

Form PTO-1594 (Rev. 06/04)
OMB Collection 0651-0027 (exp. 6/30/2005)

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

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s):

BG PERSONNEL SERVICES, INC.

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

Citizenship (see guidelines)

Execution Date(s) 08/17/2004

Additional names of conveying parties attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: BG PERSONNEL SERVICES, LP

Internal Address: Suite 300

Street Address: 14900 Landmark Blvd.

City: Dallas

State: Texas

Country: USA Zip: 75254

- Association Citizenship
- General Partnership Citizenship
- Limited Partnership Citizenship
- Corporation Citizenship
- Other Limited Partnership Citizenship Texas

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)

4. Application number(s) or registration number(s) and Identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,189,451

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

Name: Dennis T. Griggs

Internal Address: Griggs Bergen LLP

Suite 1000

Street Address: 17950 Preston Road

City: Dallas

State: Texas Zip: 75252

Phone Number: (972) 447-4569

Fax Number: (972) 732-9218

Email Address: dennis@griggslaw.com

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 40.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers 1006
Expiration Date 12/04

b. Deposit Account Number _____

Authorized User Name _____

9. Signature:

Dennis T. Griggs
Signature

08/18/2004
Date

Dennis T. Griggs
Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 6

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

OP \$40.00 2189451

TRADEMARK ASSIGNMENT- NUNC PRO TUNC

WHEREAS, Burnett-Gile and Associates, Inc., a corporation organized under the laws of the State of Texas, U.S.A., having a place of business at 14900 Landmark Blvd., Dallas, Texas 75254, U.S.A., has acquired ownership of the mark BG PERSONNEL SERVICES as the result of use in commerce and filed an application for registration in the U.S. Patent and Trademark Office as follows: Application Serial No. 75-351,490 filed September 4, 1997;

WHEREAS, Burnett-Gile and Associates, Inc. changed its name to BG Personnel Services, Inc., as evidenced by Certificate of Amendment issued by the Texas Secretary of State on November 10, 1997 (**Exhibit A** attached hereto);

WHEREAS, the records of the U.S. Patent and Trademark Office show that Burnett-Gile and Associates, Inc. is the owner of record of all right, title and interest in and to the mark BG PERSONNEL SERVICES now registered in the U.S. Patent and Trademark Office as follows: Registration No. **2,189,451**, registered on September 15, 1998;

WHEREAS, BG Personnel Services, LP, a limited partnership organized under the laws of the State of Texas, U.S.A., having a place of business at 14900 Landmark Blvd., Dallas, Texas 75254, U.S.A., is the successor-in-interest to BG Personnel Services, Inc. and acquired all of the assets of BG Personnel Services, Inc. including the mark BG PERSONNEL SERVICES and Registration No. **2,189,451**, together with the goodwill of the business symbolized by the mark, as part of a transfer of assets incident to a tax-free conversion of BG Personnel Services, LP, as evidenced by Articles of Conversion filed with the Texas Secretary of State on November 25, 2003 (**Exhibit B** attached hereto); and


WHEREAS, BG Personnel Services, LP desires to memorialize its acquisition of the entire right, title and interest in and to the mark BG PERSONNEL SERVICES and the registration therefor, together with that part of the goodwill of the

business connected with the use of and symbolized by said mark, in a form that is suitable for recording in the U.S. Patent and Trademark Office.

NOW, THEREFORE, in consideration of the foregoing recitals and of other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, BG Personnel Services, Inc. does hereby sell, quit-claim, set over, assign and/or ratify the assignment, *nunc pro tunc*, to BG Personnel Services, LP the entire right, title and interest in and to the mark BG PERSONNEL SERVICES and the registration therefor, together with that part of the goodwill of the business connected with the use of and symbolized by said mark.

ASSIGNOR

BG Personnel Services, Inc.
a Texas corporation

By: 
Richard W. Penn

Title: President

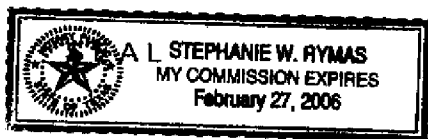
* * * * *

State of Texas)
) ss.
County of Dallas)

On this 17 day of August, in the year 2004, before me

appeared Richard W. Penn personally known to me or proved to me on the basis of satisfactory evidence to be the person who executed the attached assignment instrument on behalf of the assignor corporation therein named, and acknowledged to me that he executed the same for the purposes and consideration therein expressed, and that he was authorized by the bylaws of the assignor corporation or a resolution of its Board of Directors to execute said assignment instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.



