



THIS IS A CONTINUATION OF THE INFORMATION IN ITEM NO. 1.

Names and citizenships of additional conveying parties:

<b>Company</b>	<b>Citizenship</b>
ABLEST, LLC	Delaware limited liability company
REMEDYTEMP, LLC	California limited liability company
SELECT PEO, LLC	California limited liability company
SELECT TEMPORARIES, LLC	California limited liability company
TANDEM STAFFING SOLUTIONS, LLC	Delaware limited liability company
WESTAFF SUPPORT, INC.	California corporation
WESTAFF, INC.	Delaware corporation

U.S. TRADEMARK REGISTRATIONS

Trademark	Jurisdiction	Application Number	Application Date	Registration Number	Registration Date	Owner	Status
CANDID8	U.S. Federal	86014905	19-Jul-2013	4512906	08-Apr-2014	Koosharem LLC	Registered
CPUTILITY	U.S. Federal	77892067	12-Dec-2009	3858262	05-Oct-2010	Koosharem LLC	Registered
CU THERE	U.S. Federal	77678674	26-Feb-2009	3776883	20-Apr-2010	Koosharem LLC	Registered
CU THERE	U.S. Federal	77678536	25-Feb-2009	3776882	20-Apr-2010	Koosharem LLC	Registered
Design Only	U.S. Federal	78938350	26-Jul-2006	3283052	21-Aug-2007	Koosharem LLC Bank of the West and BNP Paribas Liens	Registered
DEVELOP YOUR C.O.R.E. WORKFORCE	U.S. Federal	77702149	30-Mar-2009	3723721	08-Dec-2009	Koosharem LLC	Registered
HIREPAY	U.S. Federal	77217409	27-Jun-2007	3528477	04-Nov-2008	Koosharem LLC Bank of the West and BNP Paribas Liens	Registered
ISEARCH	U.S. Federal	85140821	29-Sep-2010	3933107	15-Mar-2011	Koosharem LLC	Registered
ISTATEMENT	U.S. Federal	85025084	28-Apr-2010	3947069	19-Apr-2011	Koosharem LLC	Registered
REFQUEST	U.S. Federal	86125566	21-Nov-2013			Koosharem LLC	Pending
REQUISTAFF	U.S. Federal	77678675	26-Feb-2009	3791142	18-May-2010	Koosharem LLC	Registered
REQUISTAFF	U.S. Federal	77678676	26-Feb-2009	3850929	21-Sep-2010	Koosharem LLC	Registered
SELECT STAFFING	U.S. Federal	77195777	01-Jun-2007	3539049	25-Nov-2008	Koosharem LLC Bank of the West and BNP Paribas Liens	Registered
SELECT TRUCKERS PLUS	U.S. Federal	85024250	27-Apr-2010	3889989	14-Dec-2010	Koosharem LLC	Registered
SELECTREMEDY	U.S. Federal	78914797	22-Jun-2006	3374299	22-Jan-2008	Koosharem LLC Bank of the West and BNP Paribas Liens	Registered
SENTINEL WORKFORCE SOLUTIONS	U.S. Federal	85920108	01-May-2013			Koosharem LLC	Pending

3323064,2

Trademark	Jurisdiction	Application Number	Application Date	Registration Number	Registration Date	Owner	Status
STAFFPOD	U.S. Federal	77678468	25-Feb-2009	3835870	17-Aug-2010	Koosharem LLC	Registered
TEAMLINK	U.S. Federal	85641435	02-Jun-2012	4429575	05-Nov-2013	Koosharem LLC	Registered
TYMENTRY	U.S. Federal	85479111	22-Nov-2011	4197415	28-Aug-2012	Koosharem LLC	Registered
TYMETRICS	U.S. Federal	77627057	05-Dec-2008	3714323	24-Nov-2009	Koosharem LLC	Registered
ZIPLINE	U.S. Federal	77251669	09-Aug-2007	3493655	26-Aug-2008	Koosharem LLC	Registered
EDGE	U.S. Federal	74652892	29-Mar-1995	2002401	24-Sep-1996	RemedyTemp, Inc. BofA, Bank of the West, Goldman Sachs and BNP Paribas Liens	Registered
HIRE INTELLIGENCE	U.S. Federal	74109053	25-Oct-1990	1660054	08-Oct-1991	RemedyTemp, Inc. BofA, Bank of the West, Goldman Sachs and BNP Paribas Liens	Registered
HPT	U.S. Federal	74722612	29-Aug-1995	2029804	14-Jan-1997	RemedyTemp, Inc. BofA, Bank of the West, Goldman Sachs and BNP Paribas Liens	Registered
INTELLIGENT STAFFING	U.S. Federal	74704110	21-Jul-1995	2007936	15-Oct-1996	RemedyTemp, Inc. BofA, Bank of the West, Goldman Sachs and BNP Paribas Liens	Registered
MANAGER MATCH	U.S. Federal	78375009	26-Feb-2004	3061073	21-Feb-2006	RemedyTemp, Inc. BofA, Bank of the West, Goldman Sachs and BNP Paribas Liens	Registered
MEGABLAST	U.S. Federal	78302699	19-Sep-2003	2879681	31-Aug-2004	RemedyTemp, Inc. BofA, Bank	Registered

