

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
Corporate Services Group Holdings, Inc.		02/21/2014	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	CIT Finance LLC		
Street Address:	5420 LBJ Freeway, Suite 200		
City:	Dallas		
State/Country:	TEXAS		
Postal Code:	75240		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 14			
Property Type	Number	Word Mark	
Registration Number:	2465115	CAREERTRUST	
Registration Number:	2241959	CORESKILLS	
Registration Number:	2225121	CORESTAFF	
Registration Number:	2225122	CORESTAFF SERVICES	
Registration Number:	2225120	CORESTAFF SERVICES	
Registration Number:	2550228	CORETRACK	
Registration Number:	3911386	GUIDANT GROUP	
Registration Number:	2553687	INFOCURRENT	
Registration Number:	2254967	LEAFSTONE	
Registration Number:	1297971	TELE SEC	
Registration Number:	2527589	S.COM	
Registration Number:	3087518	SRG	
Registration Number:	3085351	SRG WOOLF GROUP	
Registration Number:	0740754	TELE SEC	

TRADEMARK

CORRESPONDENCE DATA

Fax Number: 2142207716

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 214-661-7324

Email: sbertino@velaw.com

Correspondent Name: Shannon Bertino

Address Line 1: 2001 Ross Avenue, Suite 3700

Address Line 2: c/o Vinson & Elkins L.L.P.

Address Line 4: Dallas, TEXAS 75201

ATTORNEY DOCKET NUMBER:

CIT200/16001

NAME OF SUBMITTER:

Shannon Bertino

Signature:

/Shannon Bertino/

Date:

02/24/2014

Total Attachments: 6

source=Trademark Agreement#page1.tif

source=Trademark Agreement#page2.tif

source=Trademark Agreement#page3.tif

source=Trademark Agreement#page4.tif

source=Trademark Agreement#page5.tif

source=Trademark Agreement#page6.tif

TRADEMARK SECURITY AGREEMENT

THIS TRADEMARK SECURITY AGREEMENT (this “**Agreement**”), dated as of February 21, 2014 is entered into by CORPORATE SERVICES GROUP HOLDINGS, INC. (“**Grantor**”) and CIT FINANCE LLC (“**CIT**”). Capitalized terms not otherwise defined herein have the meanings set forth in the Financing Agreement dated as of February 21, 2014 among Grantor, CIT, Corporate Employment Resources, Inc., Guidant Group, Inc., Corestaff Support Services, Inc., CER Canada Holding, Inc., Guidant Canada Holding, 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 NEW YORK 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 two or more counterparts. Each counterpart is deemed an original, but all such counterparts taken together shall constitute one and the same instrument. This Agreement becomes effective upon the execution hereof by Grantor and delivery of the same to CIT, and it is not necessary for CIT to execute any acceptance hereof or otherwise signify or express its acceptance hereof. Delivery of a counterpart of this Agreement by facsimile or other electronic transmission shall be as effective as delivery of a manually executed counterpart hereof.

[Signature Pages Follow]

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: 

Name: Patrick Ray

Title: Secretary

STATE OF GEORGIA

§

§

COUNTY OF Fulton

§

This instrument was acknowledged before me on February 17, 2014, by Patrick Ray, Secretary 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)

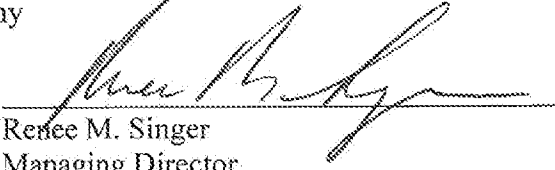


Notary Public

My Commission Expires:

June 20, 2017

CIT FINANCE LLC, a Delaware limited liability company

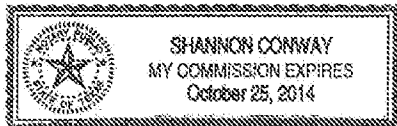
By: 
Name: Renee M. Singer
Title: Managing Director

STATE OF TEXAS)
)
COUNTY OF DALLAS)

This instrument was acknowledged before me on February 14, 2014, by Renee M. Singer, Managing Director of CIT FINANCE LLC, a Delaware limited liability company, on behalf of said company.

WITNESS MY HAND AND/OR OFFICIAL SEAL.

(NOTARIAL STAMP OR SEAL)




Notary Public

My Commission Expires:
October 25, 2014

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	Application pending in Canada	Application No. 1,540,356	PENDING
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	Application pending in Canada		PENDING
Corporate Services Group Holdings, Inc.	GUIDANT GROUP (Device left)	USA	3911386	01/25/2011
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.	S.COM	USA	2527589	01/08/02

Schedule A

2281905v.3 CIT200/16001

TRADEMARK
REEL: 005222 FRAME: 0369

Corporate Services Group Holdings, Inc.	S.COM Thinking People	USA	3504184	09/23/08
SRG Woolf Group, Inc. (pending formal assignment to Corporate Services Group Holdings, Inc.)	SRG	USA	3087518	06/02/2006
SRG Woolf Group, Inc. (pending formal assignment to Corporate Services Group Holdings, Inc.)	SRG WOOLF GROUP	USA	3085351	04/25/2006
Corporate Services Group Holdings, Inc.	TELE SEC	USA	0740754	11/13/1962

Schedule A

2281905v.3 CIT200/16001

RECORDED: 02/24/2014

TRADEMARK
REEL: 005222 FRAME: 0370