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03-12-2002



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FORM PTO-1618A
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FINANCE SECTION

RECORDATION FORM COVER SHEET
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Tammi E. Yonson
Tammi E. Yonson

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Submission Type

- New d. 22. 02
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
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Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Effective Date
Month Day Year
04/13/1999
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached
Execution Date
Month Day Year
04/13/1999

Name Banco de Santander, S.A.

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization Spain

Receiving Party

Mark if additional names of receiving parties attached

Name Banco Santander Central Hispano, S.A.

DBA/AKA/TA _____

Composed of _____

Address (line 1) Paseo de Pereda, 9-12

Address (line 2) _____

Address (line 3) Santander (Cantabria) SPAIN 39004
City State/Country Zip Code

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization Spain

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment)

03/12/2002 6T0N11 00000042 1955525

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TRADEMARK
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Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name Trademark & Patent Counselors of America, P.C.

Address (line 1) 915 Broadway

Address (line 2) 19th Floor

Address (line 3) New York, New York 10010-7108

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number (212) 387-0247

Name Mark I. Peroff, Esq.

Address (line 1) Trademark & Patent Counselors of America, P.C.

Address (line 2) 915 Broadway

Address (line 3) 19th Floor

Address (line 4) New York, New York 10010-7108

Pages Enter the total number of pages of the attached conveyance document including any attachments. # 11

Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

1,955,525		

Number of Properties Enter the total number of properties involved. # 1

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$ 40.00

Method of Payment: Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.) Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as

Kathleen K Elsner

[Signature]

2/21/02

Name of Person Signing

Signature

Date Signed

1,955,525

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

GENERAL POWER OF ATTORNEY
AND APPOINTMENT OF DOMESTIC REPRESENTATIVE

hereby revokes all previously-granted Powers of Attorney and appoints Mark I. Peroff, Keith E. Danish, G. Mathew Lombard, Manjari M. Datta and all other members of the Bar of the State of New York in the firm of Trademark & Patent Counselors of America, P.C., 915 Broadway, New York, New York 10010-7108, Tel. No. (212) 387-0247, its attorneys with full powers of substitution and revocation to transact all business in the Patent and Trademark Office in connection with all existing and future trademark registrations and applications of our company.

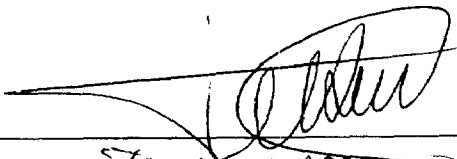
Trademark & Patent Counselors of America, P.C. is also hereby designated as the aforementioned company's representative upon whom notices or process in proceedings affecting the mark may be served, in connection with all existing and future trademark registrations and applications of our company.

Please address all correspondence in this matter to the attention of:

Mark I. Peroff, Esq.
Trademark & Patent Counselors of America, P.C.
915 Broadway
New York, New York 10010-7108

Dated: 20 December, 2001

By: _____


Name: ~~TOMAS MARTIN ESTRADA~~
Title: ~~APPOINTED OFFICER.~~



State Seal

2X1004537

25 Pesetas Stamp

Two seals of the Notary Public's Office of Mr. Francisco-Javier Monedero San Martin – Notary Public – Eduardo dato 2- Telephone Nos. 447 94 54 – 58 – 62 – Fax Nº 447-9453 - 28010 Madrid.

I, FRANCISCO JAVIER MONEDERO SAN MARTIN, NOTARY PUBLIC OF MADRID,

I ATTEST: that by interested party, a copy is presented to me, authorized by the Notary Public of this Capital, Mr. Rafael Benzo Mestre, with date of February Eleventh, nineteen ninety-nine, under Order number two thousand and twenty-four of his Protocol, at the request of the Company "BANCO SANTANDER, S.A.", whose pertinent particulars I transcribe as follows:

NUMBER TWO HUNDRED AND TWENTY-FOUR.

IN MADRID, on February eleventh, nineteen ninety-nine.

