

ASSIGNMENT OF U.S. TRADEMARKS

Dated: October 12, 2005

WHEREAS, STAFFWISE LEGAL, INC., a District of Columbia corporation having a principal place of business at 1150 Connecticut Avenue, NW, Washington, DC ("**Assignor**"), is the sole and exclusive owner of the United States trademarks and registrations described on **Exhibit A** attached hereto (the "**U.S. Trademarks**");

WHEREAS, AJILON PROFESSIONAL STAFFING, LLC, a Delaware limited liability company ("**Assignee**"), desires to acquire the entire right, title and interest in, to and under said marks and the registration thereof; and

WHEREAS, pursuant to that certain Asset Purchase Agreement (the "**Purchase Agreement**"), dated as of October 12, 2005, by and among Assignor, Stockholder and Assignee, and subject to and in accordance with the terms and conditions set forth therein, Assignor has agreed, among other things, to transfer to Assignee the U.S. Trademarks.

NOW, THEREFORE, for and in consideration of good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby sell, assign, transfer and set over to Assignee all of Assignor's right, title and interest in, to and under the U.S. Trademarks, together with the goodwill of the business symbolized by said marks and registrations, together with all rights and privileges granted and secured thereby, including the right to sue for any past infringement, said rights to be held and enjoyed by Assignee for its own use and benefit and for the use and benefit of its successors, assigns or other legal representatives as fully and entirely as the same would have been held and enjoyed by Assignor if this Assignment of U.S. Trademarks had not been made.

Capitalized terms used and not otherwise defined herein shall have the respective meanings given to such terms in the Purchase Agreement.

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Exhibit A

U.S. Trademarks

Star People design mark # 2790787	Owned
STAFFWISE mark # 2464087	Owned
TECHLAWYERS mark # 2545401	Owned
TECHLAWYERS mark # 2596255	Owned