

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	SECURITY INTEREST
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
TALX Corporation		03/31/2004	CORPORATION: MISSOURI

RECEIVING PARTY DATA	
Name:	LaSalle Bank National Association
Street Address:	One Metropolitan Square
Internal Address:	Suite 4050
City:	Saint Louis
State/Country:	MISSOURI
Postal Code:	63102
Entity Type:	Administrative Agent:

PROPERTY NUMBERS Total: 19		
Property Type	Number	Word Mark
Registration Number:	1656695	EASYSRIPT
Registration Number:	2753549	ECHOICE
Registration Number:	2816829	TALX
Registration Number:	2077613	THE WORK NUMBER
Registration Number:	1949636	THE WORK NUMBER FOR EVERYONE
Registration Number:	2794670	UCEXPRESS
Registration Number:	2591466	W-2 EXPRESS
Registration Number:	2606966	ADVANCED HR SOLUTIONS
Registration Number:	2105299	ACCUCAT
Registration Number:	2101492	CUSTOMCAT
Registration Number:	2101488	ACCUMARC
Registration Number:	2105293	CUSTOMMARC
Registration Number:	1951564	BOOKMAKER
Registration Number:	1957971	SALESPARTNER

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Registration Number:	1760587	TALX
Serial Number:	76516769	MANAGE HR
Serial Number:	76055183	ECHOICE
Serial Number:	76316975	EPAYROLL POWERED BY THE WORK NUMBER
Serial Number:	76317066	THE WORK NUMBER EPAYROLL SERVICES

CORRESPONDENCE DATA

Fax Number: (314)345-6060

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 314-345-6000

Email: tfragale@blackwellsanders.com

Correspondent Name: John P. McNearney

Address Line 1: 720 Olive Street

Address Line 2: 24th Floor

Address Line 4: Saint Louis, MISSOURI 63101

ATTORNEY DOCKET NUMBER:

714451.6

NAME OF SUBMITTER:

Toni Fragale

Total Attachments: 4

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GRANT OF SECURITY INTEREST IN INTELLECTUAL PROPERTY

WHEREAS, TALX CORPORATION, a Missouri corporation, having its principal offices at 1850 Borman Court, St. Louis, MO 63146 (the "Grantor") is the owner of all right, title and interest, and all goodwill associated therewith, in, to and under, and therefrom, the patents, copyrights and trademarks and all registrations and applications of the same, all as set forth on Schedule A attached hereto (the "Intellectual Property");

WHEREAS, LASALLE BANK NATIONAL ASSOCIATION, as Administrative Agent (the "Grantee"), having its offices at One Metropolitan Square, 211 North Broadway, Suite 4050, St. Louis, Missouri 63102, desires to acquire a security interest and lien on, among other things, all of Grantor's right, title and interest in and to the Intellectual Property; and

WHEREAS, the Grantor is willing to grant to the Grantee a security interest in and lien upon, among other things, all of Grantor's right, title and interest in and to the Intellectual Property.

NOW THEREFORE, for good and valuable consideration, the sufficiency and receipt of which is hereby acknowledged, and subject to the terms and conditions of that certain Security Agreement dated March 27, 2002, by the Grantor in favor of Grantee (as amended from time to time, the "Security Agreement"), the Grantor hereby grants to the Grantee a security interest in, and a lien upon, among other things, all of Grantor's right, title and interest in, to and under, whether now owned or hereafter acquired or created, (i) all of Grantor's worldwide rights, title and interest in, to and under the Intellectual Property, and any and all goodwill associated therewith; (ii) all cash and noncash proceeds and products of the Intellectual Property, (iii) all of the goodwill of the businesses with which the Intellectual Property are associated and (iv) all causes of action, past, present and future, for infringement, misappropriation, or dilution of any of the Intellectual Property or unfair competition regarding the same.

This GRANT OF SECURITY INTEREST is made to secure the satisfactory performance and payment of all the Obligations (as such term is defined in the Security Agreement) of the Grantor and shall be effective as of the date of the Security Agreement.

