

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
DHR Holding Company, Inc.		06/04/2009	CORPORATION: ARIZONA
Diversified Human Resources, Inc.		06/04/2009	CORPORATION: ARIZONA

RECEIVING PARTY DATA

Name:	DHR Operations, LLC
Street Address:	3020 East Camelback Road, Suite 213
City:	Phoenix
State/Country:	ARIZONA
Postal Code:	85016
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Registration Number:	2527443	DHR
Registration Number:	2502655	WE TAKE CARE OF THE DETAILS, YOU TAKE CARE OF BUSINESS
Registration Number:	2527463	DHR
Registration Number:	2527464	DHR
Registration Number:	2527442	DHR
Registration Number:	2791667	PFSP
Registration Number:	2428932	WE TAKE CARE OF THE DETAILS, YOU TAKE CARE OF BUSINESS
Registration Number:	2652216	DHR DIVERSIFIED HUMAN RESOURCES

CORRESPONDENCE DATA

Fax Number: (714)830-0700
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: (714) 830-0696

CH \$215.00 2527443

Email: stacey.cristaudo@bingham.com
Correspondent Name: Bingham McCutchen LLP
Address Line 1: 600 Anton Boulevard, Suite 1800
Address Line 4: Costa Mesa, CALIFORNIA 92626-1924

ATTORNEY DOCKET NUMBER:	0000338625
NAME OF SUBMITTER:	/Stacey M. Cristaudo, Senior Paralegal/
Signature:	/Cristaudo on behalf of Todd A. Hentges/
Date:	06/10/2009

Total Attachments: 6
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TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT, made and entered into as of the 5th day of June, 2009 by and between DHR Holding Company, Inc., an Arizona corporation ("Parent"), Diversified Human Resources, Inc., an Arizona corporation and a wholly owned subsidiary of Parent (hereinafter "Assignor"), and DHR Operations, LLC, a Delaware limited liability company (hereinafter "Assignee").

WHEREAS, Parent and Assignee are parties to that certain Asset Purchase Agreement entered into as of June 5, 2009 (the "Purchase Agreement");

WHEREAS, the Assignor is the owner of all right, title, and interest in and to the trademarks appearing on SCHEDULE A hereto, including any unregistered or common law rights associated therewith (hereinafter the "Trademarks");

WHEREAS, pursuant to the Purchase Agreement, Assignor has agreed to assign to Assignee the Assignor's rights in such Trademarks; and

WHEREAS, the Assignee desires to obtain ownership of the Trademarks in accordance with the terms and conditions set forth in this Assignment and the Purchase Agreement.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor, intending to be legally bound hereby, conveys, assigns, transfers, and sets over to Assignee, Assignor's entire right, title, and interest in and to the Trademarks, together with the goodwill associated therewith in connection with which the Trademarks are used and the full right to sue for past, present or future infringement of any of the Trademarks, these rights to be held and enjoyed by the Assignee, its successors and assigns, as fully as the same would have been held and enjoyed by the Assignor had this assignment not been made. Assignor hereby authorizes and requests the United States Patent and Trademark Office, and any foreign trademark offices, to issue all registrations related to the Trademarks to Assignee, its successors, legal representatives and assigns, in accordance with the terms of this instrument.

And for the consideration aforesaid, Assignor agrees that it will, upon request, execute additional lawful papers at no cost to Assignee, and generally do all other lawful acts reasonable and necessary to give effect to and to record this Assignment.

[remainder of page intentionally left blank]

IN WITNESS WHEREOF, Assignee has caused this instrument to be signed by its duly authorized officer effective as of the date first indicated above.

DHR OPERATIONS, LLC,
a Delaware limited liability company

By: [Signature]
Name: Michael Morgan
Title: Vice President

STATE OF _____

COUNTY OF _____

On this _____ day of _____, 2009, before me, a notary public, the undersigned officer personally appeared _____, known to me (or satisfactorily proven) to be the person whose name is subscribed to the foregoing instrument and acknowledges that he/she executed the same for the purposes therein contained.

