

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Afni, Inc.		06/09/2005	CORPORATION:
RECEIVING PARTY DATA			
Name:	UpSource, Inc.		
Street Address:	502 Lamberts Cove Road		
City:	West Tisbury		
State/Country:	MASSACHUSETTS		
Postal Code:	02575		
Entity Type:	CORPORATION:		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2848441	UPSOURCE	
CORRESPONDENCE DATA			
Fax Number:	(312)655-1501		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	312-655-1500		
Email:	ltwalsh@welshkatz.com		
Correspondent Name:	Louise T. Walsh		
Address Line 1:	120 S. Riverside Plaza, 22nd Floor		
Address Line 4:	Chicago, ILLINOIS 60606		
NAME OF SUBMITTER:	Louise T. Walsh		
Signature:	/LTW/		
Date:	06/16/2005		
Total Attachments: 1 source=2848441#page1.tif			

CH \$40.00 2848441

ASSIGNMENT OF REGISTERED U.S. TRADEMARK

WHEREAS, Afni, Inc., a corporation organized and existing under the laws of the State of Illinois, and having its principal offices at 404 Brock Drive, Bloomington, IL 61702-3097 has adopted, is using, and owns the trademark UPSOURCE, federally registered as no. 2,848,441 issued June 1, 2004, for, inter alia, operation of customer service operations for others, in class 35 (the "Subject Mark").

WHEREAS, UpSource, Inc., a corporation of Delaware, having its principal offices at 502 Lamberts Cove Road, West Tisbury, MA 02575 is desirous of acquiring all rights in the Subject Mark and the goodwill therein, and the outstanding federal registration therefor;

NOW, THEREFORE, for good and valuable consideration, comprising settlement of a Lawsuit captioned Afni, Inc. v. UpSource, Inc., et al., case no. 04-1386 in the Central District of Illinois, Peoria Division, Afni does hereby assign to said UpSource, Inc., all right, title and interest in and to the Subject Mark together with the right to bring actions against any infringers thereof and together with the goodwill of the business as symbolized by the Subject Mark and the federal registration therefor.

AFNI, INC.

By: Ronald L. Greene
its President

SUBSCRIBED and SWORN to before me this 9th day of June, 2005.

Shelba J. Mitchell
My Commission Expires: 6-22-09

