

**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>
Snelling and Snelling, Inc.		02/03/2005	CORPORATION:

<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	Zohar SS Acquisition, LLC
<b>Street Address:</b>	12801 North Central Expressway, Suite 700
<b>City:</b>	Dallas
<b>State/Country:</b>	TEXAS
<b>Postal Code:</b>	75243
<b>Entity Type:</b>	LLC:

**PROPERTY NUMBERS Total: 18**

Property Type	Number	Word Mark
Registration Number:	1116165	BRYANT BUREAU
Registration Number:	2544471	DOCUTIME
Registration Number:	2586507	NTERTRANS
Registration Number:	1521211	HELPING OTHERS ACHIEVE THE SUCCESS THEY DESIRE
Registration Number:	2263753	THE RIGHT FIT IS EVERYTHING
Registration Number:	2076247	
Registration Number:	1477977	SILENT SEARCH
Registration Number:	1755978	SNELLING
Registration Number:	0717313	SNELLING AND SNELLING
Registration Number:	2185965	SNELLINGSEARCH
Registration Number:	1339448	SNELLING TEMPORARIES
Registration Number:	2589808	SNELLING VIRTUAL CLASSROOM
Registration Number:	2500034	THINK SNELLING
Registration Number:	1196421	VANTAGE CAREERS

CH \$465.00 1116165

Registration Number:	2179102	XTRA CLUB
Registration Number:	1337127	THE TEAM AGENCY THAT REALLY CARES!
Registration Number:	1341433	CROSS
Serial Number:	76561133	SNELLING SELECT

**CORRESPONDENCE DATA**

Fax Number: (214)999-3623  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 214-999-4487  
Email: ip@gardere.com  
Correspondent Name: Jason R. Fulmer  
Address Line 1: Gardere Wynne Sewell LLP  
Address Line 2: 1601 Elm Street, Suite 3000  
Address Line 4: Dallas, TEXAS 75201

NAME OF SUBMITTER:	Jason R. Fulmer
Signature:	/Jason R. Fulmer/
Date:	02/25/2005

Total Attachments: 11  
source=SS\_Assg2#page1.tif  
source=SS\_Assg2#page2.tif  
source=SS\_Assg2#page3.tif  
source=SS\_Assg2#page4.tif  
source=SS\_Assg2#page5.tif  
source=SS\_Assg2#page6.tif  
source=SS\_Assg2#page7.tif  
source=SS\_Assg2#page8.tif  
source=SS\_Assg2#page9.tif  
source=SS\_Assg2#page10.tif  
source=SS\_Assg2#page11.tif

## ASSIGNMENT

This Assignment is made as of February ~~3<sup>rd</sup>~~<sup>3<sup>rd</sup></sup>, 2005 (the "Effective Date"), by and between Snelling and Snelling, Inc., a Delaware corporation, ("Assignor") and Zohar SS Acquisition, LLC, a Delaware limited liability company ("Assignee").

WHEREAS, Assignor is the owner of all right, title and interest in and to the trademarks and service marks and the registrations and/or applications therefor that are listed on Exhibit A attached hereto and incorporated herein by reference (collectively, the "Marks");

WHEREAS, Assignor and Assignee have entered into a Securities and Asset Purchase Agreement, dated as of February 1, 2005 (the "Purchase Agreement");


WHEREAS, pursuant to the Purchase Agreement, Assignor has agreed to assign to Assignee, among other things, the entire business relating to the Marks as of the Effective Date;

WHEREAS, Assignor is desirous of assigning and Assignee is desirous of obtaining all right, title and interest in and to the Marks.

