



# EXHIBIT A

MARK NAME	REGISTRATION NUMBER	REGISTRATION DATE
TOPS (word mark)	1,979,534	June 11, 1996
TOPS (design)	1,960,439	March 5, 1996
TOPS STAFFING (word mark)	2,026,065	December 24, 1996
TOPS STAFFING (design)	2,026,064	December 24, 1996
TOPS* Total Personnel Service (word mark)	1,704,335	July 28, 1992

MEMORANDUM OF ASSIGNMENT OF SERVICE AND DESIGN MARKS  
(FEDERAL)

WHEREAS, TOPS Staffing Services, Inc., a Colorado corporation, has registered with the United States Patent and Trademark Office the following certain service marks: "TOPS" (word mark, registration number 1,979,534, registered December 11, 1996); "TOPS" (design, registration number 1,960,439, registered March 5, 1996); "TOPS STAFFING" (word mark, registration number 2,026,065, registered December 24, 1996); "TOPS STAFFING" (design, registration number 2,026,064, registered December 24, 1996); and "TOPS\* Total Personnel Service" (word, registration number 1,704,335, registered July 28, 1992) (Collectively the "Marks");

WHEREAS, effective March 9, 1998, TOPS Staffing Services, Inc. sold the TOPS Staffing Services' segment of its business to SOS Staffing Services, Inc., a Utah corporation, for good and valuable consideration;

WHEREAS, as part of the transaction conveying the TOPS Staffing Services' segment of TOPS Staffing Services, Inc. to SOS Staffing Services, Inc., TOPS Staffing Services, Inc. assigned, conveyed and transferred all of its rights, title, ownership and usage of the Marks to SOS Staffing Services, Inc.;

NOW, THEREFORE, MAY ALL MEN KNOW BY THESE PRESENTS that TOPS Staffing Services, Inc. has assigned, conveyed and transferred all rights, title, ownership and uses of the Marks to SOS Staffing Services, Inc. and that said assignment, conveyance and transfer was effective March 9, 1998.

IN ACKNOWLEDGMENT HEREOF, the parties have set their hands below.

DATED this 9<sup>th</sup> of March, 1998.

TOPS STAFFING SERVICES, INC.

By:

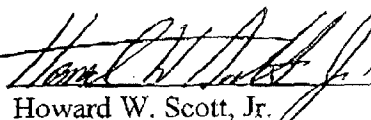
  
Karla C. Hertzog

Its: President

DATED this 9<sup>th</sup> of March, 1998.

SOS STAFFING SERVICES, INC.

By:

  
Howard W. Scott, Jr.

Its: Chief Executive Officer