

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
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<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
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<b>NATURE OF CONVEYANCE:</b>	Notice of Trademark Security Agreement
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**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Clearpoint Business Resources, Inc		06/20/2008	CORPORATION:

**RECEIVING PARTY DATA**

<b>Name:</b>	ComVest Capital, LLC
<b>Street Address:</b>	One North Clematis Street
<b>Internal Address:</b>	Suite 300
<b>City:</b>	West Palm Beach
<b>State/Country:</b>	FLORIDA
<b>Postal Code:</b>	33401
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY:

**PROPERTY NUMBERS Total: 7**

Property Type	Number	Word Mark
Registration Number:	3396435	WE GET TO THE POINT.
Serial Number:	78938991	C CLEARPOINT BUSINESS RESOURCES INC.
Serial Number:	77355346	ILABOR
Serial Number:	77355422	ILABOR
Serial Number:	77355351	ILABOR NETWORK
Serial Number:	77355421	ILABOR NETWORK
Serial Number:	77015812	STAFFPILLAR

**CORRESPONDENCE DATA**

Fax Number: (212)801-6400  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 2128019200  
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 Correspondent Name: G. Roxanne Elings  
 Address Line 1: 200 Park Avenue

**CH \$190.00 3396435**

Address Line 2: 34th Floor  
Address Line 4: New York, NEW YORK 10166

ATTORNEY DOCKET NUMBER: 091533.013800

NAME OF SUBMITTER: G. Roxanne Elings

Signature: /G. Roxanne Elings/

Date: 07/31/2008

Total Attachments: 2  
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**NOTICE OF TRADEMARK SECURITY AGREEMENT**

WHEREAS, CLEARPOINT BUSINESS RESOURCES, INC., a Delaware corporation (the "Grantor"), is the owner of certain trademarks and trademark applications, including without limitation the registrations therefor and applications in the United States Patent and Trademark Office as set forth on **Schedule A** annexed hereto and made a part hereof (collectively, the "Trademarks"); and

WHEREAS, the Grantor has entered into that certain Collateral Agreement of even date herewith (the "Collateral Agreement"), by and between the Grantor and ComVest Capital, LLC, a Delaware limited liability company (the "Secured Party"); and

WHEREAS, pursuant to the Collateral Agreement, the Grantor has agreed to grant to the Secured Party a continuing security interest in, and a continuing lien on, all of the Grantor's right, title, and interest in and to the Trademarks (and any trademark(s) which may be issued upon the applications set forth on **Schedule A**);

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Grantor does hereby assign and grant to the Secured Party a continuing security interest in and a continuing lien on the Trademarks, as security for the payment and performance of the Obligations as defined in the Collateral Agreement.

IN WITNESS WHEREOF, the Grantor has caused this Notice of Security Agreement to be duly executed by its authorized officer or agent as of June 20, 2008.

CLEARPOINT BUSINESS RESOURCES,  
INC.

By: 

Name: Michael D. Traina  
Title: Chairman and CEO

SCHEDULE A

CLEARPOINT BUSINESS RESOURCES, INC.

U.S. Trademark Registrations

<u>Registration No.</u>	<u>Grant Date</u>	<u>Mark</u>
3396435	March 11, 2008	WE GET TO THE POINT

U.S. Trademark Applications

<u>Serial No.</u>	<u>Filing Date</u>	<u>Mark</u>
78/938991	July 27, 2006	CLEARPOINT BUSINESS RESOURCES, INC. (Design Mark)
77/355346	December 19, 2007	ILABOR
77/355422	December 19, 2007	ILABOR (Design Mark)
77/355351	December 19, 2007	ILABOR NETWORK
77/355421	December 19, 2007	ILABOR NETWORK (Design Mark)
77/015812	October 6, 2006	STAFFPILLAR