This GRANT OF SECURITY INTEREST has been granted in conjunction with the security interest granted to Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are without prejudice to, and are in addition to those set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant of Security Interest are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

IN WITNESS WHEREOF, the undersigned have executed this Grant of Security Interest as of the 31st day of March, 2004.

GRANTOR:

TALX CORPORATION
a Missouri Corporation

By: 

Name: L KELLY GRVES

Title: CFO

SCHEDULE A

TALX CORPORATION

U.S. Trademarks	Serial No.	Date of Filing	Registration No.	Date Registered
EASYSRIPT	74042897	19900323	1656695	19910910
ECHOICE	76055184	20000524	2753549	20030819
TALX	76508288	20030408	2816829	20040224
THE WORK NUMBER	75153137	19960820	2077613	19970708
THE WORK NUMBER FOR EVERYONE	74526003	19940513	1949636	19960116
UCEXPRESS	78145643	20020719	2794670	20031216
W-2 EXPRESS	76316889	20010925	2591466	20020709
ADVANCED HR SOLUTIONS	76187934	20001229	2606966	20020813
MANAGE HR	76516769	20030508	<i>Pending</i>	<i>Pending</i>
ACCUCAT	75177466	19961007	2105299	19971014
CUSTOMCAT	75177465	19961007	2101492	19970930
ACCUMARC	75177385	19961007	2101488	19970930
CUSTOMMARC	75177346	19961007	2105293	19971014
BOOKMAKER	74654743	19950330	1951564	19960123
SALESPARTNER	74658360	19950330	1957971	19960220
TALX	74036154	19900307	1760587	19930323
ECHOICE	76055183	20000524	<i>Abandoned</i>	<i>Abandoned</i>
EPAYROLL POWERED BY THE WORK NUMBER	76316975	20010924	<i>Abandoned</i>	<i>Abandoned</i>
THE WORK NUMBER EPAYROLL SERVICES	76317066	20010924	<i>Abandoned</i>	<i>Abandoned</i>

Canadian Trademarks	Serial No.	Date of Filing	Registration No.	Date Registered
TALX	1192302	20031001	<i>pending</i>	<i>pending</i>
THE WORK NUMBER	1015971	19990513	584305	20030625
THE WORK NUMBER FOR EVERYONE	1015970	19990513	584269	20030625

European Union Trademarks	Serial No.	Date of Filing	Registration No.	Date Registered
THE WORK NUMBER	322578	19960816	322578	19981209
THE WORK NUMBER FOR EVERYONE	322271	19960816	322271	19980924

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GRANT OF SECURITY INTEREST IN
INTELLECTUAL PROPERTY - TALX
Corporation

Patents	Serial Number	Patent Number	Type	Date Issued
HIGH SPEED MODEM AND METHOD HAVING JITTER-FREE TIME RECOVERY [For recording a data signal]	02875996	5,838,744	Utility	19981117
MULTI-FREQUENCY RECEIVER WITH ARBITRARY CENTER FREQUENCIES	02482454	5,477,465	Utility	19951219

Patent Applications	Serial Number	Publication Number	Type	Date Filed
METHOD FOR VERIFYING EMPLOYMENT DATA	09/490,651	20030097342	CPA	20000124
METHOD AND SYSTEM FOR MANAGING EMPLOYEE ACCESS TO PAYROLL INFORMATION	10/068,061	20030149660	Utility	20020205

Copyrights	Registration No.	Date Registered
EASYSRIPT. (EASY.C.)	TX-2-975-221	19900914
EASYSRIPT. (EASY.C.)	TX-2-975-222	19910117
EASYSRIPT. (EASY.C.)	TX-2-975-223	19910117
EASYSRIPT. (EASV.C : WINMAIN FUNCTION.)	TX-2-975-300	19910117
THE RELATED HEADINGS GUIDE.	TX-4-429-997	19961015

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