

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest in Trademarks		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Workforcelogic LLC		01/05/2012	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	PNC Bank, National Association, as Agent		
Street Address:	5200 Town Center Circle		
Internal Address:	Suite 302		
City:	Boca Raton		
State/Country:	FLORIDA		
Postal Code:	33486		
Entity Type:	national banking association: UNITED STATES		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2767990	WORKFORCELOGIC	
CORRESPONDENCE DATA			
Fax Number:	(919)416-8328		
Phone:	9192868041		
Email:	pto_tmconfirmation@mvalaw.com		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Correspondent Name:	Moore & Van Allen PLLC		
Address Line 1:	430 Davis Drive		
Address Line 2:	Suite 500		
Address Line 4:	Morrisville, NORTH CAROLINA 27560		
ATTORNEY DOCKET NUMBER:	031558-176 EAR		
NAME OF SUBMITTER:	Ellen A. Rubel		

OP \$40.00 2767990

Signature:	/Ellen A. Rubel/
Date:	01/10/2012
Total Attachments: 4 source=CHAR1 - 1248266v1 - Executed IP Notice - Trademarks - Workforcelogic (January 5 2012)#page1.tif source=CHAR1 - 1248266v1 - Executed IP Notice - Trademarks - Workforcelogic (January 5 2012)#page2.tif source=CHAR1 - 1248266v1 - Executed IP Notice - Trademarks - Workforcelogic (January 5 2012)#page3.tif source=CHAR1 - 1248266v1 - Executed IP Notice - Trademarks - Workforcelogic (January 5 2012)#page4.tif	

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Fourth Amended and Restated Revolving Credit, Term Loan and Security Agreement dated as of January 5, 2012 (as the same may be amended, modified, extended or restated from time to time, the "Credit Agreement") by and among APC Workforce Solutions, LLC, a Florida limited liability company (the "Company"), certain subsidiaries of the Company party thereto (together with the Company, each a "Borrower" and collectively, the "Borrowers") and PNC Bank, National Association, as Agent (the "Agent") for the lenders referenced therein (the "Lenders"), the undersigned Borrower has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications and goodwill shown below to the Agent for the benefit of the Lenders:

TRADEMARKS

<u>Trademark No.</u>	<u>Description of Trademark</u>	<u>Date of Trademark</u>
See <u>Schedule A</u> attached hereto.		

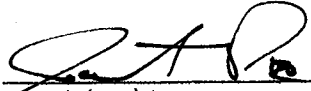
TRADEMARK APPLICATIONS

<u>Trademark Application No.</u>	<u>Description of Trademark Applied For</u>	<u>Date of Trademark Application</u>
See <u>Schedule A</u> attached hereto.		

The Borrowers and the Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Credit Agreement and (ii) is not to be construed as a sale or assignment of any trademark or trademark application.

Very truly yours,

WORKFORCELOGIC LLC,
a Delaware limited liability company

By: 
Name: John Pless
Title: Vice President

Acknowledged and Accepted:

PNC BANK, NATIONAL ASSOCIATION,
as Agent

By: _____
Name: _____
Title: _____

IP NOTICE - TRADEMARK

TRADEMARK
REEL: 004694 FRAME: 0844

The Borrowers and the Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Credit Agreement and (ii) is not to be construed as a sale or assignment of any trademark or trademark application.


Very truly yours,

WORKFORCELOGIC LLC,
a Delaware limited liability company

By: _____
Name: _____
Title: _____

Acknowledged and Accepted:

PNC BANK, NATIONAL ASSOCIATION,
as Agent

By:  _____
Name: W. Reed Paden
Title: Vice President

Schedule A

WorkforceLogic, LLC
(Delaware Limited Liability Company)

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
WORKFORCELOGIC	2767990	9/23/03