

05-01-2003



102436544

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

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

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

1. Name of conveying party(ies): Oasis Outsourcing Holdings, Inc. 4.73.13
Individual(s) Association
General Partnership Limited Partnership
Corporation-State
Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Albion Alliance Mezzanine Fund II, L.P.
Internal Address:
Street Address: 1345 Avenue of the Americas
City: New York State: NY Zip: 10005
Individual(s) citizenship Association
General Partnership
Limited Partnership
Corporation-State
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: 03/28/03

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) 76/183124 76/210451
Additional number(s) attached Yes No

B. Trademark Registration No.(s) 2,335,768 2,397,264 2,549,720 2,597,498
Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Jennifer Dawson Lawrence
Internal Address: Goodwin Procter, LLP
Street Address: 599 Lexington Avenue
City: New York State: NY Zip: 10022

6. Total number of applications and registrations involved: 10
7. Total fee (37 CFR 3.41) \$ 265.00
Enclosed
Authorized to be charged to deposit account
8. Deposit account number: 06-0923

DO NOT USE THIS SPACE

9. Signature.
Jennifer Dawson Lawrence April 23, 2003
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 8

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

05/01/2003 6TOM11 00000013 060923 76183124
01 FC:852 40.00 CH
02 FC:852 225.00 CH

TRADEMARK REEL: 002722 FRAME: 0467

OFFICE OF PATENT RECORDS
FBI MAR 23 AM 9:04

**Oasis Outsourcing Holdings**  
**Additional Trademark Registration Numbers**

<u>Mark</u>	<u>Registration Date</u>	<u>Registration Number</u>
OASIS	11/25/97	2,115,702
Oasis Logo (Color)	7/21/98	2,175,518
Oasis Logo (b&w)	7/21/98	2,175,519
Your Human Resourcing Pool	3/10/98	2,143,505

**TRADEMARK ASSIGNMENT OF SECURITY**

WHEREAS, OASIS OUTSOURCING HOLDINGS, INC., formerly known as Wackenhut Resources, Incorporated, a corporation organized under the laws of the State of Florida (“Borrower”), has adopted, used and is using the marks shown in the attached Schedule A (the “Marks”), for which there are registrations or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, Borrower is obligated to ALBION ALLIANCE MEZZANINE FUND II, L.P. (“Collateral Agent”) pursuant to (i) a certain Securities Purchase Agreement, dated the date hereof, among Albion, Borrower and the other credit parties named therein, (ii) a certain Security Agreement, dated the date hereof, among Albion, Borrower and other affiliated borrowers party thereto, and (iii) a certain Trademark Collateral Security Agreement, dated the date hereof, made by Borrower in favor of Collateral Agent (as each may be amended, modified, restated or supplemented from time to time, collectively, the “Agreements”); and

WHEREAS, pursuant to the Agreements, Borrower is granting to Collateral Agent for its benefit and for the ratable benefit of the Noteholders (as defined in the Agreements) a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Borrower does hereby assign unto Collateral Agent for its benefit and for the ratable benefit of Noteholders and grant to Collateral Agent for its benefit and for the ratable benefit of Noteholders a security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, which assignment and security interest shall secure all the Secured Obligations as defined in the Agreements and in accordance with the terms and provisions thereof; provided, however, that the foregoing assignment shall be subject to the provisions of the Subordination Agreements (as defined in the Agreements.)

Borrower expressly acknowledges and affirms that the rights and remedies of Collateral Agent and Noteholders with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

*[The remainder of this page was intentionally left blank.]*

Dated: New York, New York  
March 28, 2003

**OUTSOURCING  
OASIS HOLDINGS, INC.**

By: 

Name: Rick Rosen

Title: Vice President

Address: 4400 Congress Avenue  
Suites 150 and 250  
West Palm Beach, FL 33407

**ALBION ALLIANCE MEZZANINE FUND  
II, L.P., as Collateral Agent**

By: AA Mezz II GP, LLC,  
its General Partner

By: Albion Alliance LLC,  
its Sole Member

By: \_\_\_\_\_

Name: Andrew H. Steuerman

Title: Managing Director

Address: c/o Albion Alliance LLC  
1345 Avenue of the Americas  
37th Floor  
New York, New York 10105