In witness whereof, I hereunto set my hand and official seal.

Notary Public

see attached ACKNOWLEDGEMENT

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

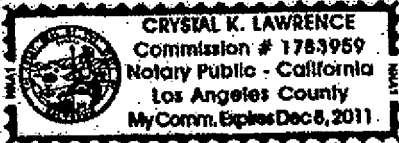
State of California

County of LOS ANGELES

On May 29, 2009 before me, CRYSTAL K. LAWRENCE, NOTARY PUBLIC

personally appeared MICHAEL MORSON

Name(s) of Signer(s)



who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Place Notary Seal Above

Signature

Signature of Notary Public

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: TRADEMARK AND PATENT AGREEMENT

Document Date: _____ Number of Pages: _____

Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s)

Signer's Name: _____

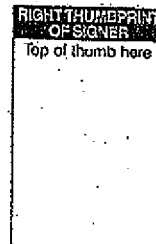
- Individual
- Corporate Officer — Title(s): _____
- Partner — Limited General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: _____



Signer Is Representing: _____

Signer's Name: _____

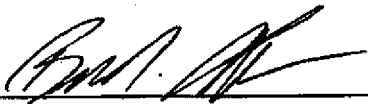
- Individual
- Corporate Officer — Title(s): _____
- Partner — Limited General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: _____



Signer Is Representing: _____

IN WITNESS WHEREOF, Parent has caused this instrument to be signed by a duly authorized officer effective as of the date first indicated above.

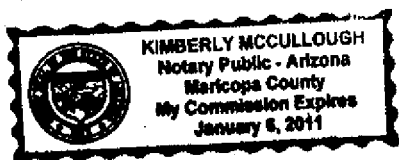
DHR HOLDING COMPANY, INC.,
an Arizona corporation

By: 
Name: _____
Title: _____

STATE OF Arizona
COUNTY OF Maricopa

On this 4th day of June, 2009, before me, a notary public, the undersigned officer, personally appeared Brian Lesk, known to me (or satisfactorily proven) to be the person whose name is subscribed to the foregoing instrument and acknowledges that he/she executed the same for the purposes therein contained.


In witness whereof, I hereunto set my hand and official seal.



Kimberly McCullough
Notary Public

IN WITNESS WHEREOF, Assignor has caused this instrument to be signed by a duly authorized officer effective as of the date first indicated above.

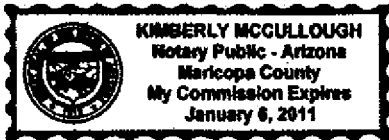
DIVERSIFIED HUMAN RESOURCES, INC.,
an Arizona corporation

By: 
Name: _____
Title: _____

STATE OF Arizona
COUNTY OF Maricopa

On this 4th day of June, 2009, before me, a notary public, the undersigned officer, personally appeared Brian Lesk, known to me (or satisfactorily proven) to be the person whose name is subscribed to the foregoing instrument and acknowledges that he/she executed the same for the purposes therein contained.

In witness whereof, I hereunto set my hand and official seal.



Kimberly McCullough
Notary Public

SCHEDULE A

List of Trademarks

<i>Mark</i>	<i>Owner</i>	<i>Registration Number</i>	<i>Registration Date</i>
LOGO (DHR)	Diversified Human Resources, Inc.	2,527,443	1/8/2002
We Take Care of the Details You Take Care of Business	Diversified Human Resources, Inc.	2,502,655	10/30/2001
DHR (Class 36)	Diversified Human Resources, Inc.	2,527,463	1/8/2002
DHR (Class 35)	Diversified Human Resources, Inc.	2,527,464	1/8/2002
DHR (Class 35)	Diversified Human Resources, Inc.	2,527,442	1/8/2002
PFSP	Diversified Human Resources, Inc.	2,791,667	12/9/2003
We Take Care of the Details You Take Care of Business	Diversified Human Resources, Inc.	2,428,932	2/13/2001
Diversified Human Resources & Design	Diversified Human Resources, Inc.	2,652,216	11/19/2002

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