3322064.2

Trademark	Jurisdiction	Application Number	Application Date	Registration Number	Registration Date	Owner	Status
						of the West, Goldman Sachs and BNP Paribas Liens	
REMEDY	U.S. Federal	73524668	01-Mar-1985	1357133	27-Aug-1985	RemcdyTemp , Inc. BofA, Bank of the West, Goldman Sachs and BNP Paribas Liens	Registered
REMEDY KNOWLEDGE BANK	U.S. Federal	78516954	15-Nov-2004	3037996	03-Jan-2006	RemedyTemp , Inc. Bank of the West, Goldman Sachs and BNP Paribas Liens	Registered
REMEDY TECHNICAL	U.S. Federal	75514823	07-Jul-1998	2235965	30-Mar-1999	RemedyTemp , Inc. BofA, Bank of the West, Goldman Sachs and BNP Paribas Liens	Registered
REMEDY TEMPORARY SERVICES	U.S. Federal	73525027	04-Mar-1985	1363675	01-Oct-1985	RemcdyTemp , Inc. BofA, Bank of the West, Goldman Sachs and BNP Paribas Liens	Registered
REMEDYTEMP	U.S. Federal	73531872	12-Apr-1985	1364854	08-Oct-1985	RemedyTemp , Inc. BofA, Bank of the West, Goldman Sachs and BNP Paribas Liens	Registered
REMX	U.S. Federal	75579944	30-Oct-1998	2520583	18-Dec-2001	RemedyTemp , Inc. BofA, Bank of the West, Goldman Sachs and BNP Paribas Liens	Registered

3323064.2

Trademark	Jurisdiction	Application Number	Application Date	Registration Number	Registration Date	Owner	Status
REMX VERIFY	U.S. Federal	78532273	14-Dec-2004	3080863	11-Apr-2006	RemedyTemp, Inc. Bank of the West, Goldman Sachs and BNP Paribas Liens	Registered
WE GET PEOPLE	U.S. Federal	78911643	19-Jun-2006	3244549	22-May-2007	RemedyTemp, Inc. Bank of the West and BNP Paribas Liens	Registered
SELECT FOCUS	U.S. Federal	77466682	06-May-2008	3677456	01-Sep-2009	Select PEO, Inc.	Registered
Design Only	U.S. Federal	78546894	13-Jan-2005	3096831	23-May-2006	Select Temporaries, Inc. Bank of the West and BNP Paribas Liens	Registered
TANDEM	U.S. Federal	75240067	11-Feb-1997	2200417	27-Oct-1998	Tandem Staffing Solutions, Inc. Bank of the West Lien	Registered
TRADEFORCE BY SELECT STAFFING	U.S. Federal	77444076	09-Apr-2008	3737650	12-Jan-2010	Tandem Staffing Solutions, Inc.	Registered
ON-LOCATION & ESSENTIAL	U.S. Federal	75706002	12-May-1999	2357309	13-Jun-2000	Weststaff Support, Inc. Bank of the West and BNP Paribas Liens	Registered
PROVIDING ESSENTIAL PEOPLE	U.S. Federal	77205276	13-Jun-2007	3381117	12-Feb-2008	Weststaff Support, Inc. Bank of the West and BNP Paribas Liens	Registered
TALENT TRAK	U.S. Federal	76430396	15-Jul-2002	2763783	16-Sep-2003	Weststaff Support, Inc. Bank of the West and BNP Paribas Liens	Registered
TIME TRAK	U.S. Federal	76441182	14-Aug-2002	2878383	31-Aug-2004	Weststaff Support, Inc. Bank of the West and	Registered

