

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	RELEASE BY SECURED PARTY

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Hilco Financial, LLC		08/16/2007	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Workstream USA, Inc.
Street Address:	495 March Road
City:	Ottawa
State/Country:	CANADA
Postal Code:	K2K 3G1
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 33

Property Type	Number	Word Mark
Registration Number:	2384308	6FIGUREJOBS
Registration Number:	2406279	BECAUSE YOU'VE EARNED IT
Registration Number:	2726287	BRAVANTA
Registration Number:	2618117	BRAVANTA EDGE
Registration Number:	2600468	
Registration Number:	2509653	
Registration Number:	2466745	EMPLOYEESAVINGS.COM
Registration Number:	1442913	EXECUGROW
Registration Number:	2391526	HRS 360
Registration Number:	1877440	HRSOFT
Registration Number:	2430203	ICARIAN
Registration Number:	2430204	ICARIAN
Registration Number:	2517704	ICARIAN
Registration Number:	2623590	ICARIAN WORKFORCE

CH \$840.00 2384308

Registration Number:	2697059	ICARIAN WORKFORCE INTELLIGENCE
Registration Number:	2521341	IEXPERT
Registration Number:	2521342	IEXPERT
Registration Number:	2625863	KADIRI
Registration Number:	2812204	KADIRI
Registration Number:	2643944	KADIRI TOTALCOMP
Registration Number:	2741250	KADIRI TOTALCOMP
Registration Number:	2931375	PEOPLEVIEW
Registration Number:	2627480	PROACT CONSOLIDATED EMPLOYEE WEALTH STATEMENT
Registration Number:	2007691	PROACT TECHNOLOGIES
Registration Number:	2689074	PROACT TECHNOLOGIES
Registration Number:	2689143	PROACT TECHNOLOGIES
Registration Number:	2763417	RESULTS FIRST SUITE
Registration Number:	2332764	REZLOGIC
Registration Number:	3178032	TALENTCENTER
Registration Number:	1581439	THE CORPORATE UNIVERSITY
Registration Number:	2917621	XYLO
Registration Number:	2821956	XYLO
Serial Number:	78445450	HEALTH PAGES

CORRESPONDENCE DATA

Fax Number: (312)577-4565
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 312-577-8265
Email: kristin.brozovic@kattenlaw.com
Correspondent Name: Kristin Brozovic c/o Katten Muchin
Address Line 1: 525 W Monroe
Address Line 4: Chicago, ILLINOIS 60661

ATTORNEY DOCKET NUMBER: 334895-9

DOMESTIC REPRESENTATIVE

Name:
Address Line 1:
Address Line 2:
Address Line 3:
Address Line 4:

NAME OF SUBMITTER: Kristin Brozovic

TRADEMARK

Signature:	/Kristin Brozovic/
Date:	08/20/2007
Total Attachments: 7 source=Workstream- IP Release (Workstream USA)#page1.tif source=Workstream- IP Release (Workstream USA)#page2.tif source=Workstream- IP Release (Workstream USA)#page3.tif source=Workstream- IP Release (Workstream USA)#page4.tif source=Workstream- IP Release (Workstream USA)#page5.tif source=Workstream- IP Release (Workstream USA)#page6.tif source=Workstream- IP Release (Workstream USA)#page7.tif	

PATENT, TRADEMARK AND COPYRIGHT RELEASE AND REASSIGNMENT

THIS PATENT, TRADEMARK AND COPYRIGHT RELEASE AND REASSIGNMENT is made as of August 16, 2007, by HILCO FINANCIAL, LLC ("Hilco").

WITNESSETH:

WHEREAS, Hilco and WORKSTREAM USA, INC., a Delaware corporation ("Grantor"), were parties to that certain Patent, Trademark and Copyright Security Agreement, dated as of October 12, 2006 (the "Assignment"), pursuant to which Grantor granted a security interest to Hilco in certain Patent, Trademark and Copyright Collateral (as defined below) as security for certain obligations owing by Grantor to Hilco, including the Trademarks set forth on Schedule A, the Patents set forth on Schedule B and the Copyrights set forth on Schedule C hereto; and

WHEREAS, the Assignment was recorded by the Trademark Division of the United States Patent and Trademark Office on October 13, 2006, at Reel 3409, Frame 0143; and

WHEREAS, the Assignment was recorded by the Patent Division of the United States Patent and Trademark Office on October 13, 2006, at Reel 018385, Frame 0380; and

WHEREAS, Grantor has requested that Hilco release its security interest in the Patents, Trademark and Copyright Collateral and reassign the same to Grantor.

