

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
-------------------------	----------------

<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
------------------------------	--

<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
HRSOFT, LLC		10/06/2004	COMPANY: DELAWARE

<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	WorkStream USA, Inc.
<b>Street Address:</b>	2600 Lake Lucien Drive, Suite 410
<b>City:</b>	Maitland
<b>State/Country:</b>	FLORIDA
<b>Postal Code:</b>	32751
<b>Entity Type:</b>	CORPORATION: DELAWARE

<b>PROPERTY NUMBERS Total: 2</b>		
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>
Registration Number:	2391526	HRS 360
Registration Number:	1877440	HRSOFT

<b>CORRESPONDENCE DATA</b>	
<b>Fax Number:</b>	(215)701-2273
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
<b>Email:</b>	cmiller@cozen.com
<b>Correspondent Name:</b>	Camille M. Miller
<b>Address Line 1:</b>	1900 Market Street
<b>Address Line 2:</b>	Trademark/Copyright Group
<b>Address Line 4:</b>	Philadelphia, PENNSYLVANIA 19103

<b>ATTORNEY DOCKET NUMBER:</b>	WORK-0008; WORK-0009
--------------------------------	----------------------

<b>NAME OF SUBMITTER:</b>	Camille M. Miller
---------------------------	-------------------

<b>Total Attachments: 4</b> source=assignment#page1.tif source=assignment#page2.tif source=assignment#page3.tif
--

CH \$65.00 2391526



## ASSIGNMENT OF TRADEMARK

**WHEREAS, HRSOFT, LLC** a Delaware limited liability company with offices at 10 Madison Avenue, Third Floor, Morristown, New Jersey 07962 (“LLC”) is the registered owner of the mark **HRS 360**, pursuant to the Certificate of Registration dated October 3, 2000, bearing Registration No. 2391526 (hereinafter the “Mark”); and

**WHEREAS, Workstream USA, Inc.**, a Delaware corporation having an address at 2600 Lake Lucien Drive, Suite 410, Maitland, Florida 32751 (“INC”) has acquired the Mark and the aforementioned Certificate of Registration pursuant to a certain Asset Purchase Agreement and a Trademark and Copyright Assignment Agreement which were entered into between the parties.

**NOW, THEREFORE**, for good and valuable legal consideration, receipt and sufficiency of which is hereby acknowledged, LLC hereby does assign to INC the following:

1. all right, title and interest whatsoever in and to the Mark of which LLC is possessed, together with the goodwill of the business symbolized by the mark and in connection with which the Mark is used;
2. all right, title and interest in and to the Certificate of Registration dated October 3, 2000, bearing Registration No. 2391526.

**AGREED TO** this 6th day of October, 2004.

**HRSOFT, LLC**

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

Ryan Tweedie, Member

State of New Jersey )  
 ) ss.  
County of *Union* )

On this *12<sup>th</sup>* day of October, 2004, before me appeared *Ryan Tvede*, the person who signed this instrument, who acknowledged that he signed it on behalf of the identified corporation with authority to do so.

*Filomena Arce*  
\_\_\_\_\_  
Notary Public

FILOMENA ARCE  
A Notary Public of New Jersey  
My Commission Expires 7/11/05

## ASSIGNMENT OF TRADEMARK

**WHEREAS, HRSOFT, LLC** a Delaware limited liability company with offices at 10 Madison Avenue, Third Floor, Morristown, New Jersey 07962 ("LLC") is the registered owner of the mark HRSOFT, pursuant to the Certificate of Registration dated , February 7, 1995 bearing Registration No. 1877440 (hereinafter the "Mark"); and

**WHEREAS, Workstream USA, Inc.**, a Delaware corporation having an address at 2600 Lake Lucien Drive, Suite 410, Maitland, Florida 32751 ("INC") has acquired the Mark and the aforementioned Certificate of Registration pursuant to a certain Asset Purchase Agreement and a Trademark and Copyright Assignment Agreement which were entered into between the parties.

**NOW, THEREFORE,** for good and valuable legal consideration, receipt and sufficiency of which is hereby acknowledged, LLC hereby does assign to INC the following:

1. all right, title and interest whatsoever in and to the Mark of which LLC is possessed, together with the goodwill of the business symbolized by the mark and in connection with which the Mark is used;
2. all right, title and interest in and to the Certificate of Registration dated , February 7, 1995 bearing Registration No. 1877440

**AGREED TO** this 6th day of October, 2004.

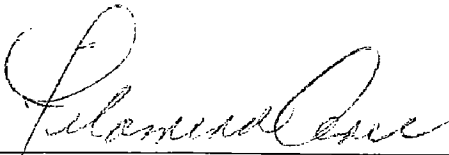
**HRSOFT, LLC**

By: 

Ryan Tweedie, Member

State of New Jersey )  
County of *Union* ) ss.

On this 14 day of October, 2004, before me appeared *Ryan Treadle*, the person who signed this instrument, who acknowledged that he signed it on behalf of the identified corporation with authority to do so.

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

FILOMENA ARCE  
A Notary Public of New Jersey  
My Commission Expires 7/11/05