3323064.2

Trademark	Jurisdiction	Application Number	Application Date	Registration Number	Registration Date	Owner	Status
						BNP Paribas Liens	
ABLEST	U.S. Federal	74140670	19-Feb-1991	1672759	21-Jan-1992	Abicst, Inc. Bank of the West and BNP Paribas Liens	Registered
WESTAFF	U.S. Federal	74455739	09-Nov-1993	1855940	27-Sep-1994	Westaff, Inc. Bank of the West and BNP Paribas Liens	Registered
Westaff	Australia	629317	09-May-1994	629317	09-May-1994	Westaff Support, Inc.	Registered
Westaff	Australia	629318	09-May-1994	629318	09-May-1994	Westaff Support, Inc.	Registered
CALLER ACCESS	Canada	103023600	27-Sep-1999	TMA579185	08-Apr-2003	RemedyTemp, Inc.	Registered
HPT	Canada	103023800	27-Sep-1999	TMA579000	04-Apr-2003	RemedyTemp, Inc.	Registered
I/SEARCH 2000	Canada	103023500	27-Sep-1999	TMA578819	02-Apr-2003	RemedyTemp, Inc.	Registered
INTELLIGENT STAFFING	Canada	103023700	27-Sep-1999	TMA578793	02-Apr-2003	RemedyTemp, Inc.	Registered
MAPS	Canada	103024100	27-Sep-1999	TMA588193		RemedyTemp, Inc.	Registered
REMEDY	Canada	060765100	24-May-1988	TMA361867	03-Nov-1989	RemedyTemp, Inc.	Registered
REMEDY	Canada	058919000	04-Aug-1987	TMA357779	30-Jun-1989	RemedyTemp, Inc.	Registered
REMEDY TEMPORARY SERVICES	Canada	103024000	27-Sep-1999	TMA578834	02-Apr-2003	RemedyTemp, Inc.	Registered
WESTAFF DESIGN	Canada	089704000	20-Nov-1998	TMA585349	16-Jul-2003	Westaff (USA), Inc.	Registered
WESTAFF	Community Trademarks	807958	28-Apr-1998	807958	13-Jan-2000	Westaff Support, Inc.	Registered
WESTAFF	New Zealand	291802	28-Apr-1998	291802	18-Jan-1999	Westaff Support, Inc.	Registered
THE INTELLIGENT TEMPORARY	U.S. State			26753	08-May-1986	Remedy Temp Inc.	Registered CA
SELECT	U.S. State			48316	20-Aug-1997	Select Temporaries, Inc.	Registered CA
SELECT STAFFING SERVICES	U.S. State			61273	12-Oct-2005	Select Temporaries, Inc.	Registered CA
SELECT TEMPORARY	U.S. State			25101	20-Nov-1985	Select Temporaries,	Registered CA

\* Grantor intends to allow such registration to lapse or otherwise become abandoned in due course.

3323064.2

TRADEMARK  
REEL: 005291 FRAME: 0867

Trademark	Jurisdiction	Application Number	Application Date	Registration Number	Registration Date	Owner	Status
SERVICES						Inc.	
TYMETRICS	U.S. State			67413	05-Aug-2011	Select Temporaries, Inc.	Registered CA
SELECTREMEDY	U.S. State			62540	15-Sep-2006	Koosharem Corporation	Registered CA
SELECT PERSONNELL SERVICES	U.S. State			10036738	31-Jul-2002	Real Time Staffing Services, Inc.	Registered NE
SELECT STAFFING	U.S. State			110991	02-May-2008	Real Time Staffing Services, Inc.	Registered AL
SELECT STAFFING	U.S. State			10110407	21-Apr-2008	Real Time Staffing Services, Inc.	Registered NE
SELECT STAFFING	U.S. State			1773691	14-Apr-2008	Real Time Staffing Services, Inc.	Registered OH
SELECT STAFFING	U.S. State				30-Apr-2008	Real Time Staffing Services, Inc.	Registered WI
SELECT STAFFING SERVICES	U.S. State			10036740	31-Jul-2002	Real Time Staffing Services, Inc.	Registered NE
SELECT TECHNICAL SERVICES	U.S. State			10036742	31-Jul-2002	Real Time Staffing Services, Inc.	Registered NE
SELECT TEMPORARY SERVICES	U.S. State			10036739	31-Jul-2002	Real Time Staffing Services, Inc.	Registered NE
REMX FINANCIAL STAFFING	U.S. State			21366	21-May-2003	Remx, Inc.	Registered NJ
SELECT FOCUS	U.S. State			110992	02-May-2008	Select PEO, Inc.	Registered AL
SELECT FOCUS	U.S. State			4062417	18-Apr-2008	Select PEO, Inc.	Registered HI
SELECT FOCUS	U.S. State			T026982	17-Aug-2009	Select PEO, Inc.	Registered MT
SELECT FOCUS	U.S. State			10110408	21-Apr-2008	Select PEO, Inc.	Registered NE
SELECT FOCUS	U.S. State			TK08122201	22-Dec-2008	Select PEO, Inc.	Registered NM
SELECT FOCUS	U.S. State			E038598200 9-3	13-Jul-2009	Select PEO, Inc.	Registered NV
SELECT FOCUS	U.S. State			1774531	17-Apr-2008	Select PEO, Inc.	Registered OH
SELECT FOCUS	U.S. State				15-Dec-2008	Select PEO, Inc.	Registered SC
SELECT FOCUS	U.S. State				30-Apr-2008	Select PEO, Inc.	Registered WI
GOING THE EXTRA MILE	U.S. State			61085	24-Aug-2005	Select Temporaries, Inc.	Registered CA

