

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
TKO Personnel, Inc.		04/15/2005	CORPORATION: CALIFORNIA
RECEIVING PARTY DATA			
Name:	Bank of America, N.A., as Administrative Agent		
Street Address:	300 Galleria Parkway		
Internal Address:	Suite 800		
City:	Atlanta		
State/Country:	GEORGIA		
Postal Code:	30339		
Entity Type:	national banking association: UNITED STATES		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	1554032		
CORRESPONDENCE DATA			
Fax Number:	(404)522-8409		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	404-523-5300		
Email:	sls@phrd.com		
Correspondent Name:	Steven L. Schaaf, Paralegal		
Address Line 1:	285 Peachtree Center Avenue, N.E.		
Address Line 2:	Suite 1500		
Address Line 4:	Atlanta, GEORGIA 30303		
NAME OF SUBMITTER:	Robert A. Crosby		
Signature:	/RAC/		
Date:	05/09/2005		

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Total Attachments: 3

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NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to that certain Amended and Restated Credit Agreement, dated as of November 3, 2000 (as the same may be amended, modified, extended or restated from time to time, the "Loan Agreement"), among **KFORCE INC.**, a Florida corporation ("Borrower"), **TKO PERSONNEL, INC.**, a California corporation ("TKO"), and certain other affiliates of Borrower as "Subsidiary Guarantors", certain financial institutions as lenders ("Lenders"), and **BANK OF AMERICA, N.A.**, as administrative agent ("Agent") for itself and the Lenders, Borrower and TKO have granted a continuing security interest in and continuing lien upon, the trademark registrations and trademark applications shown on Schedule 1 attached hereto to the Agent, for the benefit of itself and the Lenders:

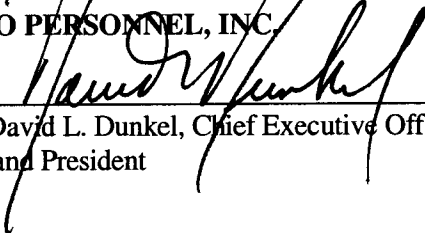
Borrower, TKO and Agent hereby acknowledge and agree that the security interest in the foregoing trademark registrations and trademark applications (i) may only be terminated in accordance with the terms of the Loan Agreement and (ii) is not to be construed as an assignment of any trademark registration or trademark application.

Very truly yours,

KFORCE INC.

By: 
David L. Dunkel, Chief Executive Officer

TKO PERSONNEL, INC.

By: 
David L. Dunkel, Chief Executive Officer
and President

[Signatures will continue on following page]

Acknowledged and Accepted as of April 15, 2005:

BANK OF AMERICA, N.A., as Agent

By: Mark Herdman
Name: Mark Herdman
Title: Vice President

Schedule 1

Trademarks of Kforce Inc.

<u>Trademark Description</u>	<u>Serial No.</u>	<u>Application Date</u>	<u>Registration No.</u>	<u>Registration Date</u>
Hall Kinion	75/817022	10/7/1999	2377666	8/15/2000
IPEX	76/282037	7/10/2001	2552593	3/26/2002
Miscellaneous Design (ball and line design)	75/817000	10/7/1999	2426564	2/6/2001
The Talent Source	76/361929	1/24/2002	2677323	1/21/2003
The Talent Source for the Internet Economy	75/817009	10/7/1999	2444015	4/17/2001
Hall Kinion International	76/223810	3/12/01	2854269	6/15/04
Onstaff	76/386994	3/26/02	2843577	5/18/04
Medicenter.com	76/349678	12/17/01	2703317	4/1/2003

Trademarks of TKO Personnel, Inc.

<u>Trademark Description</u>	<u>Serial No.</u>	<u>Application Date</u>	<u>Registration No.</u>	<u>Registration Date</u>
Design	73/766557	12/1/88	1554032	8/29/89

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