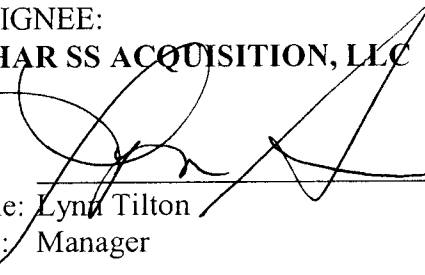
NOW THEREFORE, for good and valuable consideration, the sufficiency and receipt of which are hereby acknowledged, Assignor hereby assigns, transfers and conveys unto Assignee all right, title and interest in and to the Marks, together with the goodwill symbolized by the Marks, the same to be held and enjoyed by Assignee for its own use and enjoyment, and for the use and enjoyment of its successors, assigns and/or other legal representatives.

IN WITNESS WHEREOF, the parties have caused this Assignment to be duly executed as of the date first written above, with effect as of the Effective Date, which Assignment may be executed in any number of counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

ASSIGNOR:  
SNELLING AND SNELLING, INC.

By:   
Name: Melinda S. Paulik  
Title: President

ASSIGNEE:  
ZOHAR SS ACQUISITION, LLC

By:   
Name: Lynn Tilton  
Title: Manager

**EXHIBIT A**

**Trademark Applications and Registrations**

<b>MARK</b>	<b>REG. NO.</b>	<b>ISSUE DATE</b>

**SNELLING AND SNELLING, INC. TRADEMARK DATABASE**

Trademark Name	Registration Number	Serial Number	Registration Date	Declaration of Use Affidavit Due Date	Renewal Date	Attorney on Record
Bryant Bureau	1,116,165	73/117210	Original Date - 4/3/79	Due between 4/3/04 and 4/3/05	1 <sup>st</sup> Renewal Date - 4/3/99 2 <sup>nd</sup> Renewal Date - 4/3/09	Stan Kita Howson & Howson Spring House Corporate Center Box 457 321 Norristown Road Spring House, PA 19477 215-540-9200 215-540-5818 (fax)
DocuTIME	2,544,471	76/147,056	3/5/02	Due between 3/5/07 and 3/5/08	1 <sup>st</sup> Renewal Date - 3/5/12	Stan Kita Howson & Howson Spring House Corporate Center Box 457 321 Norristown Road Spring House, PA 19477 215-540-9200 215-540-5818 (fax)
NterTrans	2,586,507	76/167,368	6/25/02	Due between 6/25/07 and 6/25/08	1 <sup>st</sup> Renewal Date - 6/25/12	Stan Kita Howson & Howson Spring House Corporate Center Box 457 321 Norristown Road Spring House, PA 19477 215-540-9200 215-540-5818 (fax)
Helping Others Achieve the Success They Desire	1,521,211	73/728211	1/17/89	Filed - 8/27/95	1 <sup>st</sup> Renewal Date - 1/17/09	Stan Kita Howson & Howson Spring House Corporate Center Box 457 321 Norristown Road Spring House, PA 19477 215-540-9200 215-540-5818 (fax)
The Right Fit is Everything	2,263,753	75/428490	7/20/99	Due between 7/20/04 and 7/20/05; Stan Kita	1 <sup>st</sup> Renewal Date - 7/20/09	Stan Kita Howson & Howson

