



01/06/2012



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Form PTO-1594 (Rev. 03-11) OMB Collection 0651-0027 (exp. 03-31-12)

U.S. DEPARTMENT OF COMMERCE United States Patent and Trademark Office

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

01/06/12

1. Name of conveying party(ies):

Corporate Services Group Holdings, Inc.

- Individual(s), Association, General Partnership, Limited Partnership, Corporation- State: Delaware, Other

Citizenship (see guidelines)

Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: The CIT Group/Business Credit, Inc.

Internal Address:

Address:

Street Address: 5420 LBJ Freeway, Suite 200

City: Dallas

State: Texas

Country: USA Zip: 75240

- Association, General Partnership, Limited Partnership, Corporation, Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) December 19, 2011

- Assignment, Merger, Security Agreement, Change of Name, Other

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

See Schedule 1 attached thereto (2479158; 2485115; et al.)

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Julie H Cooper

Internal Address:

Street Address: 2001 Ross Avenue, Suite 3700

City: Dallas

State: Texas Zip: 75201

Phone Number: 214-220-7919

Fax Number: 214-998-7919

Email Address: jucooper@velaw.com

6. Total number of applications and registrations involved:

15

7. Total fee (37 CFR 2.6(b)(6) & 3.41)

\$423.00 \$390.00

- Authorized to be charged to deposit account, Enclosed

8. Payment Information:

Deposit Account Number: 00000013 2479158

Authorized User Name: Julie H Cooper

9. Signature:

Handwritten signature of Julie H. Cooper

1/5/2012

Date

Julie H Cooper

Name of Person Signing

Total number of pages including cover sheet, attachments, and document:

9

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

SCHEDULE A
Trademarks and Servicemarks

1. Registered Trademarks and Servicemarks:

Owner	Trademark	Country	Reg. No.	Reg. Date/ App. Date
Corporate Services Group Holdings, Inc.	CAREERTRUST	USA	2465115	07/03/01
Corporate Services Group Holdings, Inc.	CORESKILLS	USA	2241959	04/27/99
Corporate Services Group Holdings, Inc.	CORESTAFF	USA	2225121	02/23/99
Corporate Services Group Holdings, Inc.	CORESTAFF SERVICES	USA	2225122	02/23/99
Corporate Services Group Holdings, Inc.	CORESTAFF SERVICES	USA	2225120	02/23/99
Corporate Services Group Holdings, Inc.	CORETRACK	USA	2550228	03/19/02
Corporate Services Group Holdings, Inc.	GUIDANT GROUP (Device left)	USA	3911386	01/25/11
Corporate Services Group Holdings, Inc.	INFOCURRENT	USA	2553687	03/26/02
Corporate Services Group Holdings, Inc.	LEAFSTONE	USA	2254967	06/22/99
Corporate Services Group Holdings, Inc.	TELE SEC	USA	1297971	09/25/84
Corporate Services Group Holdings, Inc.	TELE SEC	USA	740754	11/13/62
Corporate Services Group Holdings, Inc.	S.COM	USA	2527589	01/08/02
Corporate Services Group Holdings, Inc.	S.COM Thinking People	USA	3504184	09/23/08

Schedule A

SRG Woolf Group, Inc. (pending formal assignment to Corporate Services Group Holdings, Inc.)	SRG	USA	3087518	05/02/2006
SRG Woolf Group, Inc. (pending formal assignment to Corporate Services Group Holdings, Inc.)	SRG WOOLF GROUP	USA	3085351	04/25/2006

Schedule A

TRADEMARK
REEL: 004735 FRAME: 0419

AMENDED AND RESTATED TRADEMARK SECURITY AGREEMENT

THIS AMENDED AND RESTATED TRADEMARK SECURITY AGREEMENT (this "**Agreement**"), dated as of December 19, 2011 is entered into by CORPORATE SERVICES GROUP HOLDINGS, INC. ("**Grantor**") and The CIT Group/Business Credit, Inc. ("**CIT**"). Capitalized terms not otherwise defined herein have the meanings set forth in the Second Amended and Restated Financing Agreement dated as of December 19, 2011 among Grantor, CIT, Corporate Employment Resources, Inc., Guidant Group, Inc., Corestaff Support Services, Inc., Canada Corporate Employment Resources, ULC and Guidant Group Canada, ULC (the "**Financing Agreement**").

WHEREAS, pursuant to the Financing Agreement, Grantor is granting a security interest to CIT in certain Trademarks, whether now owned or existing or hereafter acquired or arising and wherever located, including the Trademarks listed on Schedule A attached hereto ("**Secured Trademarks**").