Stephanie W Ryman
Notary Public

Stephanie W Ryman
Printed or Typed Name of Notary

My commission expires:
2/27/2006

08/05/2004 14:41 9726922444

BG PERSONNEL

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The State of Texas
Secretary of State

CERTIFICATE OF AMENDMENT

FOR

BG PERSONNEL SERVICES, INC.

FORMERLY

BURNETT-GILE & ASSOCIATES, INC.
CHARTER NUMBER 01057653

THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS,
HEREBY CERTIFIES THAT THE ATTACHED ARTICLES OF AMENDMENT FOR THE ABOVE
NAMED ENTITY HAVE BEEN RECEIVED IN THIS OFFICE AND ARE FOUND TO
CONFORM TO LAW.

ACCORDINGLY THE UNDERSIGNED, AS SECRETARY OF STATE, AND BY VIRTUE
OF THE AUTHORITY VESTED IN THE SECRETARY BY LAW, HEREBY ISSUES THIS
CERTIFICATE OF AMENDMENT.

DATED NOV. 10, 1997

EFFECTIVE NOV. 10, 1997

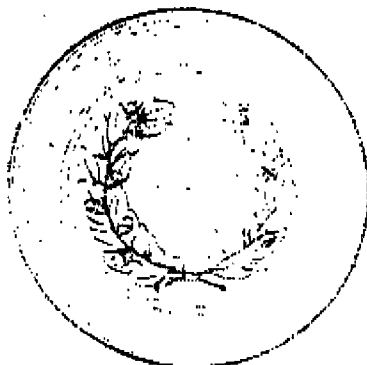


EXHIBIT A

Antonio O. Garza, Jr., Secretary of State

REEL: 002928 FRAME: 0893

Sent By: GPM;

972-419-8329;

Nov-25-03 9:26AM; FILED Page 11/14

In the Office of the
Secretary of State of Texas

**ARTICLES OF CONVERSION
BG PERSONNEL SERVICES, INC.**

NOV 25 2003

Corporations Section


The undersigned, an officer of **BG PERSONNEL SERVICES, INC.** (the "Converting Entity"), hereby certify as follows:

1. The Converting Entity is a corporation organized under the laws of the State of Texas.
2. The Converting Entity has 50,000 shares of common stock issued and outstanding. The holder of 50,000 shares of common stock of the Converting Entity has voted in favor of adoption of a Plan of Conversion.
3. Under the terms of the Plan of Conversion approved by the shareholders, the Converting Entity will, upon the issuance of a Certificate of Conversion by the Secretary of State of Texas, convert its organizational form to a limited partnership organized under the laws of the State of Texas to be known as **BG PERSONNEL SERVICES, LP** (the "Converted Entity").
4. An executed copy of the Plan of Conversion is on file at the principal place of business of the Converting Entity located at 14900 Landmark Boulevard, Ste. 300, Dallas, Texas 75254, and will be on file in the principal place of business of Converted Entity at the same address from and after the date of conversion.
5. That copy of the Plan of Conversion will be furnished, by the Converting Entity (prior to the conversion) or the Converted Entity (after the conversion), on written request and without cost, to any member of the Converting Entity or partner of the Converted Entity.
6. The Plan of Conversion was duly authorized by all actions required by the laws under which the Converting Entity was incorporated, formed or organized and by its constituent documents.
7. The Articles of Conversion shall be effective on the date on which the Articles of Conversion are filed with the Secretary of State of Texas.
8. The Converted Entity assumes the Converting Entity's obligations for Texas franchise taxes for the period prior to effective date of the conversion.

IN WITNESS WHEREOF, the undersigned has executed these articles as of, though not necessarily on, and effective November 3, 2003.

BG PERSONNEL SERVICES, INC.

By:


Richard W. Penn, President