

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:		NEW ASSIGNMENT	
NATURE OF CONVEYANCE:		Assignment of Security Interest in Intellectual Property	
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Whitebox Convertible Arbitrage Partners, L.P.		10/28/2009	LIMITED PARTNERSHIP: BRITISH VIRGIN ISLANDS
RECEIVING PARTY DATA			
Name:	Victory Park Management, LLC, as Collateral Agent		
Street Address:	227 W. Monroe Street		
Internal Address:	Suite 3900		
City:	Chicago		
State/Country:	ILLINOIS		
Postal Code:	60606		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	2566696	GLOBAL EMPLOYMENT SOLUTIONS	
Registration Number:	1524781	EXCELL	
CORRESPONDENCE DATA			
Fax Number:	(312)993-9767		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	312-993-2622		
Email:	gayle.grocke@lw.com		
Correspondent Name:	Gayle D. Grocke c/o Latham & Watkins LLP		
Address Line 1:	233 S. Wacker Drive		
Address Line 2:	Suite 5800		
Address Line 4:	Chicago, ILLINOIS 60606		
ATTORNEY DOCKET NUMBER:	045871-0006		
NAME OF SUBMITTER:	Gayle D. Grocke		

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Signature:	/gdg/
Date:	11/03/2009
Total Attachments: 6 source=Assignment of IP Security Agreement#page1.tif source=Assignment of IP Security Agreement#page2.tif source=Assignment of IP Security Agreement#page3.tif source=Assignment of IP Security Agreement#page4.tif source=Assignment of IP Security Agreement#page5.tif source=Assignment of IP Security Agreement#page6.tif	

ASSIGNMENT OF SECURITY INTEREST IN INTELLECTUAL PROPERTY

This ASSIGNMENT dated as of October 28, 2009 (the "Assignment") is made by WHITEBOX CONVERTIBLE ARBITRAGE PARTNERS, LP ("Whitebox") and VICTORY PARK MANAGEMENT, LLC ("VPM").

Reference is made to that certain Security Agreement dated as of March 31, 2006 (as amended, restated, supplemented or otherwise modified from time to time, the ("Security Agreement"), among Global Employment Holdings, Inc., a Delaware corporation (the "Company"), each of the Company's subsidiaries (collectively, the "Grantors"), and Whitebox (successor by assignment to Amatis Limited), as Collateral Agent (the "Assignor"). Capitalized terms used herein and not otherwise defined shall have the meanings assigned to such terms in the Security Agreement.

WHEREAS, pursuant to the Security Agreement, the Grantors granted the Collateral Agent a lien on and security interest in and to all its right, title and interest in and to the Intellectual Property owned by it;

WHEREAS, the Collateral Agent recorded an Assignment for Security by Global Employment Solutions, Inc., a Colorado corporation, with the U.S. Patent and Trademark Office on June 2, 2006 at Reel/Frame 3320/0885;

WHEREAS, the Collateral Agent recorded an Assignment for Security by Excell Personnel Services Corporation, an Illinois corporation, with the U.S. Patent and Trademark Office on June 2, 2006 at Reel/Frame 3320/0891;

WHEREAS, the Collateral Agent recorded an Assignment for Security by Global Employment Solutions PEO Inc. (f/k/a Southeastern Staffing, Inc.), a Florida corporation, with the U.S. Copyright Office on June 7, 2006 at Volume/Document 3539/099; and

WHEREAS, the Assignor has been succeeded by Victory Park Management, LLC as the Collateral Agent under the Security Agreement (the "Assignee").

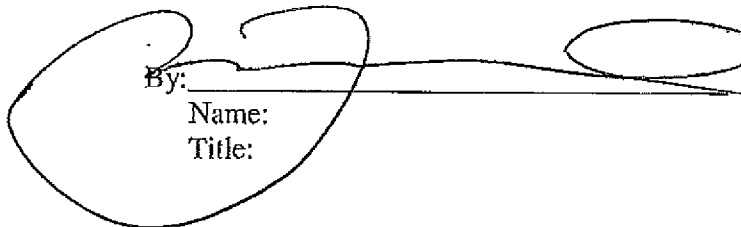
AGREEMENT

The Assignor, for valuable consideration, receipt of which is hereby acknowledged, hereby assigns to the Assignee all of its right, title and interest in the security interest in the Collateral granted under the Security Agreement, including, without limitation, security interests in the Grantors' right, title and interest in and to the Trademarks and Copyrights set forth on Schedule I hereto (collectively, the "Assigned Intellectual Property Security Interests"). This assignment is made without recourse, representations or warranties of any kind.

[Signature Pages Follow]

DATED as of the 28 day of October, 2009.

