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To: The Commissioner of Patents and Trademarks: Please Record the Attached Original Document(s) or Copy(ies).

Submission Type:

New
 Resubmission: Doc. ID # _____
 Correction of PTO Error :
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 Reel# _____ Frame # _____

Nature of Conveyance:

Assignment License
 Security Agreement Nunc Pro Tunc Assignment
 Change of Name Effective Date: _____
 Merger
 Other _____

Execution Date: February 15, 2001

Name of Conveying Party(ies):

Banco Popular North America
7 West 51st Street
New York, New York 10019

Individual, Association, General Partnership, Limited Partnership, Corporation
 Other _____

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

Name and address of Receiving Party(ies):

Popular, Inc.
209 Muñoz Rivera Avenue
Hato Rey, Puerto Rico 00918

Individual Association General Partnership
 Limited Partnership Corporation
 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) of receiving party(ies) attached?
 Yes No

FOR OFFICE USE ONLY

Application Number(s) or Registration Numbers(s):
A. Trademark Application No.(s):

B. Trademark Registration No.(s):

2,399,448

Additional Numbers attached? Yes No

Name and Address of Party To Whom Correspondence Should Be Mailed:

Gary H. Fechter, Esq.
HALL DICKLER KENT GOLDSTEIN & WOOD LLP
909 THIRD AVENUE
NEW YORK, NEW YORK 10022-4731
Telephone No.: (212) 339-5400

Total number of applications/registrations: 1
Total number of pages **not** including cover sheet: 2

Total Fee (37 CFR 3.41): \$40.00
 Enclosed
 Authorized to be charged to deposit
Deposit account number: _____
(Attach duplicate copy of this page if paying by deposit account)

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.

Meredith D. Pikser

March 30, 2001

Name of Person Signing

Signature

Date

ASSIGNMENT

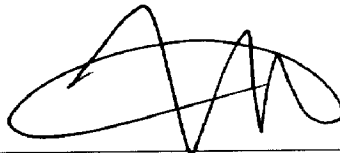
WHEREAS, BANCO POPULAR NORTH AMERICA, a corporation organized and existing under the laws of New York and having an address at # 7 West 51st Street, New York, New York, 10019 United States of America (hereinafter referred to as "ASSIGNOR"), adopted, used, is using and is the owner of the service mark "CLUB POPULAR" (hereinafter referred to as "Mark") as used in connection with discount buying club services for credit card holders in international class 35, the goodwill symbolized thereby, and Registration Number 2,399,448; and

WHEREAS, POPULAR, INC., a corporation duly organized and existing under the laws of Puerto Rico and having an address at #209 Muñoz Rivera Avenue, Hato Rey, Puerto Rico, 00918 United States of America (hereinafter referred to as "ASSIGNEE"), is desirous of acquiring all rights, title and interest in and to, and to the use of the Mark, the goodwill symbolized thereby and the Registration the Mark;

NOW THEREFORE, for and in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, ASSIGNOR hereby sells, assigns, transfers and conveys to ASSIGNEE all rights, title and interest in and to, and to the use of the Mark, the goodwill symbolized thereby, and the Registration of the Mark, free and clear of all liens, security interests or other encumbrances.

The United States Patent and Trademark Office is hereby authorized to deliver to ASSIGNEE, its attorneys, agents, successors or assigns, all official documents and communications as may be warranted by this Assignment.

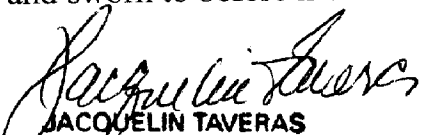
BANCO POPULAR NORTH AMERICA



Bruce W. Minsky
Vice President

Affidavit No. _____

Subscribed and sworn to before me this 15th day of February 2001.


JACQUELIN TAVERAS
Notary Public, State of New York
No. 01TA6001871
Qualified in Kings County
Commission Expires January 26, 2002