3323064.2



Trademark	Jurisdiction	Application Number	Application Date	Registration Number	Registration Date	Owner	Status
SELECT PERSONNEL SERVICES	U.S. State			51357	07-May-1999	Select Temporaries, Inc.	Registered CA
SELECT PERSONNEL SERVICES	U.S. State			51358	07-May-1999	Select Temporaries, Inc.	Registered CA
SELECT TRUCKERS PLUS	U.S. State			110990	02-May-2008	Select Trucking Services, Inc.	Registered AL
SELECT TRUCKERS PLUS	U.S. State			1771535	07-Apr-2008	Select Trucking Services, Inc.	Registered OH
ACCOUNTANTS USA	U.S. State			M07279	09-Dec-2003	Westaff (USA), Inc.	Registered MI
WESTERN LEGAL SERVICES	U.S. State			35229	19-Sep-1989	Westaff (USA), Inc.	Registered CA
WESTERN TECHNICAL SERVICES	U.S. State			35310	28-Sep-1989	Westaff (USA), Inc.	Registered CA

**NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS**

(Trademarks, Trademark Registrations, Trademark Applications and Trademark Licenses)

May 16, 2014

WHEREAS, Koosharem, LLC, a California limited liability company, RemedyTemp, LLC, a California limited liability company, Select PEO, LLC, a California limited liability company, Select Temporaries, LLC, a California limited liability company, Tandem Staffing Solutions, LLC, a Delaware limited liability company, Westaff Support, Inc., a California corporation, Ablest, LLC, a Delaware limited liability company, Westaff, Inc., a Delaware corporation, Westaff (USA), Inc., a California corporation, Real Time Staffing Services, LLC, a California limited liability company, REMX, LLC, a California limited liability company, and Select Trucking Services, LLC, a California limited liability company (herein referred to as the "Grantors") own, or in the case of licenses are parties to, the Trademark Collateral (as defined below); and

WHEREAS, Koosharem, LLC (the "Company"), the affiliates of Company party thereto as Borrowers (together with Company, collectively, the "Borrowers"), the other affiliates of the Company party thereto, the Lenders party thereto, Royal Bank of Canada, as U.S. Administrative Agent and U.S. Collateral Agent, and others are parties to a Credit Agreement dated as May 16, 2014 (as amended from time to time, the "Credit Agreement"); and

WHEREAS, pursuant to (i) a Guarantee and Collateral Agreement dated as of May 16, 2014 (as amended and/or supplemented from time to time, the "Security Agreement") among the Specified U.S. Borrower, the Guarantors party thereto and Royal Bank of Canada, as U.S. Administrative Agent and U.S. Collateral Agent (in such capacity, together with its successors in such capacity, the "Grantee") for the Secured Parties referred to therein, and (ii) certain other Security Documents (including this Notice of Grant of Security Interest in Copyrights), the Grantors have secured their Obligations (the "Secured Obligations") and guaranteed the Obligations of the Borrowers and the other Guarantors, as applicable, and secured such guarantee (the "Grantors' Secured Guarantee") by granting to the Grantee for the benefit of such Secured Parties a continuing security interest in personal property of the Grantors, including all right, title and interest of the Grantors in, to and under the Trademark Collateral (as defined below); and

