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05-21-1999

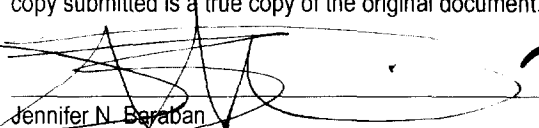
U.S. Patent & TMO/ TM Mail Rcpt Dt. #10

TUCKER FLYER
1615 L Street, N.W.
Washington, D.C. 20036
(202) 452-8600

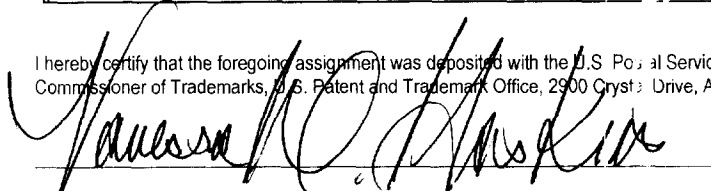
06-17-1999



101067422

<p>1. NAME OF CONVEYING PARTY:</p> <p>TRAVELERS GROUP INC. A Delaware corporation</p>	<p>2. NAME AND ADDRESS OF RECEIVING PARTY:</p> <p>CITIGROUP INC. a Delaware corporation 153 East 53rd Street New York, New York 10043</p>
<p>3. NATURE OF CONVEYANCE:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other</p> <p>3A. EXECUTION DATE: October 8, 1998 3B. EFFECTIVE DATE: October 8, 1998</p>	<p>2A. ASSIGNEE A FOREIGN ENTITY:</p> <p>Yes: ___ No: <u>X</u></p> <p>2B. DOMESTIC REPRESENTATIVE DESIGNATED:</p> <p>Yes: ___ No: <u>X</u></p>
<p>4A. TRADEMARK APPLICATION NOS.:</p> <p>Additional numbers attached?</p>	<p>4B. TRADEMARK REGISTRATION NO(S).:</p> <p>See Attached Schedule A</p> <p>Additional numbers attached? 11</p>
<p>Henry W. Leeds, Esq. Tucker Flyer Suite 400 1615 L Street, N.W. Washington, D.C. 20036</p>	
<p>6. TOTAL NUMBER OF TITLES: 11</p> <p>7. TOTAL FEE: \$290.00 - Check Enclosed</p> <p>8. CHARGE ADDITIONAL FEES TO: DEPOSIT ACCOUNT NO. 20-1582</p> <p>Our Ref: 29770.343</p>	<p>9. The undersigned declares to the best of his knowledge and belief that the information on this cover sheet is true and correct and any copy submitted is a true copy of the original document.</p> <p> Jennifer N. Bayaban Date: May 11, 1999</p> <p>Page 1 of 4</p>

I hereby certify that the foregoing assignment was deposited with the U.S. Postal Services, by First Class Mail, postage prepaid, addressed to Box: Assignments/Fee, The Assistant Commissioner of Trademarks, U.S. Patent and Trademark Office, 2900 Crystal Drive, Arlington, VA 22202-3513, this 11th day of May 1999.



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40.00 OP
250.00 OP

TRADEMARK
REEL: 001914 FRAME: 0298

SCHEDULE A

<u>Reg. No.</u>	<u>Mark</u>
1,463,069	PRIMERICA
1,492,554	PRIMERICA
1,497,031	PRIMERICA
1,498,362	PRIMERICA
1,501,588	PRIMERICA
1,872,032	PHYSICIANS' PREFERRED
1,883,097	DENTISTS' PREFERRED
1,964,377	ACCOUNTANTS' PREFERRED
1,989,880	TRAVELERMILES
2,006,493	NURSES' PREFERRED
2,205,367	TRAVELERS HOME MORTGAGE

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "TRAVELERS GROUP INC.", CHANGING ITS NAME FROM "TRAVELERS GROUP INC." TO "CITIGROUP INC.", FILED IN THIS OFFICE ON THE EIGHTH DAY OF OCTOBER, A.D. 1998, AT 8:01 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2154254 8100

