

09-09-2004



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Foam PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005)

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab Settings

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

1. Name of conveying party(ies): Wizard Asset Acquisition, LLC

8-4-04

- Individual(s), Association, General Partnership, Limited Partnership, Corporation, Other Illinois limited liability company

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

3. Nature of conveyance:

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

Execution Date: July 30, 2004

2. Name and address of receiving party(ies)

Name: WEBALG, INC.

Internal Address:

Street Address: 105 Maxess Road, Suite N109

City: Melville State: NY Zip: 11747

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s) See attached Schedule A

B. Trademark No.(s) 2,163,014, See attached Schedule A

Additional numbers attached? Yes No

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

Name: Richard Roel

Internal Address: c/o O'Melveny & Myers LLP, Time Square Tower

Street Address: 7 Times Square

City: New York State: NY Zip: 10036

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41).....\$ 90.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number

DO NOT USE THIS SPACE

9. Signature.

Richard Roel Name of Person Signing

Richard Roel Signature

8/4/04 Date

Total number of pages including cover sheet, attachments, and documents: 4

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

TRADEMARK ASSIGNMENT


THIS TRADEMARK ASSIGNMENT (the "Trademark Assignment") is made and entered into this 30th day of July 2004 (the "Effective Date") by and between Wizard Asset Acquisition, LLC, an Illinois limited liability corporation ("Assignor"), and webalg, Inc., a Delaware corporation ("Assignee").

Assignor desires to transfer and assign to Assignee and Assignee desires to accept from Assignor the trademarks, and any and all registrations and use-based applications for registration pertaining thereto, listed in the attached Schedule A, together with the goodwill of any business connected to and symbolized by such trademarks ("Trademarks").

Assignor hereby assigns, transfers and conveys to Assignee the entire right, title and interest in and to the Trademarks.

IN WITNESS WHEREOF, the parties hereto have duly executed this Trademark Assignment the day and year first above written.

WIZARD ASSET ACQUISITION, LLC

By: 
Name: Mark G. Simmons
Title: manager

STATE OF new York)
)
COUNTY OF new York)

The foregoing instrument was acknowledged before me this 30th day of July, 2004, by mark G. Simmons of Wizard Asset Acquisition, LLC on behalf of Wizard Asset Acquisition, LLC.

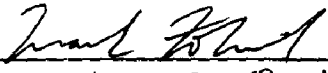
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Notary Public in and for

My Commission Expires: Richard Roel

RICHARD ROEL
Notary Public, State of New York
No. 01RO5026268
Qualified in Nassau County
Certificate Filed in New York C.
Commission Expires April 18, 2005

WEBALG, INC.

By: 
Name: Mark F. O'Neil
Title: President

Schedule A

Mark	Country of Filing	Registration No./Serial No.	Filing/Registration Date	Goods/Services
Car Finders	U.S.A.	2,163,014/74-561,182	8/15/94	Software program for locating used cars for automobile dealer and individuals
Buy Here Pay Here	U.S.A.	2,005,170/74-626,675	1/27/95	Software for automotive dealer financing, investing, leasing, accounting and collections.
Budgeteer	U.S.A.	2,019,259/75-036-554	12/26/95	Software for automotive dealer financing, investing, leasing, accounting and collections.

NY1:1525488.3

RECORDED: 08/04/2004

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REEL: 003044 FRAME: 0211