

08-09-2000

TRADEMARK



7-13-00

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TRADEMARKS ONLY

HEET

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or cop(ies).

Submission Type

New
 Resubmission (Non-Recordation)
Document ID # _____

Correction of PTO Error
Reel # _____ Frame# _____

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Reel # _____ Frame# _____

Conveyance Type

Assignment
 Security Agreement
 Merger
 Change of Name
 Other
 Other

License
 Nunc Pro Tunc Assignment
Effective Date
JUL 13
Month Day Year
113099

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year
113099

Name Franklin Resources, Inc.

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of conveying parties attached

Name Franklin Templeton Distributors, Inc.

DBA/AKA/TA

Composed of

Address (line 1) Franklin Templeton Distributors, Inc.

Address (line 2) 777 Mariners Island Blvd.

Address (line 3) San Mateo CA 94403

City State/Country Zip Code

Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached.

Corporation Association

Other

Citizenship/State of Incorporation/Organization California

FOR OFFICE USE ONLY

08/08/2000 NTHA11 00000105 1993107

01-FC-481
08-FC-482
Burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT REQUEST TO RECORD ASSIGNMENT DOCUMENT TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

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REEL: 002117 FRAME: 0604

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Domestic Representative Name and Address
Name

Enter for the first Receiving Party Only

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

JUL 13

Correspondent Name and Address
Name Beth M. Goldman

Area Code and Telephone Number (415) 772-6881

Address (line 1) HELLER EHRMAN WHITE and McAULIFFE

Address (line 2) 525 University Avenue

Address (line 3) Palo Alto, California 94301-1900

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments #

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

1,993,107

1,994,412

Number of Properties Enter the total number of properties involved.

1

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$65.00

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: # 08-1645 Ref. No. 18410-5004

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Beth M. Goldman



7/11/2000

Name of Person Signing

Signature

Date Signed

Assignment of Trademarks

This agreement entered into this 30th day of November, 1999 between Franklin Resources, Inc., of 777 Mariners Island Blvd., City of San Mateo, State of California, herein referred to as "Assignor", and Franklin Templeton Distributors, Inc. of 777 Mariners Island Blvd., City of San Mateo, State of California, herein referred to as "Assignee."

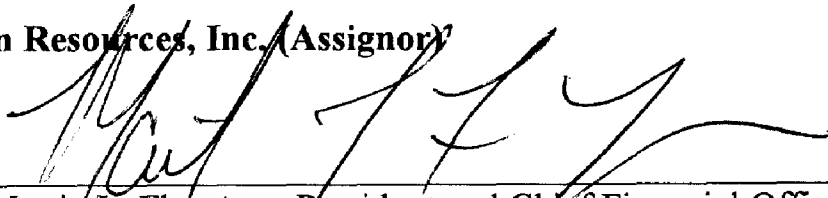
That Assignor has adopted and is using two marks registered in the United States Patent and Trademark Office, "VALUEMARK" Registration No. 1,993,107, dated August 13, 1996 and "VM VALUEMARK AND DESIGN" Registration No. 1,994,412, dated August 20, 1996, and Assignee is desirous of acquiring such marks and the registrations thereof.

That for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor does hereby assign to Assignee all rights, title and interest in and to said marks the goodwill of the business symbolized by said marks, along with the registrations thereof, the numbers of which are contained herein.

IN WITNESS WHEREOF, Assignor and Assignee have caused this Agreement to be signed by them as of November 30, 1999.

Franklin Resources, Inc. (Assignor)


By:



Martin L. Flanagan, President and Chief Financial Officer

Franklin Templeton Distributors, Inc. (Assignee)

By:



Gregory Johnson, President