

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
Vista Staffing Solutions, Inc.		06/21/2006	CORPORATION: UTAH
RECEIVING PARTY DATA			
Name:	VSS Holding, Inc.		
Street Address:	675 East 2100 South		
Internal Address:	Suite 390		
City:	Salt Lake City		
State/Country:	UTAH		
Postal Code:	84106		
Entity Type:	CORPORATION: NEVADA		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Serial Number:	78152954	VISTA STAFFING	
Registration Number:	2771664	VISTA STAFFING SOLUTIONS	
Registration Number:	2741987	VISTA	
Registration Number:	2218901	VISTA STAFFING SOLUTIONS	
CORRESPONDENCE DATA			
Fax Number:	(801)328-1707		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	8015339800		
Email:	jstringham@wnlaw.com		
Correspondent Name:	John C. Stringham		
Address Line 1:	60 East South Temple		
Address Line 2:	1000 Eagle Gate Tower		
Address Line 4:	Salt Lake City, UTAH 84111		
ATTORNEY DOCKET NUMBER:	15713.0		

OP \$115.00 78152954

NAME OF SUBMITTER:	John C. Stringham
Signature:	/John C. Stringham 40,831/
Date:	07/13/2006
Total Attachments: 2 source=15713.0 trademark assignment#page1.tif source=15713.0 trademark assignment#page2.tif	

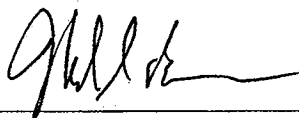
MEMORANDUM OF ASSIGNMENT OF TRADEMARKS AND SERVICE MARKS

This Memorandum of Assignment of Trademarks is executed by Vista Staffing Solutions, Inc., a Utah Corporation and by VSS Holding, Inc., a Nevada Corporation, pursuant to and to effectuate the terms of (1) the Master Restructuring Agreement dated as of January 1, 2006, by and among VSS Holding, Inc. a Nevada corporation and the direct and indirect wholly-owned subsidiaries of VSS Holding, Inc. including Vista Staffing Solutions, Inc.; and (2) the General Assignment and Assumption Agreement dated as of January 1, 2006 between VSS Holding, Inc. and Vista Staffing Solutions, Inc.

Vista Staffing Solutions, Inc. has assigned all its rights in and to the trademarks and service marks identified on the attached Exhibit A to VSS Holding, Inc., a Nevada Corporation.

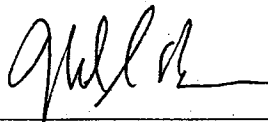
Dated this 21ST day of June, 2006.

VISTA STAFFING SOLUTIONS, INC.



Name: Mark S. Brouse
Title: President

VSS HOLDING, INC.



Name: Mark S. Brouse
Title: President

EXHIBIT A

UNITED STATES ISSUED TRADEMARKS AND SERVICE MARKS

REGISTRATIONS

<u>Mark</u>	<u>Registration Number</u>	<u>Registration Date</u>
Vista Staffing Solutions	2,771,664	10/07/2003
VISTA	2,741,987	07/29/2003
Vista Staffing Solutions	2,218,901	01/19/1999

APPLICATIONS

<u>Mark</u>	<u>Registration Number</u>	<u>Registration Date</u>
Vista Staffing (Serial No. 78 /152,954)		SOU due 10/07/2006

FOREIGN TRADEMARKS AND SERVICE MARKS

REGISTRATIONS

<u>Mark and Country</u>	<u>Registration Number</u>	<u>Registration Date</u>
Vista Staffing Solutions (Australia)	1008307	06/25/2004
Vista Staffing Solutions (New Zealand)	731296	06/17/2005