AUTHENTICATION: 9658344

991122819

DATE: 03-29-99

TRADEMARK

REEL: 001914 FRAME: 0300

**CERTIFICATE OF AMENDMENT
TO THE
RESTATED CERTIFICATE OF INCORPORATION
OF
TRAVELERS GROUP INC.**

Pursuant to Section 242 of the General
Corporation Law of the State of Delaware

TRAVELERS GROUP INC., a Delaware corporation (the "Corporation") does hereby certify as follows:

FIRST: Article **FIRST** of the Restated Certificate of Incorporation of the Corporation is hereby amended to read in its entirety as set forth below:

FIRST: The name of the Corporation is: Citigroup Inc.

SECOND: The first sentence of paragraph A, Article **FOURTH** of the Restated Certificate of Incorporation of the Corporation is hereby amended to read in its entirety as follows:

The total number of shares of Common Stock which the Corporation shall have the authority to issue is six billion shares of Common Stock having a par value of one cent (\$.01) per share.

THIRD: The foregoing amendment has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

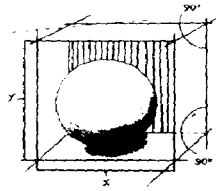
IN WITNESS WHEREOF, Travelers Group Inc. has caused this certificate to be executed in its corporate name this 8th day of October, 1998.

TRAVELERS GROUP INC.

By: 
Charles O. Prince, III
Executive Vice President

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 08:01 AM 10/08/1998
981386709 - 2154254

TRADEMARK
REEL: 001914 FRAME: 0301



HEALTHCOMM
INTERNATIONAL, INC.

REQUEST FOR W-9 FORM

TO BE COMPLETED AND RETURNED

Dear Vendor, *Commissioner for Trademarks,*

We are in the process of updating our W-9 forms for each of our vendors so that we may process our 1099 Forms to the Federal Government. We are required to have your current Social Security Number (SSN) or Taxpayer Identification Number (TIN) whichever one is applicable on file. If you do not return the completed W-9 form, the law requires us to withhold 31 percent of the interest, dividends, and certain other payments that we make to your account. This is called backup withholding.

Please return the completed W-9 form with the required signature and date.

We appreciate your attention to this matter. If you should have any further questions, please contact me at (253) 851-3943 in the Accounts Payable Department.

Sincerely,

HEALTHCOMM INTERNATIONAL

Dennis Noble
Accounts Payable

P.O. Box 1729

5800 Soundview Drive, Gig Harbor, Washington 98335

253.851.3943 Fax: 253.851.9719

TRADEMARK
REEL: 001914 FRAME: 0302

Specific Instructions

Name.—If you are an individual, you must generally enter the name shown on your social security card. However, if you have changed your last name, for instance, due to marriage, without informing the Social Security Administration of the name change, enter your first name, the last name shown on your social security card, and your new last name.

If the account is in joint names, list first and then circle the name of the person or entity whose number you enter in Part I of the form.

Sole Proprietor.—You must enter your individual name as shown on your social security card. You may enter your business, trade, or "doing business as" name on the **business name** line.

Other Entities.—Enter the business name as shown on required Federal tax documents. This name should match the name shown on the charter or other legal document creating the entity. You may enter any business, trade, or "doing business as" name on the business name line.

Part I—Taxpayer Identification Number (TIN)

You must enter your TIN in the appropriate box. If you are a resident alien and you do not have and are not eligible to get an SSN, your TIN is your IRS individual taxpayer identification number (ITIN). Enter it in the social security number box. If you do not have an ITIN, see **How To Get a TIN** below.

If you are a sole proprietor and you have an EIN, you may enter either your SSN or EIN. However, using your EIN may result in unnecessary notices to the requester.

Note: See the chart on this page for further clarification of name and TIN combinations.

How To Get a TIN.—If you do not have a TIN, apply for one immediately. To apply for an SSN, get **Form SS-5** from your local Social Security Administration office. Get **Form W-7** to apply for an ITIN or **Form SS-4** to apply for an EIN. You can get **Forms W-7** and **SS-4** from the IRS by calling 1-800-TAX-FORM (1-800-829-3676).

