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Attorney Docket No. 7701.0131

11-2-00

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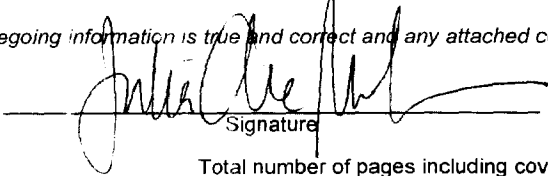
To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.

1. Name(s) of conveying party() ame(s) and address(es) of receiving party(ies):
 Pan American Securities, Inc ame: Walden-Hays, Inc.
 Individual(s) U.S. Patent & TMO/TM Mail Rpt Dt #10 dress: 853 Broadway
 General Partnership Partnership New York, New York
 Corporation of Delaware
 Other: _____
 Individual(s)
 Association
 General Partnership
 Limited Partnership
 Corporation of New York
 Other:
 Additional name(s) of conveying party(ies) attached? Yes No
 3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other: _____
 Execution Date: November 11, 1999
 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)
75/558,815
 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: One
 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  November 2, 2000
 Name of Person Signing Signature Date
 Total number of pages including cover sheet, attachments, and document: 2

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 (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 Bepko

TITLE: CEO

ASSIGNEE: WALDEN-HAYS, INC.

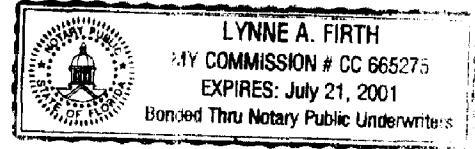
BY: [Signature]

TITLE: President

ROBERT L. JAC

NOTARIZATION

Lynne A. Firth
Lynne A. Firth



NOTARIZATION

COUNTY OF New York
STATE OF New York
SWORN TO BEFORE ME THIS
11 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