

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM348760

SUBMISSION TYPE:	RESUBMISSION
NATURE OF CONVEYANCE:	Security Agreement
RESUBMIT DOCUMENT ID:	900331190

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Madison Resource Funding Corp.		07/02/2015	CORPORATION: MASSACHUSETTS
NESC Staffing, Corp.	FORMERLY National Engineering Service Corporation	07/02/2015	CORPORATION: MASSACHUSETTS

RECEIVING PARTY DATA

Name:	Citizens Business Capital, as Agent
Street Address:	28 State Street
Internal Address:	12th Floor
City:	Boston
State/Country:	MASSACHUSETTS
Postal Code:	02109
Entity Type:	Bank: UNITED STATES

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Registration Number:	3078554	MADISON RESOURCE FUNDING
Registration Number:	2856334	NATIONAL EMPLOYMENT SERVICE CORPORATION
Registration Number:	1623954	NATIONAL
Registration Number:	3081653	NATIONAL ENGINEERING SERVICE CORPORATION
Registration Number:	3046513	ONLINE REAL TIME
Registration Number:	3084454	NATIONAL FINANCIAL STAFFING

CORRESPONDENCE DATA

Fax Number: 8004947512
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 202-370-4750
Email: ipteam@nationalcorp.com
Correspondent Name: Dwayne C. Houston
Address Line 1: 1025 Vermont Avenue NW, Suite 1130
Address Line 2: National Corporate Research, Ltd.

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Address Line 4:	Washington, D.C. 20005
ATTORNEY DOCKET NUMBER:	F157100
NAME OF SUBMITTER:	Andrew Nash
SIGNATURE:	/Andrew Nash/
DATE SIGNED:	07/21/2015
Total Attachments: 6 source=Executed Grant of Security Interest in US Trademarks.Madison Resource#page1.tif source=Executed Grant of Security Interest in US Trademarks.Madison Resource#page2.tif source=Executed Grant of Security Interest in US Trademarks.Madison Resource#page3.tif source=Executed Grant of Security Interest in US Trademarks.Madison Resource#page4.tif source=Executed Grant of Security Interest in US Trademarks.Madison Resource#page5.tif source=Executed Grant of Security Interest in US Trademarks.Madison Resource#page6.tif	

GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

July 2, 2015

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, MADISON RESOURCE FUNDING CORP., a corporation organized under the laws of the Commonwealth of Massachusetts ("Madison") and NESC STAFFING, CORP. (f/k/a National Engineering Service Corporation), a corporation organized under the laws of the Commonwealth of Massachusetts ("NESC," and together with Madison, individually, a "Grantor," and collectively, the "Grantors"), in each case with offices at 72 Mirona Road, Portsmouth, New Hampshire 03801, hereby grant to CITIZENS BUSINESS CAPITAL, a division of Citizens Asset Finance, Inc., a New York corporation, as Agent, with offices at 28 State Street, 12th Floor Boston, Massachusetts 02109, as pledgee, assignee and secured party (in such capacities and together with any successors in such capacities, the "Grantee"), a continuing security interest in the following: (i) all of such Grantor's right, title and interest in, to and under the United States trademarks, service marks, trademark registrations, service mark registrations, trademark applications, and service mark applications (the foregoing, collectively, the "Marks") set forth on Schedule A attached hereto, (ii) all proceeds and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated, and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT OF SECURITY INTEREST IN UNITED STATES TRADEMARKS (this "Grant") is made to secure the satisfactory performance and payment of all the Secured Obligations of the Grantors, as such term is defined in the Second Amended and Restated Loan and Security Agreement by, among others, the Grantors, the other Grantors from time to time party thereto and the Grantee, dated as of July 2, 2015 (as amended, modified, supplemented or restated hereafter, the "Loan Agreement").

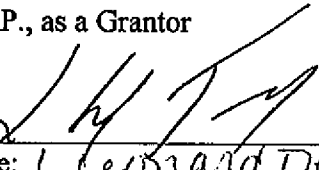
This Grant has been granted in conjunction with the security interest granted to the Grantee under the Loan Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Loan Agreement, all terms and provisions of which are incorporated herein by reference. Unless otherwise defined herein, terms defined in the Loan Agreement and used herein have the meaning given to them in the Loan Agreement. In the event that any provisions of this Grant are deemed to conflict with the Loan Agreement, the provisions of the Loan Agreement shall govern. The undersigned Grantors and Grantee hereby acknowledge and agree that the security interest in the foregoing Marks (a) may only be terminated in accordance with the terms of the Loan Agreement and (b) is not to be construed as an assignment of any trademark, service mark, or application or registration for any trademark or service mark.

THIS GRANT SHALL BE GOVERNED BY THE LAWS OF THE COMMONWEALTH OF MASSACHUSETTS WITHOUT GIVING EFFECT TO ANY PRINCIPLES OF CONFLICTS OF LAW OR OTHER RULE THAT WOULD CAUSE THE APPLICATION OF THE LAW OF ANY JURISDICTION OTHER THAN THE LAWS OF THE STATE COMMONWEALTH OF MASSACHUSETTS (BUT GIVING EFFECT TO FEDERAL LAWS RELATING TO NATIONAL BANKS).

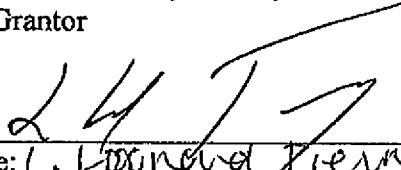
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IN WITNESS WHEREOF, the undersigned have executed this Grant as of the date above first written.

MADISON RESOURCE FUNDING
CORP., as a Grantor

By: 
Name: L. Leonard Tierney
Title: President

NESC STAFFING, CORP.,
as a Grantor

By: 
Name: L. Leonard Tierney
Title: President

ACKNOWLEDGED AND ACCEPTED:

**CITIZENS BUSINESS CAPITAL, A DIVISION
OF CITIZENS ASSET FINANCE, INC.,**
as Grantee






By: _____

Name: John D. Bobbin

Title: Senior Vice President

SCHEDULE A

U.S. Federal Trademarks

Trademark	Application Number/Registration Number	Application / Registration Date	Grantor
MADISON RESOURCE FUNDING (and Design) 	3,078,554	04/11/2006	Madison Resource Funding Corp.
NATIONAL EMPLOYMENT SERVICE CORPORATION 	2,856,334	6/22/2004	NESC Staffing, Corp. (as successor to National Employment Service Corporation)
NATIONAL (and Design) 	1,623,954	11/20/1990	NESC Staffing, Corp. (f/k/a National Engineering Service Corporation)
NATIONAL ENGINEERING SERVICE CORPORATION	3,081,653	4/18/2006	NESC Staffing, Corp. (f/k/a National Engineering Service Corporation)
ONLINE REAL TIME (and Design) 	3,046,513	01/17/2006	Madison Resource Funding Corp.
NATIONAL FINANCIAL STAFFING (and Design) 	3,084,454	04/25/2006	NESC Staffing, Corp.

State Trademarks

Trademark	Application Number/Registration Number	State	Application / Registration Date	Grantor
NESC	42581	MA	4/13/1989	NESC Staffing, Corp. (f/k/a National Engineering Service Corporation)
NATIONAL ENGINEERING CORPORATION	42583	MA	4/13/1989	NESC Staffing, Corp. (as successor to National Employment Service Corporation)
NATIONAL	42604	MA	4/13/1989	NESC Staffing, Corp. (f/k/a National Engineering Service Corporation)

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Schedule A to Grant of Security Interest in United States Trademarks