

ASSIGNMENT

WHEREAS, Investment Technology Group, Inc. (ASSIGNOR), a Delaware Corporation, of 380 Madison Avenue, 4th Floor, New York, New York 10017, owns the marks listed in attached Exhibit A (hereinafter referred to as the "Properties"); and

WHEREAS, ITG Software Solutions, Inc. (ASSIGNEE), a Delaware Corporation, 400 Corporate Pointe, 6th Floor, Culver City, California, U.S.A., 90230, wishes to acquire the Properties;

NOW, THEREFORE, for good and valuable consideration, receipt and adequacy of which is hereby acknowledged, ASSIGNOR hereby assigns unto ASSIGNEE all right, title and interest in and to the Properties, together with the good will of the business symbolized by the Properties. As to those Properties which are currently applications based solely on intent-to-use, ASSIGNOR confirms that this assignment includes that portion of the business of ASSIGNOR to which the intent-to-use applications pertain and any good will of the business symbolized thereby. ASSIGNEE is thus a successor in the business of ASSIGNOR.

Investment Technology Group, Inc.

By: P. Mats Goebels

Name: P. MATS GOEBELS

Title: MANAGING DIRECTOR
GENERAL COUNSEL AND SECRETARY

Date: 12/29/03

EXHIBIT A TO ASSIGNMENT OF PROPERTIES

MARK

PENDING APPLICATION SERIAL NO.

SPI SMARTSERVER	76/078,828
ALTERNET	76/169,756
TRIACT	78/116,679

MARK

REGISTRATION NO.

ROUTENET & Design	2,608,196
ROUTENET	2,648,283
RESRISK	2,656,483
SMARTSERVER	2,705,523
VWAP SMARTSERVER	2,716,660
INVESTMENT TECHNOLOGY GROUP	2,597,614
ITG	2,581,518
ITG WEB ACCESS	2,756,758
ITG/OPT	2,773,115