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FORM PTO-1594

12-01-2000

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



SHEET

Attorney Docket No. 7701.0132

To the Honorable Commissioner of

101534998

attached original documents or copy thereof.

1. Name(s) of conveying party(ies):

Pan American Securities, Inc.

- Individual(s)
- General Partnership
- Corporation of Delaware
- Association
- Limited Partnership

Other: _____

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Merger
- Change of Name

Other: _____

Execution Date: November 11, 1999

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

Name: Walden-Hays, Inc.

Address: 853 Broadway
New York, New York

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation of New York
- Other:

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designation must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

75/558,816

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

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

Name: Julia Anne Matheson

Address: Finnegan, Henderson, Farabow,

Garrett & Dunner, L.L.P.

1300 I Street, N.W.

Washington, D.C. 20005-3315

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): \$ 40.00

- Enclosed
- Authorized to be charged to deposit account
- Authorized to be charged to deposit account only if fee is deficient

8. Deposit account number:

06-0916

DO NOT USE THIS SPACE

9. 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.

Julia Anne Matheson
Name of Person Signing

November 2, 2000
Date

Total number of pages including cover sheet, attachments, and document: 2

12/07/2000 MTHA11 00000141 75558816

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40.00 DP

GENERAL TRADEMARK ASSIGNMENT

WHEREAS, **PAN AMERICAN SECURITIES, INC.** a Delaware Corporation, having its place of business at 433 Worthington Circle, Palm Harbor, Florida 34685 (hereinafter called "Assignor"), has established certain rights in the United States in and to the trademark **FREETRADE.COM** (together with any trademark registrations therefor, hereinafter "Trademark"); and

WHEREAS, **WALDEN-HAYS, INC.** a New York corporation, having its place of business at 853 Broadway, New York, NY (hereinafter called "Assignee"), desires to acquire all of Assignor's rights, title and interest in and to the Trademark; and

NOW THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor, both in its own name and on behalf of its involved subsidiaries, does hereby assign and transfer unto Assignee, and Assignee does hereby accept, all of Assignor's rights, title and interest in and to the Trademark in the United States together with the goodwill of the business symbolized by the Trademark. Assignor undertakes within twelve (12) months hereof to duly execute, or have duly executed by its subsidiaries, any further documents reasonable necessary to record the transfer of title effected hereby as prepared by Assignee.

IN WITNESS WHEREOF, Assignor and Assignee have cause these presents to be executed by their duly authorized officers or agents on this 11 day of November 1999.

ASSIGNOR: **PAN AMERICAN SECURITIES, INC.**

BY: [Signature] Steven Popkin

TITLE: CEO

ASSIGNEE: **WALDEN-HAYS, INC.**

BY: [Signature]

TITLE: President

ROBERT L. JACKSON

NOTARIZATION
Lynne O. Firth
Lynne A. Firth



NOTARIZATION
COUNTY OF Albany
STATE OF New York
SWORN TO BEFORE ME THIS
15 DAY OF Nov 19 99
HENRY B. TRATTNER
NOTARY PUBLIC, State of New York
No. TR-01-4689385
Qualified in Nassau County
Certificate Filed in New York County
Commission Expires October 31, 2001

[Signature]

TRADEMARK
REEL: 002184 FRAME: 0044