

RECORDATION FORM TRADEMARK

11-07-2000

DEPARTMENT OF COMMERCE

Patent and Trademark Office



101508244

ment or copy thereof.

To The Honorable Commissioner of Patents and Trademar...

1. Name of conveying party(ies):

10.17.00

Second Opinion Financial Systems, Inc.

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State, Other

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

3. Nature of conveyance:

- Assignment, Merger, Security Agreement, Change of Name, Other

Execution Date: October 4th, 2000

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

A) Trademark Application No.(s)

2. Name and address of receiving party(ies)

Name: Financial Profiles, Inc.

Internal Address:

Street Address: 5421 Avenida Encinas Suite A

City: Carlsbad State: CA Zip: 92008

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State, Other

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

B) Trademark Registration No.(s)

2,312,261 2,316,653

Additional numbers attached? Yes No

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

CAESAR, RIVISE, BERNSTEIN, COHEN & POKOTILOW, LTD.

Attn: Scott M. Slomowitz, Esq. 12th Floor - 7 Penn Center 1635 Market Street; Phila, PA 19103-2212

6. Total number of applications and registrations involved..... 2

7. Total fee (37 CFR 3.41)..... \$ 80.00

Authorized to Charge to Deposit Account No. 03-0075 (duplicate attached)

DO NOT USE THIS SPACE

8. 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.

Scott M. Slomowitz Name of Person Signing

Signature

10/12/00 Date

Total number of pages including cover sheet, attachments and document: 12

Mail documents to be recorded with required cover sheet information to: Commissioner of Patents and Trademarks; Box Assignments; Washington DC 20231

TRADEMARK REEL: 002168 FRAME: 0943

ASSIGNMENT OF TRADEMARKS

This assignment is made this 4 day of OCTOBER, 2000 by SECOND OPINION FINANCIAL SYSTEMS, INC., a corporation organized and existing under the laws of the Commonwealth of Pennsylvania, and having a place of business at 1601 Market Street, Suite 2903, Philadelphia, Pennsylvania 19103 (hereinafter referred to as "Assignor") to FINANCIAL PROFILES, INC., a corporation organized and existing under the laws of the State of California, and having an address of 5421 Avenida Encinas, Suite A, Carlsbad, California 92008 (hereinafter referred to as "Assignee").

WHEREAS, Assignor is the owner of the trademarks and Certificates of Registration or applications for registration therefor (hereinafter "Trademarks") described in Exhibit "A," attached hereto, and the goodwill of the business associated with and symbolized by the Trademarks; and

WHEREAS, Assignor agrees that pursuant to an Asset Purchase Agreement dated February 24, 1999, it sold to and does hereby assign to Assignee said Trademarks and goodwill to Assignee for good and valuable consideration;

WHEREAS, Assignor and Assignee wish to represent said transfer of the Trademark rights in a form suitable for recording at the United States Patent and Trademark Office;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged by Assignor, Assignor hereby acknowledges that on February 24, 1999, pursuant to an Asset Purchase Agreement, that it sold, assigned and transferred to Assignee

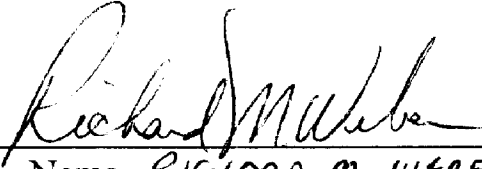
Assignor's whole and entire right, title and interest in and to the aforesaid Trademarks, described in Exhibit A, and the goodwill of the business associated with and symbolized by the Trademarks.

Included in this Assignment are any and all rights which Assignee has, or may have had, against persons who have infringed upon any of said Trademarks prior to the effective date of this Assignment. These rights include the right to sue and recover for all damages and profits arising out of infringement of the Trademarks/Service Marks prior to the effective date of this Assignment.

The terms, covenants and provisions of this agreement shall inure to the benefit of Assignee, its successors, assigns and other legal representatives, and shall be binding on Assignor, its successors, assigns and other legal representatives.

IN WITNESS WHEREOF, Assignor has executed this Assignment on the day and year written above.

SECOND OPINION FINANCIAL SYSTEMS, INC.

By:   
Name: RICHARD M. WEBER  
Title: PRESIDENT

CERTIFICATE OF ACKNOWLEDGMENT

STATE OF CALIFORNIA

:  
:  
:

SS:

COUNTY OF

San Diego

Before me, the undersigned, a Notary Public in and for the county aforesaid, on this

4<sup>th</sup> day of October, 2000, personally appeared

Richard Weber, to me known personally, and who, being by and me duly

sworn, deposes and says that he is/was the President of SECOND OPINION

FINANCIAL SYSTEMS, INC., a Pennsylvania corporation, and that the seal affixed to the

foregoing instrument is the corporate seal of said corporation, and that said instrument was

signed and sealed on behalf of said corporation by authority of the Board of Directors, and that

he acknowledged said instrument to be the free act and deed of said corporation.

Janet H. Tripp  
Notary Public

My Commission Expires: Nov. 25, 2003

(SEAL)



IN WITNESS WHEREOF, I hereunto affix my hand and seal this 4<sup>th</sup> day of

October, 2000.

FINANCIAL PROFILES, INC.

By: Richard A. LaFetra  
Name: Richard A. LaFetra  
Title: Vice President & CFO

STATE OF CALIFORNIA :  
COUNTY OF San Diego : SS:

Before me personally appeared said Richard A. LaFetra of FINANCIAL PROFILES, INC. and acknowledged that he is the Vice President & CFO of FINANCIAL PROFILES, INC. that he has the authority to execute this Assignment on behalf of FINANCIAL PROFILES, INC. and has acknowledged the foregoing instrument to be his free act and deed this 4<sup>th</sup> day of October, 2000.

Janet H. Tripp  
Notary Public

My Commission Expires: Nov. 25, 2003

(SEAL)



EXHIBIT A  
TO TRADEMARK ASSIGNMENT

1. Trademark : DYNAMIC POLICY ILLUSTRATOR  
Registration No. : 2,312,261  
Registration Date : January 25, 2000  
Serial No. : 75/325,329
2. Trademark : SHAPING A BETTER WAY TO BUY LIFE  
INSURANCE  
Registration No. : 2,316,653  
Registration Date : February 8, 2000  
Serial No. : 75/644,571