

11-23-1998



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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

American Stock Exchange, Inc.

- Individual(s)
- General Partnership
- Corporation-State
- Other NY Not-For-Profit Corporation

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: American Stock Exchange LLC

Internal Address: _____

Street Address: 86 Trinity Place

City: New York State: NY ZIP: 10006

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State _____
- Other Delaware Limited Liability Co.

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
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: October 30, 1998

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

See Attached Schedule 1

B. Trademark Registration No.(s)

See Attached Schedule 1

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Robert A. Rosenberg, Esq.

Internal Address: _____

Street Address: 787 Seventh Ave.

City: New York State: NY ZIP: 10019

6. Total number of applications and registrations involved: 23

7. Total fee (37 CFR 3.41).....\$ 590.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

23-2405

(Attach duplicate copy of this page if paying by deposit account)

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.

Robert A. Rosenberg, Esq.
Name of Person Signing

Robert A. Rosenberg
Signature

11/11/98
Date

Total number of pages including cover sheet, attachments, and this document: 8

U.S. TRADEMARKS

<u>Trademark</u>	<u>Registration Number</u>	<u>Registration Date</u>
AMERICAN STOCK EXCHANGE	876,068	9/2/69 Renewed 9/28/89
AMEX	896,924	8/18/70 Renewed 8/18/90
MAJOR MARKET INDEX	1,896,456	5/30/95
XMI	1,859,977	10/25/94
MMI	1,888,834	4/11/95
INSTITUTIONAL INDEX	1,896,457	5/30/95
XII	1,862,755	11/14/94
JAPAN INDEX	1,952,189	1/30/96
AMEX HONG KONG 30 INDEX	1,963,653	3/26/96
XTOPS	1,865,963	12/6/94
FAIR TRADE. FAIR PRACTICE. FAIR PLAY	1,875,237	1/24/95
.ECM EMERGING COMPANY MARKETPLACE	1,799,625	10/19/93
AMERICAN INVESTOR	1,484,411	4/12/88
AMERICAN INVESTOR THE MAGAZINE OF THE AMERICAN STOCK EXCHANGE	879,973	11/4/69 Renewed 11/4/89
MISCELLANEOUS DESIGN	887,520	3/28/68 Expired 3/10/90
AM-QUOTE	790,484	6/1/65 Expired 6/1/85
AM-QUOTE	790,485	6/1/65 Expired 6/1/85

U.S. TRADEMARK APPLICATIONS

<u>Trademark</u>	<u>Application Number</u>	<u>Application Date</u>
AMEX. & DESIGN	75/321,473	7/9/97
EXTRA FUNDS	75/232,697	1/28/97
BOUNDS	75/072,963	3/14/96
BOUNDS	74/290,904	7/6/92 Abandoned 3/13/96
THE OPTIONS PRICING SYSTEM	74/439,122	9/23/93 Abandoned 5/11/95
MAJOR MARKET INDEX	73/442,705	9/6/83 Abandoned 11/28/84

ASSIGNMENT OF TRADEMARKS

ASSIGNMENT OF TRADEMARKS (the "Assignment"), dated as of the 30th day of October, 1998, made by AMERICAN STOCK EXCHANGE, INC., a New York Type A not-for-profit corporation having a principal place of business at 86 Trinity Place, New York, New York 10006 ("Assignor"), to AMERICAN STOCK EXCHANGE LLC (formerly known as New Amex LLC), a Delaware limited liability company having a principal place of business at 86 Trinity Place, New York, New York 10006 ("Assignee").

WHEREAS, Assignor, Assignee, National Association of Securities Dealers, Inc., a Delaware corporation ("NASD"), NASD Market Holding Company, a Delaware corporation, American Stock Exchange Clearing Corporation, a New York corporation, American Stock Exchange Realty Associates, Inc., a New York corporation, Amex Commodities Corporation, a New York corporation, and PDR Services Corporation, a Delaware corporation, are parties to a Transaction Agreement, dated as of May 8, 1998, as amended by Amendment No. 1 thereto, dated as of October 30, 1998 (as so amended, the "Agreement"), providing for the transfer of certain of Assignor's assets and liabilities to Assignee; and

WHEREAS, Assignor, subject to Section 4.15(c) of the Agreement, owns the marks set forth on Schedule I hereto and incorporated by reference herein, including those which are registered in, or for which application for registration has been filed in, the United States Patent and Trademark Office (collectively, the "Assigned Marks"); and

WHEREAS, Assignee desires to acquire, and Assignor desires to transfer to Assignee, all Assignor's right, title and interest in and to the Assigned Marks;

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

Assignor does hereby convey, transfer, assign and deliver to Assignee, its successors and assigns, all right, title and interest of Assignor in and to the Assigned Marks, any and all registrations and applications for registrations thereof (including, but not limited to the registrations and applications set forth on Schedule I hereto), and the goodwill of the business connected with the use thereof and symbolized thereby; all rights of priority therein in any country as may now or hereafter be granted to it by law, treaty or other international convention; and all rights, interests, claims and demands recoverable in law or equity, that Assignor has or may have in profits and damages for past, present and future infringements of the Assigned Marks, including, without limitation, the right to compromise, sue for and collect such profits and damages; all of the foregoing to be held and enjoyed by Assignee, its successors and assigns or their legal representatives, as fully

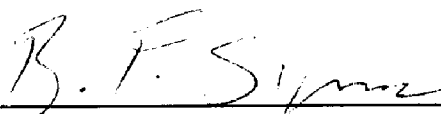
and entirely as the same would have been held and enjoyed by Assignor if this Assignment had not been made.

Assignor hereby agrees that at any time and from time to time after the date hereof, upon the request of NASD or Assignee, Assignor shall do, execute, acknowledge and deliver, or cause to be done, executed, acknowledged and delivered, all such further deeds, assignments, affidavits, transfers and conveyances as may be required for the better assigning, transferring, granting, conveying and confirming to Assignee and its subsidiaries, or to their successors and assigns or for aiding and assisting in collecting and reducing to possession any or all of the Assigned Marks.

This Assignment shall be governed by, and construed in accordance with, the laws of the United States in respect to trademark issues and in all other respects, including as to validity, interpretation and effect, by the laws of the State of New York without giving effect to its principles or rules of conflict of laws to the extent such principles or rules would require or permit the application of the laws of another jurisdiction.

IN WITNESS WHEREOF, Assignor has caused this Assignment to be
duly executed as of the 30th day of October, 1998.

AMERICAN STOCK EXCHANGE, INC.

By: 
Richard F. Syron
Chairman and Chief Executive Officer

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