

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Quitclaim		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
UpSource, Inc.		06/09/2005	CORPORATION: DELAWARE
UpSource Canada Corp.		06/09/2005	CORPORATION: CANADA
RECEIVING PARTY DATA			
Name:	Afni, Inc.		
Street Address:	404 Brock Drive		
City:	Bloomington		
State/Country:	ILLINOIS		
Postal Code:	61702-3097		
Entity Type:	CORPORATION: ILLINOIS		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	2787309	UPSOURCING	
Registration Number:	2860869	UPGRADE TO UPSOURCING	
CORRESPONDENCE DATA			
Fax Number:	(312)803-5299		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	(312) 845-3430		
Email:	kalwa@chapman.com		
Correspondent Name:	Richard Kalwa		
Address Line 1:	111 West Monroe Street		
Address Line 2:	Chapman and Cutler LLP		
Address Line 4:	Chicago, ILLINOIS 60603-4080		
NAME OF SUBMITTER:	Richard Kalwa		
Signature:	/richard kalwa/		

CH \$65.00 2787309

Date:

07/01/2005

Total Attachments: 1

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QUITCLAIM TO TRADEMARK RIGHTS IN UPSOURCING

WHEREAS, UpSource, Inc., a corporation of Delaware, having its principal offices at 502 Lamberts Cove Road, West Tisbury, MA 02575, and its Canadian subsidiary UpSource Canada Corp., of 116 King St., North Sydney, Nova Scotia B2A 3R7 Canada, are desirous of foregoing all rights it or they may have or have claimed to have had in the UPSOURCING trademark and the goodwill therein, in both the United States and Canada ("the Subject Mark"); and

WHEREAS, Afni, Inc., a corporation of Illinois, having its principal offices at 404 Brock Drive, Bloomington, IL 61702-3097 has adopted, is using, and owns the trademarks UPSOURCING and UPGRADE TO UPSOURCING, federally registered in the U.S. as nos. 2,860,869 and 2,787,309, and pending registration in Canada as serial nos. 1,213,423 and 1,213,424, respectively, all for, inter alia, operation of customer service center operations for others, in international trademark class 35,

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, each of UpSource, Inc., and UpSource Canada Corp. do hereby quitclaim to said Afni, Inc., any and all right, title and interest in and to the Subject Mark in each said country that it or they may ever have had, with the right to bring actions against any infringers thereof and together with any goodwill of any business of theirs symbolized by the Subject Mark.

UPSOURCE, INC.

By: Joan F. Chaput
Title: PRESIDENT

UPSOURCE CANADA CORP.

By: Joan F. Chaput
Title: PRESIDENT

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

My Commission Expires: 2/23/2007

Lesbeth Jones
Notary Public