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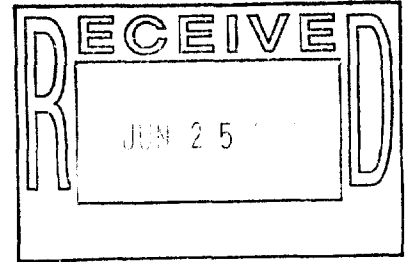
Mark I. Peroff
Keith E. Danish
Michael J. Brown
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**admitted to the state of Michigan*

Of counsel:
Stephen N. Dratch
Freema Gluck

06-29-1999



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June 25, 1999

RECORDATION FORM COVER SHEET - TRADEMARKS

Box ASSIGNMENT
Commissioner of Patents and Trademarks
Washington, D.C. 20231

Express Mail™ mailing label number EL04483497245

Date of Deposit 6/25/99

I hereby certify that this paper or fee is being deposited with the United Postal Service "Express Mail Post Office to Addressee" service under 37 CFR 1.10 on the date indicated above and is addressed to the Commissioner of Patents and Trademarks, Washington, D.C. 20231

Julio Simmons

Julio Simmons
(Signature of person mailing paper or fee)

Re: Recordal of Assignment of Trademarks
Assignor: BANCO SANTANDER, S.A.
Assignee: SANTANDER INVESTMENT BANK, LTD.
Our ref.: UNGRI-0811

Sir:

Please record the attached original documents or copy thereof:

1. Name of conveying party(ies):

BANCO SANTANDER, S.A., a corporation organized and existing under the laws of Spain.

2. Name and address of receiving party(ies):

SANTANDER INVESTMENT BANK, LTD., a Bahamas corporation, located and doing business at Bahamas Financial Center, 3rd Floor / Corner Shirley and Charlotte Streets / Nassau, Bahamas.

A Power of Attorney and an Appointment of Domestic Representative is attached.

3. Nature of conveyance:

Assignment

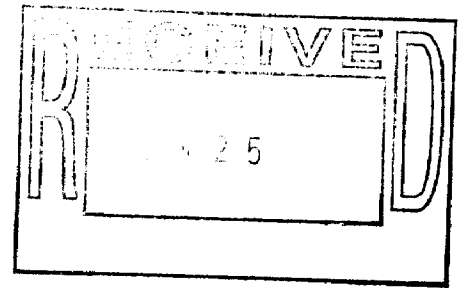
Date of execution: June 25, 1999

06/28/1999 DNGUYEN 00000316 75622628

01 FC:481
02 FC:482

40.00 OP
275.00 OP

50698 v 1



4. Trademark Application Ser. Nos.: 75/622,628 BSCH
75/628,695 SCH
75/635,165 BSH
75/647,132 BSCH (Horizontal device)
75/647,131 BSCH (Vertical device)
75/647,134 Horizontal device
75/647,133 Vertical device
- Trademark Registration Nos.: 1.013.686 Banco Santander
1.324.983 Banco Santander Internacional
1.636.299 Banco Santander (flame device)
1.700.791 Flame device
1.955.525 Santander Investment (flame device)

5. Please address all correspondence in this matter to:

Michael J. Brown
Trademark Counselors of America, P.C.
915 Broadway - 19th Floor
New York, New York 10010
(212) 387-0247

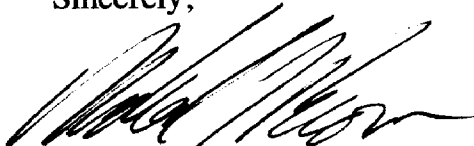
6. Total number of applications and registrations involved: 12

7. Total fee enclosed: \$315.00

8. Also enclosed is a Certificate of Express Mail, label number EL044839972US, and an acknowledgment postcard.

9. 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.

Sincerely,



Michael J. Brown

MJB:am
Enclosures

Total number of pages comprising cover sheet: 2

ESTADOS UNIDOS

ASSIGNMENT

WHEREAS, BANCO SANTANDER, S.A., a Spanish Corporation having a place of business at Paseo de Pereda, 9-12 / 39004 SANTANDER (Cantabria), Spain (hereinafter called "the Assignor") owns and has used in its business certain trademarks which have been filed as follows

Trade Marks	Class	Date	Number
BSCH	16, 35, 36 & 38	19.01.99	75/622.628
SCH	16, 35, 36 & 38	27.01.99	75/628.695
BSH	16, 35, 36 & 38	4.02.99	75/635.165
BSCH (Horizontal device)	16, 35, 36 & 38	24.02.99	75/647.132
BSCH (Vertical device)	16, 35, 36 & 38	24.02.99	75/647.131
Horizontal device	16, 35, 36 & 38	24.02.99	75/647.134
Vertical device	16, 35, 36 & 38	24.02.99	75/647.133
Banco Santander	35 & 36	17/06/75	1.013.686
Banco Santander Internacional	36	12/03/85	1.324.983
Banco Santander (flame device)	36	27/02/91	1.636.299
Flame device	36	14/07/92	1.700.791
Santander Investment (flame device)	16, 35, 36 & 42	13.02.96	1.955.525

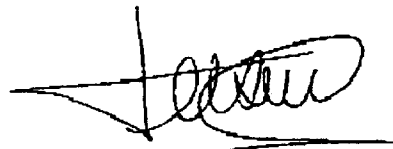
and;

WHEREAS, SANTANDER INVESTMENT BANK, LTD. a Bahamas Corporation and having a place of business at Bahamas Financial Center, 3rd Floor / Corner Shirley and Charlotte Streets / NASSAU, Bahamas (hereinafter called "the Assignee") is desirous of acquiring the entire right, title and interest in and to the said trademark applications and in and to any registrations, renewals and extensions that may be granted thereon, together with the goodwill of the business connected therewith,

THEREFORE, BE IT KNOWN that for and consideration of the sum of One Dollar (\$1.00) to it in hand paid, and other good and valuable consideration, the receipt of which is hereby acknowledged, said Assignor does hereby assign, and transfer unto the said Assignee, its successors or assigns, the entire right, title and interest in and to the said trademark applications, and in and to any registrations, renewals and extensions that may be granted thereon, together with the goodwill of the business connected therewith and any right to recover for past infringement thereof.

DATED: June 25, 1999

BY:



Name: Tomas Martin Buitrago

Title: Appointed Officer of Banco Santander, S.A.

TRADEMARK
REEL: 001920 FRAME: 0264


POWER OF ATTORNEY

Applicant appoints Mark I. Peroff, Keith E. Danish, Lloyd Parodneck, Michael J. Brown, Irving M. Fishman, and all members of the Bar of the State of New York, of the Firm of Trademark & Patent Counselors of America, P.C., 915 Broadway, New York 10010, (212) 387-0247, its attorneys, to prosecute this application to register with full powers of substitution and revocation, to transact all business in the Patent & Trademark Office in connection therewith, and to receive the Certificate of Registration. Please address all correspondence in this matter to the attention of: Mark I. Peroff, Esq.

APPOINTMENT OF DOMESTIC REPRESENTATIVE

The Firm of Trademark & Patent Counselors of America, P.C., 915 Broadway, New York 10010 (212) 387-0247, is hereby designated applicant's representative upon whom notices or process in proceedings affecting the mark may be served.

Date: June 25, 1999

By: 
Name: Alfredo Garcia Bravo
Title: Appointed Officer of Santander Investment Bank, LTD.