**SNELLING AND SNELLING, INC. TRADEMARK DATABASE**

<b>Trademark Name</b>	<b>Registration Number</b>	<b>Serial Number</b>	<b>Registration Date</b>	<b>Declaration of Use Affidavit Due Date</b>	<b>Renewal Date</b>	<b>Attorney on Record</b>
				advised to file Declaration due 7/20/04 on 8/25/04		Spring House Corporate Center Box 457 321 Norristown Road Spring House, PA 19477 215-540-9200 215-540-5818 (fax)
S and Diamond Design (this is the Snelling Logo)	2,076,247	74/713917	7/1/97	Filed - 11/12/02	1 <sup>st</sup> Renewal Date - 7/1/07	Stan Kita Howson & Howson Spring House Corporate Center Box 457 321 Norristown Road Spring House, PA 19477 215-540-9200 215-540-5818 (fax)
S and Diamond Design (this is the Snelling Logo) <b>Canada</b>	TMA608,057	1079929	4/20/04		4/20/2019	Ian MacPhee LaPointe Rosenstein Suite 1400, 1250 Rene-Levesque Blvd. West Monreal, Quebec H3B 5E9 514-925-6300 514-925-9001 (fax)
Silent Search	1,477,977	73/669966	2/23/94	2/23/00	1 <sup>st</sup> Renewal Date - 2/23/04	Stan Kita Howson & Howson Spring House Corporate Center Box 457 321 Norristown Road Spring House, PA 19477 215-540-9200 215-540-5818 (fax)
Snelling	1,755,978	74/097440	3/2/93	Filed - 7/17/99	1 <sup>st</sup> Renewal Date - 3/2/03 <b>Section 8 Affidavit was accepted and the Registration was renewed.</b> 2 <sup>nd</sup> Renewal Date - 3/2/13	Stan Kita Howson & Howson Spring House Corporate Center Box 457 321 Norristown Road

**SNELLING AND SNELLING, INC. TRADEMARK DATABASE**

Trademark Name	Registration Number	Serial Number	Registration Date	Declaration of Use Affidavit Due Date	Renewal Date	Attorney on Record
Snelling and Snelling	717,313	72/096169	6/20/81	Filed - 10/25/84	1 <sup>st</sup> Renewal Date - 6/20/01 <b>Section 8 Affidavit was accepted and the Registration was renewed.</b> 2 <sup>nd</sup> Renewal Date - 6/20/11	Spring House, PA 19477 215-540-9200 215-540-5818 (fax)  Stan Kita Howson & Howson Spring House Corporate Center Box 457 321 Norristown Road Spring House, PA 19477 215-540-9200 215-540-5818 (fax)
SnellingSearch	2,185,965	75/344004	9/1/98	Declaration of Use filed on 2/26/04 and Accepted on 4/2/04	1 <sup>st</sup> Renewal - 9/1/08	Stan Kita Howson & Howson Spring House Corporate Center Box 457 321 Norristown Road Spring House, PA 19477 215-540-9200 215-540-5818 (fax)
Snelling Temporaries	1,339,448	73/508178	6/4/85	Filed - 1/22/91	1 <sup>st</sup> Renewal - 6/4/05; Ltr 12/17/04 to Stan Kita advising to proceed with registration renewal.	Stan Kita Howson & Howson Spring House Corporate Center Box 457 321 Norristown Road Spring House, PA 19477 215-540-9200 215-540-5818 (fax)
Snelling Virtual Classroom	2,589,808	76/188,938	7/2/2002	Due between 7/2/07 and 7/2/08	1 <sup>st</sup> Renewal Due - 7/2/12	Stan Kita Howson & Howson Spring House Corporate Center Box 457 321 Norristown Road Spring House, PA 19477 215-540-9200



**SNELLING AND SNELLING, INC. TRADEMARK DATABASE**

Trademark Name	Registration Number	Serial Number	Registration Date	Declaration of Use Affidavit Due Date	Renewal Date	Attorney on Record
The Team Agency that Really Cares!	1,337,127	73/507,032	05/21/1985			215-540-5818 (fax)
Think Snelling	2,500,034	76/074008	10/23/01	Due between 10/23/06 and 10/23/07	1 <sup>st</sup> Renewal – 10/23/2011	Stan Kita Howson & Howson Spring House Corporate Center Box 457 321 Norristown Road Spring House, PA 19477 215-540-9200 215-540-5818 (fax)
Vantage Careers (Acquired by Advance through Stock Purchase Agreement 11/9/98)	1,196,421	73/268941	5/25/82	1988 - Section 8 and 15 affidavits have been accepted and acknowledged	1 <sup>st</sup> Renewal – 5/25/02	Levishon, Niner & Lerner 535 Fifth Avenue New York, NY 10017
Xtra Club	2,179,102	75/122798	8/4/98	Due between 8/4/03 and 8/4/04	1 <sup>st</sup> Renewal – 8/4/08 2/23/04 – Will not file Declaration. No longer in use. Sent offsite.	Stan Kita Howson & Howson Spring House Corporate Center Box 457 321 Norristown Road Spring House, PA 19477 215-540-9200 215-540-5818 (fax)
<b>FOREIGN TRADEMARKS</b>						
Snelling and Snelling – Service Mark: Fort Snelling Logo (Australia)	A375107		05/05/89		05/05/2003 – No desire to renew; letter sent July 9, 2002	Ladas & Parry 26 West 61 <sup>st</sup> Street New York, NY 10023 212-708-1800 212-246-8959 (fax)