WHEREAS, capitalized terms used but not otherwise defined herein shall have the meanings given to them in the Security Agreement;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Grantors, in order to secure all Obligations, hereby grants to the Grantee, for the benefit of the Secured Parties, a continuing security interest in all of the Grantors' right, title and interest in, to and under

all of the following property of such Grantors, as the case may be, whether now owned or existing or hereafter acquired or arising and regardless of where located (collectively, the "Trademark Collateral"): (i) all trademarks, trade names, corporate names, company names, business names, fictitious business names, trade styles, service marks, logos, brand names, trade dress, domain names, global top level domain names, and any other source or business identifiers protected under the laws of the United States or any State thereof or any other country or political subdivision thereof, (ii) the goodwill of the business symbolized thereby or associated therewith, (iii) all registrations and applications therefor, including registrations and applications in the United States Patent and Trademark Office or in any similar office or agency of the United States, any State thereof or any other country or any political subdivision thereof, including those referred to in Schedule I hereto; and (iv) all renewals of any of the foregoing; provided, that, no security interest shall be created in, and the term "Trademark Collateral" shall not include any Excluded Assets; provided, further, that the foregoing security interests shall immediately attach to, and the Trademark Collateral shall immediately include, any such asset (or portion thereof) upon such asset (or such portion) ceasing to be an Excluded Asset. The foregoing security interest is granted in conjunction with the security interests granted by the Grantors to the Grantee pursuant to the Security Agreement, and is expressly subject to the terms and conditions thereof. The Grantors acknowledge and affirm that the rights and remedies of the Grantee with respect to the security interest in the Trademark Collateral granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein and which shall override the terms hereof in the event of a conflict.

This Notice of Grant of Security Interest in Trademarks has been executed and delivered by the Grantors for the purpose of recording the grant of security interest herein with the United States Patent and Trademark Office (and any successor office).

This Notice of Grant of Security Interest in Trademarks may be executed in counterparts (and by different parties hereto on different counterparts), each of which shall constitute an original but all of which when taken together constitute a single contract. Delivery of an executed counterpart of a signature page of this Notice of Grant of Security Interest in Trademarks by facsimile or other electronic imaging shall be effective as delivery of a manually executed counterpart of this Notice of Grant of Security Interest in Trademarks.

**THIS NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS AND ANY CLAIM, CONTROVERSY OR DISPUTE ARISING UNDER OR RELATED TO THIS NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS (INCLUDING, WITHOUT LIMITATION, ANY CLAIMS SOUNDING IN CONTRACT LAW OR TORT LAW ARISING OUT OF THE SUBJECT MATTER HEREOF) SHALL BE CONSTRUED IN ACCORDANCE WITH AND GOVERNED BY THE LAWS OF THE STATE OF NEW YORK.**

Notwithstanding anything herein to the contrary, the Liens and security interests granted to the Grantee pursuant to this Notice of Grant of Security Interest in Trademarks and the exercise of any right or remedy by the Grantee hereunder, in each case, with

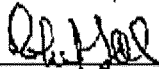
respect to the Trademark Collateral are subject to the limitations and provisions of the Intercreditor Agreement. In the event of any conflict between the terms of the Intercreditor Agreement and the terms of this Notice of Grant of Security Interest in Trademarks with respect to the Trademark Collateral, the terms of the Intercreditor Agreement shall govern and control; provided, that, the Intercreditor Agreement shall not be construed, by its terms, to modify any security interest granted pursuant hereto.

[The remainder of this page has been intentionally left blank.]


IN WITNESS WHEREOF, the Grantors have caused this Notice of Grant of Security Interest in Trademarks to be duly executed by its officer thereunto duly authorized as of the date first written above.

KOOSHAREM, LLC

By: New Konsharem Corporation, as sole member

By:   
Name: Rob Olson  
Title: Secretary

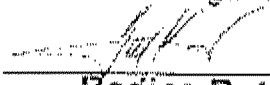
ABLEST, LLC  
REMEDYTEMP, LLC  
SELECT PEO, LLC  
SELECT TEMPORARIES, LLC  
TANDEM STAFFING SOLUTIONS, LLC  
WESTAFF SUPPORT, INC.  
WESTAFF, INC.

By:   
Name: Rob Olson  
Title: Secretary

Grant of Security Interest in Trademarks

Acknowledged:

ROYAL BANK OF CANADA.  
as U.S. Administrative Agent and U.S. Collateral Agent

By:   
Name: Rodica Dutka  
Title: Manager, Agency

Grant of Security Interest in Trademarks