

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
BluePay, Inc.		03/24/2008	CORPORATION: ILLINOIS
RECEIVING PARTY DATA			
Name:	BluePay Processing, LLC		
Street Address:	184 Shuman Boulevard, Suite 350		
City:	Naperville		
State/Country:	ILLINOIS		
Postal Code:	60563		
Entity Type:	LIMITED LIABILITY COMPANY: INDIANA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2646932	BLUEPAY	
CORRESPONDENCE DATA			
Fax Number:	(312)896-6787		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	312-443-1787		
Email:	sfifield@lockelord.com		
Correspondent Name:	Sean C. Fifield		
Address Line 1:	111 S. Wacker Dr.		
Address Line 4:	Chicago, ILLINOIS 60606-4410		
ATTORNEY DOCKET NUMBER:	1000961-00006 BLUEPAY		
NAME OF SUBMITTER:	Ingrid J. Scheckel		
Signature:	/Ingrid J. Scheckel/		
Date:	03/25/2008		

CH \$40.00 2646932

Total Attachments: 1
source=BluePay_TM#page1.tif

TRADEMARK ASSIGNMENT

This TRADEMARK ASSIGNMENT is made March 24, 2008 by BluePay, Inc., an Illinois corporation ("Assignor"), in favor of BluePay Processing, LLC, an Illinois limited liability company ("Assignee").

WHEREAS, Assignor is the owner of all right, title and interest in and to the trademark BLUEPAY, including, without limitation, all rights under U.S. Trademark Registration No. 2,646,932, all common law trademark rights arising therein, and the goodwill associated therewith (the "Assigned Mark");

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which are acknowledged, Assignor hereby assigns, transfers and conveys to Assignee its entire right, title, interest in and to (i) the Assigned Marks, (ii) the goodwill connected with and symbolized by the Assigned Mark, and (iii) the trademark registration for the Assignment Mark.

IN WITNESS WHEREOF, Assignor has executed this Trademark Assignment as of the date first above written.

BLUEPAY, INC.

By: James M. O'Brien
Name: JAMES M. O'BRIEN
Title: CHIEF FINANCIAL OFFICER