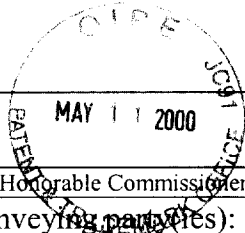


05-24-2000

DS

FORM PTO-1594

(Rev. 6-93)



101365879

U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office

To the Honorable Commissioner

checked original documents or copy thereof:

address of receiving party(ies):

1. Name of conveying party(ies):

Duperier & Associates, Inc.

Handwritten: PMP 5.11.00

Name: Professional Employer Services, Inc.

Internal Address: n/a

Street Address: 818 Howard Avenue, Suite 100
New Orleans, LA 70113

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-Mississippi
- Other

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

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

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-Louisiana
- Other

Execution Date: April 1, 2000

Domestic Representative Designation Required? Yes No
Additional name(s) and address(es) attached? Yes No

4. Application/Registration number(s) or patent number(s):

If this document is being filed together with a new application, the execution date is : n/a

A. Trademark Application No.(s)

B. Trademark Registration No(s):

1,845,844

Additional numbers attached? Yes No

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

Name: Andrew D. Price
Venable, Baetjer, Howard & Civiletti, LLP
1201 New York Avenue, N.W., Suite 1000
Washington, DC 20005-3917
Telephone: 202-962-4800
Facsimile: 202-962-8300

6. Total number of registrations and trademarks involved: 1

7. Total Fee (37 CFR 3.41) \$40.00

- Enclosed
- Authorized to be charged to deposit account, including deficiencies

8. Deposit Account number: 22-0261

(Attach duplicate copy of this page if paying by deposit account) Attached

05 4/2000 ASCOTT 00000066 1845844

DO NOT USE THIS SPACE

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9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Andrew D. Price
Name of person signing

Handwritten signature: ALDPA

Signature

May 10, 2000
Date

Total number of pages including cover sheet, attachments, and document: 4 (see * below)

Attorney Docket No.: 22837-103794

DC2DOCS1/200224

*Including Duplicate copy of this page and Assignment of Registered Service Mark

ASSIGNMENT OF REGISTERED SERVICE MARK

This Assignment of Registered Service Mark ("Assignment") is made to be effective as of the 1st day of April, by and between Duperier & Associates, Inc., a corporation organized and existing under the laws of the State of Mississippi ("Assignor") and Professional Employer Services, Inc. a corporation organized and existing under the laws of the State of Louisiana ("Assignee").

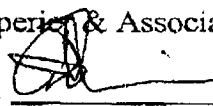
WHEREAS, Assignor has adopted, acquired, used, and is using exclusively in its business a certain service mark (the "Mark"), which is registered in the United States Patent and Trademark office under the following registration:

Mark	Registration Number	Date of Registration
<i>PeopleWorks</i>	1,845,844	July 19, 1994

WHEREAS, Assignee is desirous of acquiring all right, title, and interest in and to the Mark and the registration thereof;

NOW THEREFORE, for a good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby assign to Assignee, its successors and assigns, all of its right, title, and interest in and to the Mark, together with all of the goodwill of the businesses symbolized by the Mark, and the previously identified registration thereof, and together with the right to sue and collect damages and/or profits for past infringement of the Mark, the intent being to substitute Assignee in place of Assignor.

IN WITNESS WHEREOF, Duperier & Associates, Inc. has caused this instrument to be signed by a duly authorized corporate officer on this 1st day of April, 2000.

Duperier & Associates, Inc.
 By: 

 Gregory H. Browne, President

ACKNOWLEDGEMENT

STATE OF LOUISIANA

PARISH OF ORLEANS

BEFORE ME, the undersigned Notary Public, duly commissioned and qualified in and for the State of Louisiana, Parish of Orleans,

PERSONALLY CAME AND APPEARED:

GREGORY H. BROWNE, a person of the full age of majority who is the duly qualified and elected president of Duperier & Associates, Inc., a Mississippi corporation

who, in the presence of the undersigned witnesses and acting pursuant to the authority granted him by the board of directors, signed the foregoing instrument as his free act and deed for the purposes mentioned therein.

WITNESSES

Walt

[Signature]

Gregory H. Browne, President

Leana D. Kraut

[Signature]

NOTARY PUBLIC [SEAL]

MY COMMISSION EXPIRES AT MY DEATH

Dated: 5-9-00

MAY 11 2000

TRADEMARKS ONLY

To the Honorable Commissioner of Patents and trademarks: Please record the attached original documents or copy thereof:

1. Name of conveying party(ies):

Duperier & Associates, Inc.

Individual(s) Association

General Partnership Limited Partnership

Corporation-Mississippi

Other

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):

Name: **Professional Employer Services, Inc.**

Internal Address: n/a

Street Address: **818 Howard Avenue, Suite 100
New Orleans, LA 70113**

3. Nature of conveyance:

Assignment Merger

Security Agreement Change of Name

Other

Execution Date: **April 1, 2000**

Individual(s) citizenship

Association

General Partnership

Limited Partnership

Corporation-Louisiana

Other

Domestic Representative Designation Required? Yes No

Additional name(s) and address(es) attached? Yes No

4. Application/Registration number(s) or patent number(s):

If this document is being filed together with a new application, the execution date is : n/a

A. Trademark Application No.(s)

B. Trademark Registration No(s):

1,845,844

Additional numbers attached? Yes No

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Name: **Andrew D. Price**
Venable, Baetjer, Howard & Civiletti, LLP
1201 New York Avenue, N.W., Suite 1000
Washington, DC 20005-3917
Telephone: 202-962-4800
Facsimile: 202-962-8300

6. Total number of registrations and trademarks involved: **1**

7. Total Fee (37 CFR 3.41) **\$40.00**

Enclosed

Authorized to be charged to deposit account, including deficiencies


8. Deposit Account number: **22-0261**

(Attach duplicate copy of this page if paying by deposit account) **Attached**

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Andrew D. Price  May 10, 2000

Name of person signing Signature Date

Total number of pages including cover sheet, attachments, and document: **4 (see * below)**

Attorney Docket No.: **22837-103794**

DC2DOCS1/200224

***Including Duplicate copy of this page and Assignment of Registered Service Mark**