BEFORE ME, RAFAEL BENZO MESTRE, Notary Public of Madrid and of its Illustrious Association

A P P E A R :

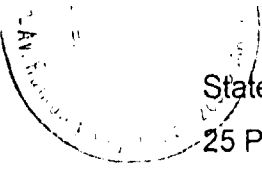
.....
HE INTERVENES in the name and on behalf of "BANCO SANTANDER, S.A." – formerly Banco de Santander, Sociedad Anónima de Crédito", domiciled in Santander, Paseo de Pereda, number nine to twelve; incorporated by deed authorized by the Notary Public of Santander, Mr. Ignacio Pérez, with date of January fourteen, eighteen hundred and seventy-five, amended by other subsequent ones, recorded in book 83, folio 1, sheet 9, entry 5.519, and with N.I.F. A-39000013

The change of designation and the adaptation of the Statutes appear recorded in a deed granted before the Notary Public of Santander, Mr. José María de Prada Díez, with date of June eighth, nineteen ninety-two, which was recorded at the Commercial Register of Santander, in volume 448 of the files, of the General Section, folio 1, sheet number 1.960, 1st recording of the adaptation

THE PRECEDENT TRANSCRIPTION, results from the copy of the mentioned deed, which is presented to me and which I return. Upon request of the person presenting the document, I issue this testimony on this single folio of stamp notarial paper, which I sign, flourish and stamp, in Madrid, on the fifth of April nineteen ninety-nine.

(illegible signature)

(Seal of the Notary Public's Office of Mr. Francisco Javier Monedero San Martin).



State Seal

25 Pesetas Stamp

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Two seals of the Notary Public's Office of Mr. Antonio Fernández-Golfín – Notary Public – Maldonado nº 19 – Telephone No. 431 79 04 - 28006 Madrid.

ANTONIO FERNANDEZ-GOLFIN APARICIO, Notary Public of Madrid and of its Illustrious Association,

I A T T E S T :

FIRST.- That with date of April 13, 1999, number 1.212 of my Protocol, I have authorized public deed of Merger of "Banco Santander, S.A." and "Banco Central Hispanoamericano, S.A.", by absorption of this latter one by the first one.

SECOND.- That in said deed, the absorbing Company, "Banco Santander, S.A.", changed its name to "BANCO SANTANDER CENTRAL HISPANO, S.A.".

THIRD.- That, consequently, "Banco Central Hispanoamericano, S.A." has become extinguished and its patrimony, (and therefore all its rights and obligations, juridical relations and contracting and judicial positions), has been transmitted in bloc to the absorbing Company "BANCO SANTANDER CENTRAL HISPANO, S.A.".

FOURTH.- That the merger by absorption has been suspensively subjected to its recordal at the Commercial Register of Cantabria, this being the one corresponding to the social address of the absorbing Company.

FIFTH.- That proof has been given to me of the recordal of the first authorized copy of said deed at the Commercial Register of Cantabria, in volume 676, book 0, section 8th, sheet S-1960, folio 28, entry 596th, with date of April 17, 1999.

. /



SIXTH.- That with date of April 17, 1999, and under number 1.267 of my Protocol, it was raised to public document the agreement adopted by the Board of Directors on this same date, expressly ratifying the Powers granted by Banco Santander Central Hispano, S.A., before the Notary Public of Madrid, Mr. Francisco Mata Pallarés, with date of March 31, 1999, under numbers 491 to 597 of his Protocol and with date of April 13, 1999, under numbers 649 to 658 of his Protocol.

THE FOREGOING is a testimony in relation to the mentioned deeds and to their first authorized copies, without there being nothing in what has been ommitted, that conditions or limits the insert. All of which, I attest, in Madrid, on April twenty-six, nineteen ninety-nine.

(illegible signature)

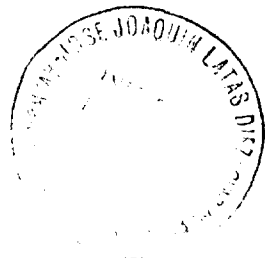
Seal of Mr. Antonio Fernández-Golfin – Notary Public – Maldonado nº 19 – 28006 Madrid).

Seal of the Notarial Authority – General Council of the Spanish Notaries- Notaries Europe – 0023561997).

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The undersigned, José Joaquín Latas Díez, sworn translator of the English language, certifies that the preceding translation is a true and complete version of the original text in Spanish which is attached hereto.

Madrid, 20 December 2001.