Dated: New York, New York  
March 28, 2003

**OASIS HOLDINGS, INC.**

By: \_\_\_\_\_  
Name: Rick Rosen  
Title: Vice President  
Address: 4400 Congress Avenue  
Suites 150 and 250  
West Palm Beach, FL 33407

**ALBION ALLIANCE MEZZANINE FUND  
II, L.P., as Collateral Agent**

By: AA Mezz II GP, LLC,  
its General Partner

By: Albion Alliance LLC,  
its Sole Member


By: Andrew Steuerma  
Name: Andrew H. Steuerman  
Title: Managing Director

Address: c/o Albion Alliance LLC  
1345 Avenue of the Americas  
37th Floor  
New York, New York 10105

STATE OF Florida )

COUNTY OF Miami-Dade ) : ss.:

On this 28th day of March, 2003, before me personally came Rick Rosen, to me known, who, being by me duly sworn, did depose and say that s/he is the Vice President of Oasis *Outsourcing* Holdings, Inc., the corporation described in and which executed the foregoing instrument; and that s/he signed her/his name thereto by order of the board of directors of said corporation.

*[Signature]*  
\_\_\_\_\_  
Notary  Donn Beloff  
MY COMMISSION # CC945553 EXPIRES  
September 22, 2004  
BONDED THRU TROY FAIN INSURANCE, INC.

STATE OF \_\_\_\_\_ )

COUNTY OF \_\_\_\_\_ ) : ss.:

Before me, the undersigned, on this \_\_\_\_ day of March, 2003, personally appeared Andrew H. Steuerman, to me known personally, and who being by me duly sworn, deposes and says that he is the Managing Director of Albion Alliance LLC (which is the sole member of AA Mezz II GP, LLC, which is the general partner of Albion Alliance Mezzanine Fund II, L.P.), and that he was authorized to sign his name thereto.

\_\_\_\_\_  
Notary Public

STATE OF \_\_\_\_\_ )  
 : ss.:  
COUNTY OF \_\_\_\_\_ )

On the \_\_\_\_\_ day of March, 2003, before me personally came Rick Rosen to me known, who, being by me duly sworn did depose and say that s/he is the Vice President of Oasis Holdings, Inc., the corporation described in and which executed the above instrument; and that s/he signed her/his name thereto by order of the board of directors of said corporation.

\_\_\_\_\_  
Notary Public

STATE OF New York )  
 : ss.:  
COUNTY OF New York )

Before me, the undersigned, on this 28<sup>th</sup> day of March, 2003, personally appeared Andrew H. Steurman, to me known personally, and who being by me duly sworn, deposes and says that he is the Managing Director of Albion Alliance LLC (which is the sole member of AA Mezz II GP, LLC, which is the general partner of Albion Alliance Mezzanine Fund II, L.P.), and that he was authorized to sign his name thereto.

Ricia V. Augusty  
Notary Public

**RICIA V. AUGUSTY**  
Notary Public, State of New York  
No. 43-5040635  
Qualified in Richmond County  
Certificate Filed in New York County  
Commission Expires March 20, 2007

SCHEDULE A

Schedule A to a Trademark Assignment of Security dated March 28, 2003, by and between Oasis Outsourcing Holdings, Inc. and PNC Bank, National Association, as Collateral Agent.

<b>Mark</b>	<b>Country</b>	<b>Registration Date</b>	<b>Application/Registration NO.</b>
Legal to Legal	USA	3/28/00	2,335,768
Miscellaneous design for LEGAL-TO-LEGAL	USA	10/24/00	2,397,264
MIND YOUR OWN BUSINESS	USA	--	76/183124
OASIS & Design (Color)	USA	--	76/210451
OASIS & Design (b&w)	USA	3/19/02	2,549,720
OASIS & Design (Color)	USA	7/23/02	2,597,498
OASIS	USA	11/25/97	2,115,702
Oasis Logo (Color)	USA	7/21/98	2,175,518
Oasis Logo (b&w)	USA	7/21/98	2,175,519
Your Human Resourcing Pool	USA	3/10/98	2,143,505