

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
New C.A.P.S., LLC		05/01/2011	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	The Prudential Insurance Company of America, as Collateral Agent		
Street Address:	Four Embarcadero Center, Suite 2700		
Internal Address:	c/o Prudential Capital Group		
City:	San Francisco		
State/Country:	CALIFORNIA		
Postal Code:	94111-4180		
Entity Type:	CORPORATION: NEW JERSEY		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	3513694	CAPS UNIVERSAL	
Registration Number:	3558514	C PS UNIVERSAL THE STAR OF PAYROLL SERVICES	
CORRESPONDENCE DATA			
Fax Number:	(860)240-2513		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	860.240.2935		
Email:	michelle.fournier@bingham.com		
Correspondent Name:	Michelle Walters Fournier, RP		
Address Line 1:	Bingham McCutchen LLP		
Address Line 2:	One State Street		
Address Line 4:	Hartford, CONNECTICUT 06103		
NAME OF SUBMITTER:	Michelle Walters Fournier		
Signature:	/Michelle Walters Fournier/		

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Date:

05/03/2011

Total Attachments: 3

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**NOTICE OF GRANT OF SECURITY INTEREST
IN INTELLECTUAL PROPERTY**

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to (a) the Senior Secured Note Purchase Agreement, dated as of May 1, 2011 (as amended, restated, supplemented or otherwise modified from time to time, the "**Note Agreement**"), by and among Talent Acquisitions, LLC, a Delaware limited liability company (the "**Company**"), Talent Holdings, LLC, a Delaware limited liability company ("**Holdings**"), the Purchasers named therein and the Collateral Agent named therein, and (b) the related Security Agreement, dated as of May 1, 2011 (as amended, restated, supplemented or otherwise modified from time to time, the "**Security Agreement**"), made by the Company, Holdings, the undersigned and each of the other affiliates and subsidiaries of the Company and Holdings identified as Grantors therein in favor of The Prudential Insurance Company of America, in its capacity as collateral agent on behalf and for the benefit of the Secured Parties identified therein (together with its successors and assigns in such capacity, the "**Collateral Agent**"), the undersigned has granted a continuing security interest in and continuing lien upon the trademarks, trademark applications, patents, patent applications, copyrights and copyright applications, each of which is described on *Schedule I* attached hereto, in favor of the Collateral Agent.

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The undersigned hereby acknowledges and agrees that the security interest in the foregoing intellectual property (i) may only be terminated in accordance with the terms of the Note Agreement and the Security Agreement, and (ii) is not to be construed as an assignment of any intellectual property.

Very truly yours,

GRANTOR:

NEW C.A.P.S., LLC,
a Delaware limited liability company

By: ~~Talent Acquisitions, LLC, its sole member~~

By: _____

Name: ~~Scott M. Rorter~~

Title: Secretary

[Signature Page to Notice of Grant of Security Interest in Intellectual Property]

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SCHEDULE I

NEW C.A.P.S., LLC

Trademarks:

Trademarks

Description	Jurisdiction	Registration Number
Trademark – CAPS UNIVERSAL	United States	Registration No. 3,513,694
Trademark – CAPS UNIVERSAL THE STAR OF PAYROLL SERVICES	United States	Registration No. 3,558,514

Patents: None.

Copyrights: None.