

12-03-2002



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To the Honorable Commissioner of Pa

original documents or copy thereof.

1. Name of conveying party(ies): Randstad Staffing Services, L.P. Individual(s) Association General Partnership Limited Partnership Corporation-State GA Other Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies) Name: Randstad Staffing Services USA, Inc. Internal Address: Street Address: 2015 South Park Place City: Atlanta State GA Zip 30339 Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State GA Other If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other Execution Date: July 1, 1999

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 1,506,238 Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: JoAnn M. Holmes, Esq. Internal Address: Troutman Sanders LLP Bank of America Plaza Suite 5200 Street Address: 600 Peachtree Street NE City: Atlanta State GA Zip: 30308

6. Total number of applications and registrations involved: 1 7. Total fee (37 CFR 3.41): \$ 40.00 Enclosed Authorized to be charged to deposit account 8. Deposit account number: 20-1507 (Attach duplicate copy of this page if paying by deposit account)

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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. JoAnn M. Holmes, Esq. Signature Date 11/21/02

Total number of pages including cover sheet, attachments, and document: 3

ASSIGNMENT AND ASSUMPTION AGREEMENT

THIS ASSIGNMENT AND ASSUMPTION AGREEMENT (the "Agreement"), effective as of July 1, 1999, is between RANDSTAD STAFFING SERVICES USA, INC., a Georgia corporation ("RSS USA") and RANDSTAD STAFFING SERVICES, L.P., a Georgia limited partnership ("RSS LP").

WITNESSETH:

WHEREAS, on the date hereof, Randstad Participatie Maatschappij bv plans to contribute all of its partnership interests in RSS LP to RSS USA; and

WHEREAS, the contribution of such interests to RSS USA will cause a dissolution (the "Dissolution") of RSS LP; and

WHEREAS, upon such dissolution, RSS USA, as sole partner of RSS LP, is entitled to the assets of RSS LP following satisfaction of liabilities to creditors (or provision for satisfaction of such liabilities); and

WHEREAS, RSS USA is willing to assume all of the liabilities of RSS LP upon distribution to it of all assets of RSS LP;

NOW, THEREFORE, for and in consideration of the premises, the mutual promises, covenants and agreements contained herein and other good and valuable consideration, the receipt, adequacy and sufficiency of which are hereby acknowledged, the parties hereto intending to be legally bound, hereby agree as follows:

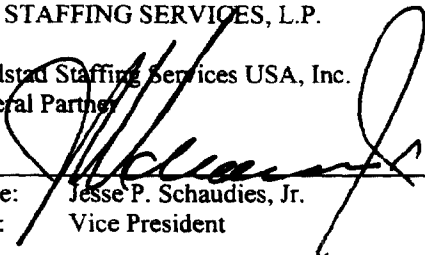
1. Effective as of the date of the Dissolution, RSS LP hereby transfers and assigns to RSS USA all of the assets and property rights of RSS LP, real, personal or mixed, tangible or intangible, of every nature whatsoever, and RSS USA does hereby assume and agree to pay, perform and discharge promptly and fully when due all of the liabilities and obligations of any nature whatsoever of RSS LP, all in accordance with the terms and conditions applicable thereto.
2. This Agreement shall be governed by and construed in accordance with the law of the State of Georgia, without regard to the conflicts of law rules of such state.
3. This Agreement may be executed in one or more counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed effective as of the day and year first above written.

"RSS LP"

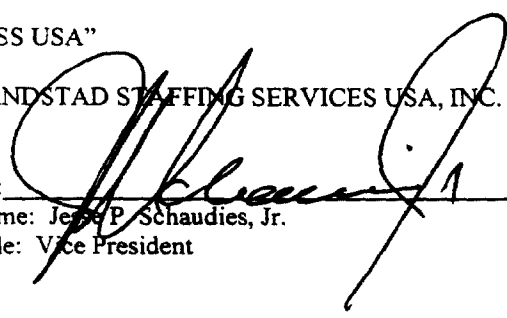
RANDSTAD STAFFING SERVICES, L.P.

By: Randstad Staffing Services USA, Inc.
Its: General Partner

By: 
Name: Jesse P. Schaudies, Jr.
Title: Vice President

"RSS USA"

RANDSTAD STAFFING SERVICES USA, INC.

By: 
Name: Jesse P. Schaudies, Jr.
Title: Vice President