SNELLING AND SNELLING, INC. TRADEMARK DATABASE

Trademark Name	Registration Number	Serial Number	Registration Date	Declaration of Use Affidavit Due Date	Renewal Date	Attorney on Record
Snelling (Republic of Bulgaria)	3506		1/11/94		1 <sup>st</sup> Renewal – 1/11/04. <b>No desire to renew; letter sent 8/25/03</b>	<a href="mailto:ny@mail@ladaspairry.com">ny@mail@ladaspairry.com</a> <a href="http://www.ladas.com">www.ladas.com</a> Jenkins & Gichrist 1445 Ross Avenue, Suite 3200 Dallas, TX 75202 214-855-4500 214-855-4300 (fax)
Snelling and Snelling (Canada)	TMA153650 (297407)		10/13/67		1 <sup>st</sup> Renewal – 10/9/97 2 <sup>nd</sup> Renewal – 10/13/12	LaPointe Rosenstein Ian MacPhee 1250 Rene-Levesque Blvd. West Suite 1400 Montreal, Quebec H3B 5E9 514-925-6300 514-925-9001 (fax) <a href="mailto:macphee@lapros.qc.ca">macphee@lapros.qc.ca</a>
Snelling (Canada)	TMA441188		3/31/95		1 <sup>st</sup> Renewal – 3/31/10	LaPointe Rosenstein Ian MacPhee 1250 Rene-Levesque Blvd. West Suite 1400 Montreal, Quebec H3B 5E9 514-925-6300 514-925-9001 (fax) <a href="mailto:macphee@lapros.qc.ca">macphee@lapros.qc.ca</a>
Snelling Search (Canada)	570,379	1080584	November 6, 2002		1 <sup>st</sup> Renewal – 2017 Canadian government may ask for proof of use at any time after 2005. Proof only needs to be given if requested.	LaPointe Rosenstein Ian MacPhee 1250 Rene-Levesque Blvd. West Suite 1400 Montreal, Quebec H3B 5E9 514-925-6300 514-925-9001 (fax) <a href="mailto:macphee@lapros.qc.ca">macphee@lapros.qc.ca</a>
Snelling Temporaries (Canada)	TMA457212 (624256)		5/17/96		1 <sup>st</sup> Renewal – 5/17/11	LaPointe Rosenstein Ian MacPhee 1250 Rene-Levesque Blvd. West