INTERVIENE en nombre y representación del "BANCO SANTANDER, S.A." - antes Banco de Santander, Sociedad Anónima de Crédito", domiciliada en Santander, Paseo de Pereda, número nueve al doce; constituida por escritura autorizada por el Notario de Santander, Don Ignacio Pérez el día catorce de Enero de mil ochocientos setenta y cinco, modificada por otras posteriores, inscrita al libro 83, folio 1, hoja 9, inscripción 5.519 y con N.I. F. A-39000013.-----

El cambio de denominación y la adaptación de Estatutos constan en una escritura otorgada ante el Notario de Santander, Don José María de Prada Díez, el día ocho de Junio de mil novecientos noventa y dos, que se inscribió en el Registro Mercantil de Santander, al tomo 448 del archivo, de la Sección general, folio 1, hoja número 1.960, inscripción 1ª de adaptación -----

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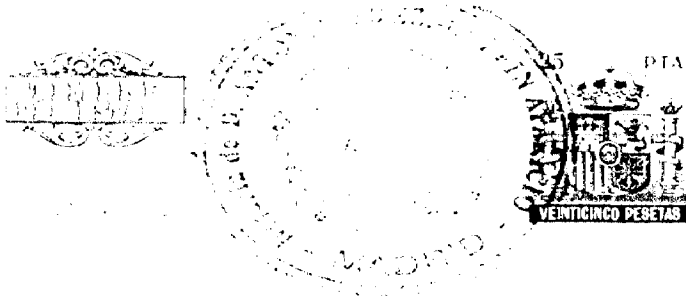
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LO ANTERIORMENTE TRANSCRITO, así resulta de copia de la mencionada acta, que se me exhibe y devuelvo. Y a instancia del exhibente, expido el presente testimonio sobre este unico folio de papel timbrado -- notarial, que signo, firmo, rubrico y sello, en --- Madrid, a cinco de abril de mil novecientos noventa y nueve.-



Handwritten signature and a vertical line with a hook at the top.

TRADEMARK
REEL: 002458 FRAME: 0195



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ANTONIO FERNANDEZ-GOLFÍN APARICIO
NOTARIO DE MADRID
C/...
T...

ANTONIO FERNANDEZ-GOLFÍN APARICIO, Notario de Madrid y de su Ilustre Colegio,-----

----- DOY FE -----

PRIMERO.- Que con fecha 13 de abril de 1999, número 1.212 de mi Protocolo, he autorizado escritura pública de Fusión de "Banco Santander, S.A." y "Banco Central Hispanoamericano, S.A.", por absorción de esta última por la primera.-----

SEGUNDO.- Que en dicha escritura, la Sociedad absorbente "Banco Santander, S.A.", cambió su denominación por "BANCO SANTANDER CENTRAL HISPANO, S.A.".-

TERCERO.- Que, consecuentemente, "Banco Central Hispanoamericano, S.A." ha quedado extinguida y su patrimonio, (y por tanto todos sus derechos y obligaciones, relaciones jurídicas y posiciones contractuales y judiciales), ha quedado transmitido en bloque a la Sociedad absorbente "BANCO SANTANDER CENTRAL HISPANO, S.A."-----

CUARTO.- Que la fusión por absorción quedó supe-
ditada suspensivamente a su inscripción en el Registro Mercantil de Cantabria, por ser el correspondiente al domicilio social de la Sociedad absorbente.-----

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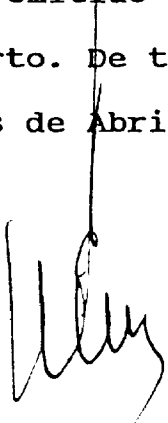
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QUINTO.- Que se me ha acreditado la inscripción de la primera copia autorizada de dicha escritura en el Registro Mercantil de Cantabria al tomo 676, libro 0, sección 8ª, hoja S-1960, folio 28, inscripción 596ª de fecha 17 de Abril de 1999.-----

SEXTO.- Que con fecha 17 de Abril de 1999 y con el número 1.267 de mi Protocolo, se elevó a documento público el acuerdo adoptado por el Consejo de Administración de igual fecha, por el que se ratificaron expresamente los poderes otorgados por Banco Santander Central Hispano, S.A., ante el Notario de Madrid, Don Francisco Mata Pallarés el día 31 de Marzo de 1999, números 491 a 597 de su Protocolo y el día 13 de Abril de 1999, números 649 a 658 de su Protocolo.-----

LO QUE ANTECEDE es testimonio en relación de las expresadas escrituras y de sus primeras copias autorizadas, sin que en lo omitido haya nada que condicione o limite lo inserto. De todo lo cual, doy fe, en Madrid, a veintiseis de Abril de mil novecientos noventa y nueve.-



RECORDED: 02/22/2002

TRA
REEL: 0024