street Address: 19 Morgan

City: Irvine State: California Zip: 92618

Individual(s) citizenship _____

Association _____

General Partnership _____

Limited Partnership _____

Corporation- Delaware

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: November 7, 2002

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

A. Trademark Application No.(s)

75/531,941

Additional number(s) attached Yes No

B. Trademark Registration No.(s)

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

Douglas L. Hendricks
Morrison & Foerster LLP
425 Market Street
San Francisco, California 94105-2482

6. Total number of applications and registrations involved:..... 1

7. Total fee (37 CR 3.41).....\$ 40.00

Enclosed

Authorized to be charged to deposit account

our reference number 279642406200

8. Deposit account number:

03-1952

(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.

Douglas L. Hendricks  November 7, 2002

Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 2

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

ASSIGNMENT

Whereas Warforce Incorporated, a California corporation with offices in El Segundo, California ("ASSIGNOR"), is the owner of the trademark application for the mark OPSTRACK, Serial No. 75/531,941, in the United States and of the mark covered thereby, together with the goodwill and that portion of the business represented and symbolized by the trademark.

Whereas WF Acquisition Sub, Inc. ("WF"), a Delaware corporation with offices in Torrance, California, is desirous of acquiring the entire right, title and interest of the ASSIGNOR in and to said trademark application and the associated trademark, and the accompanying goodwill and that portion of the business represented and symbolized by the trademark.

NOW, THEREFORE, in consideration of good and valuable consideration, receipt of which is hereby acknowledged, ASSIGNOR docs hereby assign and transfer to WF all right, title and interest in and to the OPSTRACK mark, together with the accompanying goodwill and that portion of the business represented and symbolized by said trademark, the application for said trademark, all common law rights, and the right to register, renew, protect and defend said trademark and to sue for past infringements of said trademark.

The ASSIGNOR agrees to cooperate with WF Acquisition Sub, Inc. for it to record this Assignment in the United States Patent & Trademark Office.

IN WITNESS WHEREOF, ASSIGNOR has caused this instrument to be executed by its authorized officer effective as of the 15 day of November, 2002.

Warforce Incorporated

By: Don Hughes

Name: Don Hughes

Title: CFO