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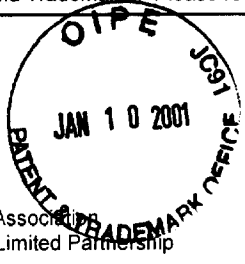
To the Honorable Commissioner of Patents and Trademarks, Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Investment Technology Group, Inc.

- Individual  Association
- General Partnership  Limited Partnership
- Corporation-State -- DELAWARE
- Other \_\_\_\_\_

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



2. Name and address of receiving party(ies):

Name ITG Software, Inc.

Internal Address: \_\_\_\_\_

Street Address: 1810 14th Street,

Suite 208A

City Santa Monica

State California ZIP 90404

- Individual (s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporate-State Delaware
- Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:

Yes  No

Additional name(s) & addresses(es) attached?

Yes  No

3. Name of Conveyance:

- Assignment  Merger
- Security Agreement  Change of Name
- Other \_\_\_\_\_

Execution Date: January 1, 2001

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,091,147

Additional numbers attached?  Yes  No

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

Name: G. Franklin Rothwell, Esquire

Internal Address: Rothwell, Figg, Ernst & Manbeck, p.c.

Columbia Square, Suite 701 East Tower

Street Address: 555 Thirteenth Street, N.W.

City: Washington, D.C.

State: \_\_\_\_\_ Zip 20004

6. Total number of applications and registrations involved: ONE

7. Total fee (37 CFR 3.41): . . . . \$ 40.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number: \_\_\_\_\_

DO NOT USE THIS SPACE

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40.00 DP

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.

Anne M. Sterba  
Name of Person Signing

Anne M Sterba  
Signature

January 10, 2001  
Date

Total number of pages including cover sheet, attachments and documents: THREE

**ASSIGNMENT**

WHEREAS, Investment Technology Group, Inc., a Delaware corporation, having a place of business at 380 Madison Avenue, Fourth Floor, New York, NY 10017 (hereafter referred to as "ASSIGNOR") is the owner of the THE FUTURE OF TRADING trademark; and

WHEREAS, ASSIGNOR has adopted the THE FUTURE OF TRADING trademark in interstate commerce and has continuously used the mark since such adoption; and (see Appendix A)

WHEREAS, ITG Software, Inc., a Delaware corporation, having a place of business at 1810 14<sup>th</sup> Street Suite 208A, Santa Monica, CA 90404 ("ASSIGNEE") is desirous of acquiring said mark and all variations thereof, including any design or other element used with or related to said mark, together with the goodwill of the business connected with the use of and symbolized by said mark,

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, ASSIGNOR hereby assigns and transfers to ASSIGNEE its entire right, title and interest in and to said mark, together with the goodwill of the business connected with the use of and symbolized by said mark and all variations thereof.

Executed as of the 1<sup>st</sup> day of January 2001.

INVESTMENT TECHNOLOGY GROUP, INC.

By: P. Mats Goebels  
Name: P. Mats Goebels  
Title: Senior Vice President, General  
Counsel & Secretary

ITG SOFTWARE, INC.

By: Matt Singerman  
Name: Matt Singerman  
Title: President and Treasurer

NY2 - 916224.1

**APPENDIX A**

**THE FUTURE OF TRADING      Registration No. 2,091,147      Dated: August 26, 1997**