NOW, THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Grantor and CIT hereby agree as follows:

1. Grant of Security Interest.

1.1 Grantor hereby grants to CIT a security interest in and continuing lien on all of Grantor's right, title and interest in, to and under all the Secured Trademarks, subject to the terms and conditions of the Financing Agreement.

1.2 The security interest granted hereby is granted in conjunction with the security interest granted to CIT under the Financing Agreement. The rights and remedies of CIT with respect to the security interest granted hereby are in addition to those set forth in the Financing Agreement. In the event of any conflict between the terms of this Agreement and the terms of the Financing Agreement, the terms of the Financing Agreement shall control.

2. Modification of Agreement.

This Agreement or any provision hereof may not be changed, waived, or terminated except in accordance with the amendment provisions of the Financing Agreement pursuant to which CIT may modify this Agreement, after obtaining Grantor's approval of or signature to such modification, by amending Schedule A to include reference to any right, title or interest in any existing Trademarks or any Trademarks acquired or developed by Grantor after the execution hereof or to delete any reference to any right, title or interest in any Trademarks in which Grantor no longer has or claims any right, title or interest.

3. Governing Law.

THIS AGREEMENT AND THE RIGHTS AND OBLIGATIONS OF THE PARTIES HEREUNDER SHALL BE CONSTRUED IN ACCORDANCE WITH AND BE GOVERNED BY THE LAWS OF THE STATE OF TEXAS AND, TO THE EXTENT

CONTROLLING, LAWS OF THE UNITED STATES OF AMERICA, EXCEPT TO THE EXTENT THAT THE LAWS OF ANY STATE IN WHICH ANY OF THE COLLATERAL IS LOCATED NECESSARILY GOVERNS THE VALIDITY, PERFECTION, PRIORITY AND ENFORCEABILITY, AND THE EXERCISE OF ANY REMEDIES WITH RESPECT TO ANY LIEN OR SECURITY INTEREST INTENDED TO BE CREATED OR GRANTED HEREBY ON COLLATERAL LOCATED IN SUCH STATE.

4. Successors and Assigns.

This Agreement shall be binding upon and inure to the benefit of CIT and Grantor and their respective successors and assigns. Grantor shall not, without the prior written consent of CIT given in accordance with the Financing Agreement, assign any right, duty or obligation hereunder.

5. Counterparts.

This Agreement may be executed in any number of counterparts by the parties hereto on separate counterparts, each of which when so executed, shall be deemed to be an original and all of which taken together shall constitute one and the same instrument. Facsimiles shall be effective as originals.

[REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, Grantor and CIT have caused this Agreement to be duly executed and delivered as of the date first above written.

CORPORATE SERVICES GROUP HOLDINGS, INC., a Delaware corporation

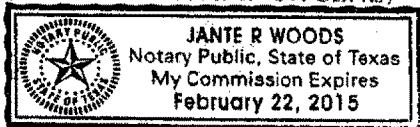
By: *KAC Anthony*
Name: Kenneth C. Anthony
Title: Vice President

STATE OF TEXAS §
 §
COUNTY OF Harris §

This instrument was acknowledged before me on December 16, 2011, by Kenneth C. Anthony, Vice President of CORPORATE SERVICES GROUP HOLDINGS, INC., a Delaware corporation, on behalf of said corporation.

WITNESS MY HAND AND/OR OFFICIAL SEAL.

(NOTARIAL STAMP OR SEAL)



Jante R Woods
Notary Public

My Commission Expires:
February 22, 2015

[SIGNATURE PAGE TO AMENDED AND RESTATED TRADEMARK SECURITY AGREEMENT]

THE CIT GROUP/BUSINESS CREDIT INC.

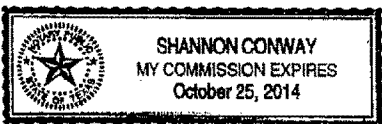
By: *Neal T. Legan*
Name: Neal T. Legan
Title: Managing Director

STATE OF TEXAS)
)
COUNTY OF DALLAS)

Neal Legan, Managing Director This instrument was acknowledged before me on December 15, 2011, by Neal Legan, Managing Director of THE CIT GROUP/BUSINESS CREDIT, INC., a New York corporation, on behalf of said corporation.

WITNESS MY HAND AND/OR OFFICIAL SEAL.

(NOTARIAL STAMP OR SEAL)



Shannon Conway
Notary Public

My Commission Expires:
October 25, 2014

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