**WHITEBOX CONVERTIBLE ARBITRAGE
PARTNERS, LP, as former Collateral Agent**

By: 
Name:
Title:

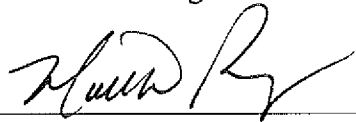
[Signature Page to Assignment of Intellectual Property Interests]

ACCEPTANCE AND ASSUMPTION

Assignee accepts the foregoing assignment of the Assigned Intellectual Property Security Interests.

DATED as of the 28th day of October, 2009.

**VICTORY PARK MANAGEMENT,
LLC, as Collateral Agent**

By:  _____

Name:

Title:

**Matthew D. Ray
Manager**

ACKNOWLEDGEMENT AND CONSENT

Each of the Grantors hereby acknowledges and consents to the assignment of the Assigned Intellectual Property Security Interests from the Assignor to the Assignee and confirm that the Assignee, as newly appointed Collateral Agent, holds all right, title and interest in the Assigned Intellectual Property Security Interests.

DATED as of the 22nd day of September, 2009.

GLOBAL EMPLOYMENT HOLDINGS, INC.

By: PR
Name: Paige Burkes
Its: Chief Financial Officer

EXCELL PERSONNEL SERVICES CORPORATION

By: PR
Name: Paige Burkes
Its: Executive Vice President

TEMPORARY PLACEMENT SERVICE, INC.,
f/k/a Michaels & Associates, Inc. and successor by
merger to Temporary Placement Service, Inc.

By: PR
Name: Paige Burkes
Its: Executive Vice President

GLOBAL EMPLOYMENT SOLUTIONS PEO V
INC., f/k/a Southeastern Personnel Management,
Inc.

By: PR
Name: Paige Burkes
Its: Executive Vice President

GLOBAL EMPLOYMENT SOLUTIONS, INC.

By: PR
Name: Paige Burkes
Its: Chief Financial Officer

FRIENDLY ADVANCED SOFTWARE TECHNOLOGY, INC.

By: PR
Name: Paige Burkes
Its: Executive Vice President

GLOBAL EMPLOYMENT SOLUTIONS PEO
INC., f/k/a Southeastern Staffing, Inc.

By: PR
Name: Paige Burkes
Its: Executive Vice President

MAIN LINE PERSONNEL SERVICES, INC.

By: PR
Name: Paige Burkes
Its: Executive Vice President

[Acknowledgement and Consent to Assignment of Intellectual Property Interests]

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GLOBAL EMPLOYMENT SOLUTIONS PEO III
INC., f/k/a Bay HR, Inc.

By: PR

Name: Paige Burkes

Its: Executive Vice President

GLOBAL EMPLOYMENT SOLUTIONS PEO II
INC., f/k/a Southeastern Staffing II, Inc.

By: PR

Name: Paige Burkes

Its: Executive Vice President

GLOBAL EMPLOYMENT SOLUTIONS PEO
VII INC., f/k/a Southeastern Staffing IV, Inc.

By: PR

Name: Paige Burkes

Its: Executive Vice President

GLOBAL EMPLOYMENT SOLUTIONS PEO IX
INC., f/k/a Southeastern Staffing VI, Inc.

By: PR

Name: Paige Burkes

Its: Executive Vice President

GLOBAL EMPLOYMENT SOLUTIONS PEO
IV INC., f/k/a Southeastern Georgia HR, Inc.

By: PR

Name: Paige Burkes

Its: Executive Vice President

GLOBAL EMPLOYMENT SOLUTIONS PEO
VI INC., f/k/a Southeastern Staffing III, Inc.

By: PR

Name: Paige Burkes

Its: Executive Vice President

GLOBAL EMPLOYMENT SOLUTIONS PEO
VIII INC., f/k/a Southeastern Staffing V, Inc.

By: PR

Name: Paige Burkes

Its: Executive Vice President

KEYSTONE ALLIANCE, INC.

By: PR

Name: Paige Burkes

Its: Executive Vice President

[Acknowledgement and Consent to Assignment of Intellectual Property Interests]

TRADEMARK

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Schedule I

Trademarks

<u>TRADEMARK</u>	<u>SERIAL NO.</u>	<u>REG NO.</u>	<u>OWNER</u>
Global Employment Solutions	76063955	2566696	Global Employment Solutions, Inc.
Excell	73725822	1524781	Excell Personnel Services Corporation

Copyrights

<u>COPYRIGHT</u>	<u>REG NO.</u>	<u>OWNER</u>
Do your employees a favor: let them go	TX0003383768	Global Employment Solutions PEO Inc.
Imagine running your business	TX0003447252	Global Employment Solutions PEO Inc.