**SNELLING AND SNELLING, INC. TRADEMARK DATABASE**

Trademark Name	Registration Number	Serial Number	Registration Date	Declaration of Use Affidavit Due Date	Renewal Date	Attorney on Record
S and Diamond Design (Canada)	Pending	1079929	Formalized Date - 11/20/2000		1 <sup>st</sup> Renewal - 15 years after registration	Suite 1400 Montreal, Quebec H3B 5E9 514-925-6300 514-925-9001 (fax) <a href="mailto:macphee@lapros.qc.ca">macphee@lapros.qc.ca</a> LaPointe Rosenstein Ian MacPhee 1250 Rene-Levesque Blvd. West Suite 1400 Montreal, Quebec H3B 5E9 514-925-6300 514-925-9001 (fax) <a href="mailto:macphee@lapros.qc.ca">macphee@lapros.qc.ca</a>
Think Snelling (Canada)	Pending	1080583	Formalized Date 11/24/00	Declaration of Use not filed. Allowed to expire.	1 <sup>st</sup> Renewal - 15 years after registration	LaPointe Rosenstein Ian MacPhee 1250 Rene-Levesque Blvd. West Suite 1400 Montreal, Quebec H3B 5E9 514-925-6300 514-925-9001 (fax) <a href="mailto:macphee@lapros.qc.ca">macphee@lapros.qc.ca</a>
Snelling (European Community - Austria, Belgium, Denmark, Finland, France, Germany, Greece, Ireland, Italy, Luxembourg, Netherlands, Portugal, Spain, Sweden, & United	000586644		6/2/97 - filing period starts 3/30/99 - actual registration	Must make use of mark in at least one member of the European Union within 5 years from actual registration - 3/30/04	1 <sup>st</sup> Renewal - 6/2/07	Carmels & Ransford 43 Bloomsbury Square London WC1A 2RA Computer Patent Annuities Jersey, British Channel Islands Herb Hammond Thompson & Knight 1700 Pacific Avenue, Suite 3300 Dallas, TX 75201 214-969-1700 214-969-1751 (Fax)

**TRADEMARK**

**REEL: 003035 FRAME: 0349**

**SNELLING AND SNELLING, INC. TRADEMARK DATABASE**

Trademark Name	Registration Number	Serial Number	Registration Date	Declaration of Use Affidavit Due Date	Renewal Date	Attorney on Record
Kingdom)						
Snelling (Mexico)	487690		4/20/95		1 <sup>st</sup> Renewal – 2/18/02 – Mark was successfully renewed 2 <sup>nd</sup> Renewal – 2/18/12	Loeke Liddell (f/k/a Loeke Purnell) 2200 Ross Avenue, Suite 2200 Dallas, TX 75204 214-740-8000 214-740-8000 (fax) Jenkins & Gilchrist 1445 Ross Avenue, Suite 3200 Dallas, TX 75202 214-855-4500 214-855-4300 (Fax) J. Kevin Gray
Snelling Logo (Puerto Rico Class 35)	48,582		12/27/00		1 <sup>st</sup> Renewal – 12/27/2010	Stan Kita Howson & Howson Spring House Corporate Center Box 457 321 Norristown Road Spring House, PA 19477 215-540-9200 215-540-5818 (fax)
Snelling Logo (Puerto Rico Class 41)	48,581		12/27/00		1 <sup>st</sup> Renewal – 12/27/2010	Stan Kita Howson & Howson Spring House Corporate Center Box 457 321 Norristown Road Spring House, PA 19477 215-540-9200 215-540-5818 (fax)
Snelling (Romania)	19567		7/7/92		1 <sup>st</sup> Renewal – 7/7/02 Sent letter to Jenkins on 10/1/01 granting permission to renew on our behalf. Letter sent to Angie Towner 11/13/01 to renew Mark.	Jenkins & Gilchrist 1445 Ross Avenue, Suite 3200 Dallas, TX 75202 214-855-4500 214-855-4300 (Fax)

**SNELLING AND SNELLING, INC. TRADEMARK DATABASE**

Trademark Name	Registration Number	Serial Number	Registration Date	Declaration of Use Affidavit Due Date	Renewal Date	Attorney on Record
SNELLING SELECT (to PTO for filing 1/19/03)		76/561,133		Declaration of Use due 12/1/04. Specimen to S. Kita with signed Declaration 8/25/04		J. Kevin Gray Stah Kita Howson & Howson Spring House Corporate Center Box 457 321 Northtown Road Spring House, PA 19477 717-540-9200 215-540-8818 (fax)
CROSS	1341433		June 11, 1985	Need new declaration in 2005	June 11, 2005	Stah Kita