

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Spherion U.S., Inc.		03/03/2003	CORPORATION: FLORIDA
RECEIVING PARTY DATA			
Name:	PricewaterhouseCoopers LLP		
Street Address:	1177 Avenue of the Americas		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10036		
Entity Type:	LIMITED PARTNERSHIP: DELAWARE		
PROPERTY NUMBERS Total: 5			
Property Type	Number	Word Mark	
Registration Number:	2685666	SARATOGA	
Registration Number:	2539011	SARATOGA	
Registration Number:	2471131	SARATOGA CERTIFIED	
Registration Number:	2690168	SARATOGA INSTITUTE	
Registration Number:	2415610	SARATOGA ONLINE	
CORRESPONDENCE DATA			
Fax Number:	(312)698-2123		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	312-861-8019		
Email:	david.j.davis@bakernet.com		
Correspondent Name:	David J. Davis		
Address Line 1:	130 E. Randolph Drive		
Address Line 2:	Baker & McKenzie, Suite 3500		
Address Line 4:	Chicago, ILLINOIS 60601		
NAME OF SUBMITTER:	David J. Davis		

CH \$140.00 2685666

Signature:

/David J. Davis/

Date:

01/03/2005

Total Attachments: 5

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UNITED STATES

INSTRUCTIONS FOR COMPLETION OF
ASSIGNMENT DOCUMENTS

ASSIGNMENT

- Assignor only must sign and date
- Both parties must sign and date
- Signature(s) should be notarized
- Assignor should have notary's signature verified by County Clerk
- Must be forward to Baker & McKenzie for legalization
- Corporate seal should be affixed
- Witnesses must sign
- Duplicate copies must be signed
- Triplicate copies must be signed
- The original Certificate(s) of Registration mentioned in the Schedule to the Deed of Assignment should be forwarded to Baker & McKenzie

POWER OF ATTORNEY

- Assignee only must sign and date
- Both parties must sign and date
- Notarize only
- Notarize and have notary's signature certified by County Clerk
- Must be forwarded to Baker & McKenzie for legalization
- Corporate seal should be affixed
- Witnesses must sign
- Copies of Corporate documents showing appointment of the signor as office and granting signor authority to execute document must be attached

IMPORTANT

**PLEASE KEEP THESE INSTRUCTIONS WITH THE ASSIGNMENT PAPERS
THROUGHOUT THEIR PREPARATION, SIGNING AND LEGALIZATION.
PLEASE RETURN IT TO: DAVID J. DAVIS, BAKER & MCKENZIE THE
EXECUTED DOCUMENTS**

UNITED STATES

DEED OF ASSIGNMENT

WHEREAS, Spherion U.S., Inc., located at 2050 Spectrum Boulevard, Ft. Lauderdale, Florida 33309, has adopted, used and is using the trademarks shown on Schedule A hereto (hereinafter called "the trademarks") and

WHEREAS PricewaterhouseCoopers LLP, located at 1177 Avenue of the Americas, New York, New York 10036, is desirous of acquiring the trademark and all common law rights therein;

Now, therefore, for good and valuable consideration, receipt of which is hereby acknowledged, Spherion U.S., Inc. hereby assigns to PricewaterhouseCoopers LLP all right, title and interest in and to the trademarks including all common law rights therein together with the goodwill of the business symbolized by the trademark.

Nunc pro tunc effective the 3rd day of March, 2003

Spherion U.S., Inc.

Lisa G. Iglesias

Name: Lisa G. Iglesias

Title: Vice President & General Counsel

UNITED STATES OF AMERICA

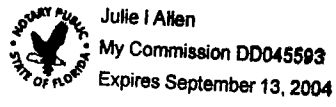
STATE OF FLORIDA

COUNTY OF BROWARD

)
) SS.
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)

On this 14th day of June, 2004, before me appeared Lisa G. Iglesias, the person who signed this instrument, who acknowledged that he/she signed it as a free act on his/her own behalf (or on behalf of the identified company).

Julie I. Allen
Notary Name:
Notary Public



SCHEDULE

	<u>TRADEMARK</u>	<u>REG. NO.</u>
1.	SARATOGA, Class 16	2685666
2.	SARATOGA, Class 35 & 41	2539011
3.	SARATOGA CERTIFIED	2471131
4.	SARATOGA INSTITUTE Logo	2690168
5.	SARATOGA ONLINE	2415610

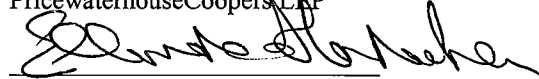
POWER OF ATTORNEY

PricewaterhouseCoopers LLP hereby appoints Baker & McKenzie, whose mailing address is 130 E. Randolph Drive, One Prudential Plaza, Suite 3500, Chicago, Illinois 60601 as its attorney to prosecute these registrations and requests for recordal of ownership change therefore, with full power of revocation and substitution to transact all business in the Patent and Trademark Office in connection therewith and to receive the Certificate of Registration, all correspondence to be sent to their above address.

APPOINTMENT OF DOMESTIC REPRESENTATIVE

Applicant hereby appoints Baker & McKenzie, whose mailing address is One Prudential Plaza, Suite 3100, Chicago, Illinois 60601 as its domestic representative on whom may be served notice or process in proceedings affecting the trademark registration, and the mark covered by such registration, pursuant to Rule 2.24 of the Trademark Rules of Practice of the Patent Office.

PricewaterhouseCoopers LLP



Name: Ellenore O'Hanrahan

Title: Principal

BAKER & MCKENZIE
One Prudential Plaza
Chicago, Illinois 60601