

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
Madison Capital Funding LLC		12/31/2009	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	SNI Companies		
Street Address:	4600 Westown Parkway		
City:	West Des Moines		
State/Country:	IOWA		
Postal Code:	50266		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 5			
Property Type	Number	Word Mark	
Registration Number:	2737822	CERTES FINANCIAL PROS	
Registration Number:	2882129	CERTES FINANCIAL PROS L'ETOILE DU NORD CPAS, CMAS & MBAS ON CALL TRUTH & CERTAINTY	
Registration Number:	2912463	FEWNET	
Registration Number:	3296695	CERTES	
Registration Number:	3315873	CERTES FINANCIAL PROS L'ETOILE DU NORD TRUTH CERTAINTY	
CORRESPONDENCE DATA			
Fax Number:	(612)766-1600		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	6127667348		
Email:	smeyer@faegre.com		
Correspondent Name:	Sue Meyer, Faegre & Benson		
Address Line 1:	90 South Seventh Street		
Address Line 2:	2200 Wells Fargo Center		

OP \$140.00 2737822

900151738

TRADEMARK
 REEL: 004128 FRAME: 0583

Address Line 4: minneapolis, MINNESOTA 55402-3901

ATTORNEY DOCKET NUMBER:	14004-372828
-------------------------	--------------

NAME OF SUBMITTER:	Sue Meyer
--------------------	-----------

Signature:	/Sue Meyer/
------------	-------------

Date:	01/11/2010
-------	------------

Total Attachments: 4

source=14004-372828 TM Assignment - Madison Capital Funding, Certes Financial Prof Corp to SNI Companies#page1.tif

source=14004-372828 TM Assignment - Madison Capital Funding, Certes Financial Prof Corp to SNI Companies#page2.tif

source=14004-372828 TM Assignment - Madison Capital Funding, Certes Financial Prof Corp to SNI Companies#page3.tif

source=14004-372828 TM Assignment - Madison Capital Funding, Certes Financial Prof Corp to SNI Companies#page4.tif

TRADEMARK ASSIGNMENT

This Trademark Assignment (this "Assignment"), is dated as of December 31, 2009 between Madison Capital Funding LLC, a Delaware limited liability company (the "Secured Party"), Certes Financial Professionals Corporation, a Delaware corporation ("Debtor") and SNI Companies, a Delaware corporation ("Buyer").

RECITALS

WHEREAS, Debtor is in default of its obligations to Secured Party, who is an agent of the financial institutions party to that certain Credit Agreement dated October 26, 2006 by and among Debtor, Secured Party and such financial institutions (together with various notes and related documents executed in connection with that certain Credit Agreement, the "Loan Documents");

WHEREAS, the Debtor acknowledges that, as a result of such defaults, the Secured Party is entitled to exercise its rights and remedies pursuant to the Loan Documents including, but not limited to, its rights under Section 9-610 of the Uniform Commercial Code, as adopted in the State of Illinois (the "UCC"), to sell and transfer to a person or entity for value in a private sale all of the Debtor's right, title and interest in and to any or all of the Debtor's assets described in the Loan Documents, including, without limitation, the items listed in Exhibit A hereto, and the goodwill associated therewith (the "Marks");

WHEREAS, the Buyer has delivered to the Secured Party and the Debtor an Offer to Purchase Assets in Foreclosure, dated November 5, 2009, setting forth generally the terms and conditions under which the Buyer would be willing to purchase certain of the assets of Debtor, including, without limitation, the Marks, in a UCC Article 9 private foreclosure sale (the "UCC Sale"); and

WHEREAS, the Secured Party desires to accept the Buyer's offer and transfer the Marks to the Buyer.

AGREEMENT

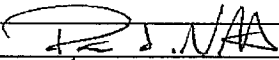
NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereby agree as follows:

The Secured Party in its capacity as holder of a security interest in certain assets of Debtor, including, without limitation, the Marks, for good and valuable consideration, hereby grants, sells, transfers and delivers to Buyer all of the Debtor's right, title and interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and all applications and registrations thereof, and all past, present and future remedies for infringement or dilution relating thereto, which have been pledged to the Secured Party and in which the Secured Party has a security interest. Upon acceptance of the terms of that certain Bill of Sale and subject to the terms of that certain Foreclosure Sale Agreement between Secured Party, Buyer and Debtor dated as of December __, 2009, the Buyer shall accept delivery of the Marks

free and clear of the Secured Party's liens and security interests and any such liens and security interests subordinate to the Secured Party to the fullest extent permitted under Article 9 of the UCC and Secured Party hereby releases, discharges and relinquishes such security interests in the Marks.

IN WITNESS WHEREOF, the undersigned has executed this Assignment as of this 31st day of December 2009.

Madison Capital Funding LLC

By 
Its VILE PRESIDENT

ACCEPTED:

SNI Companies

Ronald Smith
Chief Executive Officer

[Signature Page to Certes Trademark Assignment]

free and clear of the Secured Party's liens and security interests and any such liens and security interests subordinate to the Secured Party to the fullest extent permitted under Article 9 of the UCC and Secured Party hereby releases, discharges and relinquishes such security interests in the Marks.

31 IN WITNESS WHEREOF, the undersigned has executed this Assignment as of this day of December 2009.

Madison Capital Funding LLC

By _____
Its _____

ACCEPTED:

SNI Companies





Ronald Smith
Chief Executive Officer

[Signature Page to Certes Trademark Assignment]

EXHIBIT A – MARKS

****[Note: Owner of record is Certes Financial Pros, Inc., a Minnesota corporation as opposed to Certes Financial Professionals Corporation, a Delaware corporation. Confirm whether reincorporation/merger occurred.]****

Trademark	Country	Application Number	Registration Number	Registration Date	Owner of Record
CERTES FINANCIAL PROS	United States	76/200,539	2,737,822	7/15/2003	Certes Financial Pros, Inc. (Minnesota corporation)
 CERTES FINANCIAL PROS 1796 CMAA et M&A en coll Trade & Geography	United States	76/200,538	2,882,129	9/7/2004	Certes Financial Pros, Inc. (Minnesota corporation)
FEWNET	United States	76/561,012	2,912,463	12/21/2004	Certes Financial Pros, Inc. (Minnesota corporation)
CERTES	United States	77/064,807	3,296,695	9/25/2007	Certes Financial Pros, Inc. (Minnesota corporation)
 CERTES FINANCIAL PROS	United States	77/064,811	3,315,873	10/23/2007	Certes Financial Pros, Inc. (Minnesota corporation)

fb.us.4591094.03

[Signature Page to Certes Trademark Assignment]