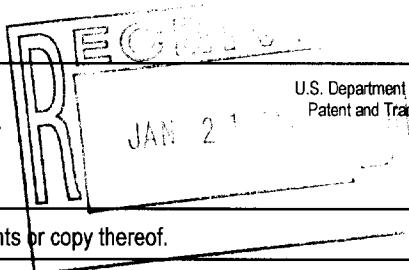


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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY



1-21-99

U.S. Department of Commerce
Patent and Trademark Office

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

1. Name of conveying party(ies):

Oppenheimer Financial Corp.

Individual(s) Association
General Partnership Limited Partnership

Corporation-State of Delaware

Other

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

2. Name and Address of receiving party(ies)

Name: **Oppenheimer & Co., Inc.**

Address: **One World Financial Center
New York, New York**

3. Nature of conveyance:

Assignment Merger
Security Agreement Change of Name
Other

Execution Date: **November 3, 1997**

Individual(s) citizenship _____

Association _____

General Partnership _____

Limited Partnership _____

Corporation-State of Delaware

Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: N/A Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? ___ Yes No

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

A. Trademark Application No.:

75/335559

B. Trademark Registration Nos.:

1750380, 1986682, 2145809

Additional numbers attached? Yes No

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

**Lynn S. Fruchter, Esq.
Cowan, Liebowitz & Latman, P.C.
1133 Avenue of the Americas
New York, NY 10036-6799**

6. Total number of applications and registrations involved:

four (4)

7. Total fee (37 CFR 3.41)..... **\$115**

Enclosed

Note: Any deficiency is authorized to be charged to Deposit Account No. 03-3415.

8. Deposit Account No. 03-3415

(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.

Lynn S. Fruchter

Name of Person Signing

Signature

1/19/99

Date

Total number of pages including cover sheet, attachments, and document: **Six (6)**

Mail to: U.S. Patent & Trademark Office, Office of Public Records, Crystal Gateway 4, Rm.335, Washington, D.C. 20231

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**01 FC:481
02 FC:482**

**40.00 OP
75.00 OP**

LSE/NMP/11900/00/342285_1

**TRADEMARK
REEL: 1843 FRAME: 0012**

TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT (the "Assignment") is made as of this 3rd day of November, 1997, by and between Oppenheimer Financial Corp., a Delaware corporation ("Assignor"), with its principal office at One World Financial Center, New York, NY, and Oppenheimer & Co., Inc., a Delaware corporation ("Assignee") and a wholly-owned subsidiary of Oppenheimer Holdings, Inc., with its principal office at One World Financial Center, New York, NY.

WHEREAS, Assignor owns the United States trademark registrations identified and set forth on Exhibit A attached hereto and incorporated herewith (collectively, the "Marks"), and the goodwill of the business associated therewith; and

WHEREAS, Assignee wishes to acquire Assignor's entire right, title and interest in and to the Marks, together with the goodwill of the business in connection with which the Marks are used;

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor does hereby sell and assign to Assignee all the right, title and interest Assignor has or may have in the Marks and in any and all other marks or names owned or used by Assignor or in which Assignor otherwise has any ownership interest and which include the listed terms of said Marks alone or in combination with other words, figures, designs or indicia, including any rights, title and interest as service marks, trademarks, tradenames and all common law rights connected therewith, together with the goodwill of the business with respect to which the Marks or any such other marks or names have been used and/or registered and all claims and causes of action relating to past infringement of said Marks or said other marks or name.

The Assignor agrees that it will execute and deliver or cause to be delivered, all such other instruments, documents and/or certificates, and will take all such other actions as Assignee may reasonably request from time to time to effectuate the transactions, provisions or purposes contemplated by this Assignment.

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IN WITNESS WHEREOF, the parties have duly executed this Assignment on the this 3rd day of November, 1997.

OPPENHEIMER FINANCIAL CORP.

By: J. W. Finger
Name: Roger W. Finger
Title: Executive Vice President

OPPENHEIMER & CO., INC.

By: J. W. Finger
Name: Roger W. Finger
Title: Vice Chairman & Chief Administrative Officer

STATE OF NEW YORK) :

s.s.

COUNTY OF NEW YORK :)

On this 3 day of November, 1997, before me personally came Roger W. Finger, who being sworn did depose and say that he is Executive Vice President of Oppenheimer Financial Corporation, the corporation described in and which executed the foregoing Assignment, and that he is authorized by said corporation to sign his name thereto.

Debra M. Goldberg
Notary Public

DEBRA M. GOLDBERG
NOTARY PUBLIC, State of New York
No. 01G06086516
Qualified in Kings County
Commission Expires Oct. 14, 1999

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EXHIBIT A

EXHIBIT A

- Australia "Oppenheimer" = Registration No. A532788 Class 36 (Trademark No. 532788) Renewed for 10 years (4/18/2007).
- Brazil "Oppenheimer" - Application No. 818180226 and 818180234 (Classes #36.10 and #36.70 as of 12/20/94); Supplementary Petition to Trademark Application (2/17/95). Awaiting notification of registration.
"The Brazil Private Equity Fund" trademark application #819298506 (Class 36.10 and 36.70) was filed on July 29, 1996. Awaiting registration confirmation.
- Hong Kong "Oppenheimer" & "Oppenheimer Logo" - Application No. 3352/90 (Class #16) All efforts abandoned as of June 1, 1992.
- India "Oppenheimer & Co., Inc." (Application #678968); and "Oppenheimer India, Ltd." (Application #678969) - Application with Power of Authorization for Trademark Protection under Class 16 (for stationery, printed matter, etc.) (use of stylistic pattern of Oppenheimer names). "Oppenheimer" filed September 5, 1995. Awaiting approval. Protection retroactive from date of filing when approved.
- Israel Service Mark Applications for "OPCO" (Classes 35 and 36), "OPPENHEIMER" (Class 42) and "OPPENHEIMER" (Classes 35 and 36) have been filed with the Trademark Office in Israel. Awaiting final approval and registration.
- Japan "Oppenheimer" - Registration No. 2443574 (As of 8/31/92) Registered for 10 years. Renewal Date: 8/31/2002
- Korea "Oppenheimer" - Registration No. 14481 (As of 7/29/91) Registered for 10 years.
- United Kingdom/EU "Oppenheimer" - Application No. 000348193 as of September 4, 1996 (Original filing date). Protection retroactive from date of filing when approved.
- United States "Oppenheimer" registered on 5/24/83, Reg. No. 1,239,737 (Renewal date: 5/23/2003).
"Executive Assets Account" - Registered on 4/15/86, Reg. No. 1,390,232 for Oppenheimer & Co., Inc. (Renewal date: 4/14/06).
"Brick" Oppenheimer "O" Logo registered on 1/9/79, Reg. No. 1,111,059 (Renewal Date: 1/8/99).
"Uncommon Sense" registered on 12/25/84, Reg. No. 1,311,435 (Renewal date: 12/24/04).

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Exhibit A (continued)

Argentina "Oppenheimer" - Application No. 1,881,661.

Austria "Oppenheimer" - Registration No. A53278.

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RECORDED: 01/21/1999

TRADEMARK TOTAL P.06

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