

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

|                                      |  |                         |                       |
|--------------------------------------|--|-------------------------|-----------------------|
| <b>SUBMISSION TYPE:</b>              | NEW ASSIGNMENT   |                         |                       |
| <b>NATURE OF CONVEYANCE:</b>         | ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL   |                         |                       |
| <b>CONVEYING PARTY DATA</b>          |  |                         |                       |
| <b>Name</b>                          | <b>Formerly</b>  | <b>Execution Date</b>   | <b>Entity Type</b>    |
| Freemark Investment Management, Inc. |  | 11/30/2005              | CORPORATION: DELAWARE |
| <b>RECEIVING PARTY DATA</b>          |  |                         |                       |
| <b>Name:</b>                         | Legend Group Holdings, LLC   |                         |                       |
| <b>Also Known As:</b>                | AKA The Legend Group   |                         |                       |
| <b>Street Address:</b>               | 4600 East Park Drive   |                         |                       |
| <b>Internal Address:</b>             | Suite 300  |                         |                       |
| <b>City:</b>                         | Palm Beach Gardens   |                         |                       |
| <b>State/Country:</b>                | FLORIDA  |                         |                       |
| <b>Postal Code:</b>                  | 33410  |                         |                       |
| <b>Entity Type:</b>                  | LIMITED LIABILITY COMPANY: DELAWARE  |                         |                       |
| <b>PROPERTY NUMBERS Total: 1</b>     |  |                         |                       |
| <b>Property Type</b>                 | <b>Number</b>  | <b>Word Mark</b>        |                       |
| Registration Number:                 | 2307318  | FREEMARK FREEDOM SERIES |                       |
| <b>CORRESPONDENCE DATA</b>           |  |                         |                       |
| <b>Fax Number:</b>                   | (970)267-8893  |                         |                       |
|                                      | <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> |                         |                       |
| <b>Phone:</b>                        | 970-218-6798   |                         |                       |
| <b>Email:</b>                        | jeanmach@mbh-law.com   |                         |                       |
| <b>Correspondent Name:</b>           | Jean M Macheledt   |                         |                       |
| <b>Address Line 1:</b>               | 501 Skysail Lane   |                         |                       |
| <b>Address Line 2:</b>               | Suite B100   |                         |                       |
| <b>Address Line 4:</b>               | Fort Collins, COLORADO 80525-3133  |                         |                       |
| <b>ATTORNEY DOCKET NUMBER:</b>       | LEGN-SM04 SEC8-15AFFIVT  |                         |                       |
| <b>NAME OF SUBMITTER:</b>            | Jean M Macheledt   |                         |                       |

OP \$40.00 2307318

Signature:

/jmacheledt/

Date:

12/09/2005

Total Attachments: 1

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Assignment of Service Mark Rights & Good Will in connection with Stock Purchase (herein "Assignment")

Section 1 **Background**

This assignment of service mark rights and associated good will is made by Freemark Investment Management, Inc., originally established as a Delaware corporation—collectively referred to in a "circa 2000 stock purchase" as one of several affiliated "Legend Companies"—to a subsequently-organized entity named Legend Group Holdings, LLC, a Limited Liability Corporation organized under the laws of the State of Delaware in connection with the circa 2000 stock purchase by Waddell & Reed Financial of the Legend Companies. Intended for transfer in connection with the circa 2000 purchase of Legend Companies' stock, was the service mark FREEMARK FREEDOM SERIES® owned and continuously used by Freemark Investment Management, Inc. from formation in 1996 and through the circa 2000 purchase of Legend Companies' stock, and continuously thereafter by Legend Group Holdings, LLC. A federal registration on the Principal Register (№ 2,307,318) was granted on 11-Jan-2000. This assignment is made to confirm continuity of the mark, preservation of good will, and full transfer of rights, title, and interest from Freemark Investment Management, Inc. to Legend Group Holdings, LLC of the service mark FREEMARK FREEDOM SERIES® for purposes of confirming transfer and recordation with the U.S. Trademark Office, and elsewhere—all of which is consistent with the purpose and intent of the circa 2000 stock/asset purchase.

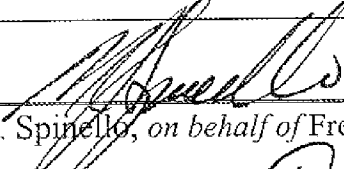
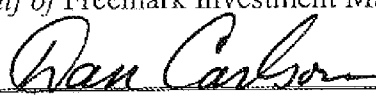
Section 2 **Confirmation of Assignment of service mark rights and good will**

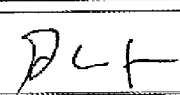
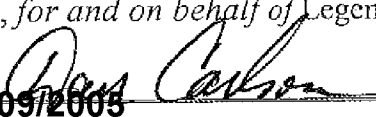
In consideration of the purchase price and/or other good and valuable consideration, of which receipt is acknowledged by each party hereto, Freemark Investment Management, Inc. hereby sells and assigns to Legend Group Holdings, LLC, the entire right, title, and interest in:

- (1) the trademark/service mark FREEMARK FREEDOM SERIES®, and
- (2) all United States and foreign applications for service mark, trademark, & trade name, filed therefor, and
- (3) any registrations and certifications which issue in the United States or elsewhere including but not limited to: service mark and trademark registrations, certificates of assumed name, brand identification registrations, as well as extensions of any of these, so that said right, title, and interest is held and enjoyed by Legend Group Holdings, LLC its successors and assigns, as fully and entirely as it would have been held and enjoyed by Freemark Investment Management, Inc. had this full assignment *not* been made.

The parties hereby agree to fully execute all documents or papers necessary for obtaining service mark or trademark registration & renewals in the U.S., and elsewhere, and continue to furnish all data, information, and documentation which may be required for the preparation, filing, and prosecution of applications. Since this Assignment is intended for recording with the U.S. Trademark Office at some point in time—though not mandatory—the Commissioner for Trademarks is hereby directed to issue further registrations which may hereafter be granted, to Legend Group Holdings, LLC in accordance herewith.

Intending to be legally bound, a representative of each party signs below to duly execute this Assignment of all interest making it effective as early as 27-Mar-2000 in connection with the circa 2000 stock purchase or as referenced in the service mark Reg. № 2,307,318 for FREEMARK FREEDOM SERIES® registered 11-Jan-2000.

(By: X  Date signed: 11/30/05  
 ( Mark J. Spinello, on behalf of Freemark Investment Management, Inc. and affiliates ("Legend Companies")  
 (   
 (signature witnessed by: Dan Carlson)

(By: X  Date signed: 11/30/05  
 ( Glenn T. Ferris, COO, for and on behalf of Legend Group Holdings, LLC  
 (   
 (signature witnessed by: Dan Carlson)

RECORDED: 12/09/2005

TRADEMARK  
REEL: 003207 FRAME: 0787