NOW THEREFORE, for good and valuable consideration, receipt and sufficiency of which are hereby acknowledged:

1. Hilco hereby releases its security interest in all of Grantor's right, title and interest in and to the following (collectively the "Patent, Trademark and Copyright Collateral"):

(a) each Trademark listed on Schedule A annexed hereto, together with any reissues, continuations or extensions thereof, and all of the goodwill of the business connected with the use of, and symbolized by, each Trademark;

(b) all products and proceeds of the forgoing, including without limitation, any claim by Grantor against third parties for past, present or future (i) infringement or dilution of any Trademark;

(c) each Patent listed on Schedule B annexed hereto, together with

any reissuances, continuations, continuations-in-part, revisions, extensions and reexaminations thereof;

(d) all products and proceeds of the foregoing, including without limitation, any claim by Grantor against third parties for past, present or future infringement of any Patent;

(e) each Copyright listed on Schedule C annexed hereto, together with any reissues, continuations or extensions thereof; and

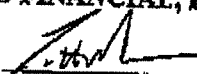
(f) all products and proceeds of the foregoing, including without limitation, any claim by Grantor against third parties for past, present or future infringement or dilution of any Copyright.

2. Hilco hereby reassigns, grants and conveys to Grantor, without any representation, recourse or undertaking by Hilco, all of Hilco's right, title and interest in and to the Patent, Trademark and Copyright Collateral.

*- Remainder of Page Intentionally Left Blank -
[Signature Page Follows]*

IN WITNESS WHEREOF, Hilco has caused this Patent, Trademark and Copyright Release and Reassignment to be executed as of the day and year first above written.

HILCO FINANCIAL, LLC

By: 
Name: Scott Morse
Title: Executive Vice President

Patent, Trademark and Copyright Release and Reassignment- Workstream USA, Inc.

This fax was received by GFI FAXmaker fax server. For more information, visit: <http://www.gfi.com>

SCHEDULE A**Trademarks**

Mark	Serial Number	Filing Date	Registration Number	Registration Date
6FIGUREJOBS	75-536283	8/13/989	2384308	9/5/00
BECAUSE YOU'VE EARNED IT	75-882209	12/28/99	2406279	11/21/00
BRAVANTA	76-043206	5/4/00	2726287	6/17/03
BRAVANTA EDGE	76-343373	11/29/01	2618117	9/10/02
Design Only	76-159638	11/6/00	2600468	7/30/02
Design Only	76-159645	11/6/00	2509653	11/20/01
EMPLOYEESAVINGS.COM	75-632955	2/1/99	2466745	7/3/01
EXECUGROW	73-622594	9/29/86	1442913	6/16/87
HEALTH PAGES	78-445450	7/2/04	3235437	4/24/07
HRS 360	75-802910	9/20/99	2391526	10/3/00
HRSOFT	74-395134	5/27/93	1877440	2/7/95
ICARIAN	75-355664	9/12/97	2430203	2/20/01
ICARIAN	75-355868	9/12/97	2430204	2/20/01
ICARIAN	75-355665	9/12/97	2517704	12/11/01
ICARIAN WORKFORCE	76-186574	12/26/00	2623590	9/24/02
ICARIAN WORKFORCE INTELLIGENCE	76-159649	11/6/00	2697059	3/18/03
IEXPERT	75-794515	9/8/99	2521341	12/18/01
IEXPERT	75-794516	9/8/99	2521342	12/18/01
KADIRI	75-938896	3/8/00	2625863	9/24/02
KADIRI	76-383860	3/14/02	2812204	2/10/04
KADIRI TOTALCOMP	76-122380	9/5/00	2643944	10/29/02
KADIRI TOTALCOMP	76-383859	3/14/02	2741250	7/29/03
PEOPLEVIEW	76-507881	4/17/03	2931375	3/8/05
PROACT CONSOLIDATED EMPLOYEE WEALTH STAT	76-180253	12/13/00	2627480	10/1/02
PROACT TECHNOLOGIES	74-662587	4/18/95	2007691	10/15/96
PROACT TECHNOLOGIES	76-084718	7/7/00	2689074	2/18/03

Mark	Serial Number	Filing Date	Registration Number	Registration Date
PROACT TECHNOLOGIES	76-156796	10/31/00	2689143	2/18/03
RESULTS FIRST SUITE	76-343372	11/29/01	2763417	9/16/03
REZLOGIC	75-702356	5/10/99	2332764	3/21/00
TALENTCENTER	78-498371	10/12/04	3178032	11/28/06
THE CORPORATE UNIVERSITY	73-757296	10/12/88	1581439	2/6/90
XYLO	76-096558	7/11/00	2917621	1/11/05
XYLO	76-110817	8/16/00	2821956	3/16/04

SCHEDULE B

Patents

Patent	Patent Number	Issue Date	Application Number	Filing Date
SECURE SESSION TRACKING METHOD AND SYSTEM FOR CLIENT-SERVER ENVIRONMENT	6226750	5/1/01	09-009832	1/20/98
AUTOMATED PROCESS GUIDANCE SYSTEM AND METHOD USING KNOWLEDGE MANAGEMENT SYSTEM	6269355	7/31/01	09-292653	4/15/99
SECURE SESSION TRACKING METHOD AND SYSTEM FOR CLIENT-SERVER ENVIRONMENT	6496932	12/17/02	09-655040	9/5/00
AUTOMATED PROCESS GUIDANCE SYSTEM AND METHOD	6850924	2/1/05	09-805646	3/13/01

SCHEDULE C

Copyrights

None.

TRADEMARK

RECORDED: 08/20/2007

REEL: 003605 FRAME: 0010