If you do not have a TIN, write "Applied For" in the space for the TIN, sign and date the form, and give it to the requester. For interest and dividend payments, and certain payments made with respect to readily tradable instruments, you will generally have 60 days to get a TIN and give it to the requester. Other payments are subject to backup withholding.

Note: Writing "Applied For" means that you have already applied for a TIN OR that you intend to apply for one soon.

Part II—For Payees Exempt From Backup Withholding

Individuals (including sole proprietors) are not exempt from backup withholding. Corporations are exempt from backup withholding for certain payments, such as interest and dividends. For more information on exempt payees, see the separate instructions for the Requester of Form W-9.

If you are exempt from backup withholding, you should still complete this form to avoid possible erroneous backup withholding. Enter your correct TIN in Part I, write "Exempt" in Part II, and sign and date the form.

If you are a nonresident alien or a foreign entity not subject to backup withholding, give the requester a completed **Form W-8, Certificate of Foreign Status**.

Part III—Certification

For a joint account, only the person whose TIN is shown in Part I should sign (when required).

1. Interest, Dividend, and Barter Exchange Accounts Opened Before 1984 and Broker Accounts Considered Active During 1983. You must give your correct TIN, but you do not have to sign the certification.

2. Interest, Dividend, Broker, and Barter Exchange Accounts Opened After 1983 and Broker Accounts Considered Inactive During 1983. You must sign the certification or backup withholding will apply. If you are subject to backup withholding and you are merely providing your correct TIN to the requester, you must cross out item 2 in the certification before signing the form.

3. Real Estate Transactions. You must sign the certification. You may cross out item 2 of the certification.

4. Other Payments. You must give your correct TIN, but you do not have to sign the certification unless you have been notified that you have previously given an incorrect TIN. "Other payments" include payments made in the course of the requester's trade or business for rents, royalties, goods (other than bills for merchandise), medical and health care services (including payments to corporations), payments to a nonemployee for services (including attorney and accounting fees), and payments to certain fishing boat crew members.

5. Mortgage Interest Paid by You, Acquisition or Abandonment of Secured Property, Cancellation of Debt, or IRA Contributions. You must give your correct TIN, but you do not have to sign the certification.

Privacy Act Notice

Section 6109 of the Internal Revenue Code requires you to give your correct TIN to persons who must file information returns with the IRS to report interest, dividends,

and certain other income paid to you, mortgage interest you paid, the acquisition or abandonment of secured property, cancellation of debt, or contributions you made to an IRA. The IRS uses the numbers for identification purposes and to help verify the accuracy of your tax return. The IRS may also provide this information to the Department of Justice for civil and criminal litigation and to cities, states, and the District of Columbia to carry out their tax laws.

You must provide your TIN whether or not you are required to file a tax return. Payers must generally withhold 31% of taxable interest, dividend, and certain other payments to a payee who does not give a TIN to a payer. Certain penalties may also apply.

What Name and Number To Give the Requester

For this type of account:	Give name and SSN of:
1. Individual	The individual
2. Two or more individuals (joint account)	The actual owner of the account or, if combined funds, the first individual on the account ¹
3. Custodian account of a minor (Uniform Gift to Minors Act)	The minor ²
4. a. The usual revocable savings trust (grantor is also trustee)	The grantor-trustee ¹
b. So-called trust account that is not a legal or valid trust under state law	The actual owner ¹
5. Sole proprietorship	The owner ³
For this type of account:	Give name and EIN of:
6. Sole proprietorship	The owner ³
7. A valid trust, estate, or pension trust	Legal entity ¹
8. Corporate	The corporation
9. Association, club, religious, charitable, educational, or other tax-exempt organization	The organization
10. Partnership	The partnership
11. A broker or registered nominee	The broker or nominee
12. Account with the Department of Agriculture in the name of a public entity (such as a state or local government, school district, or prison) that receives agricultural program payments	The public entity

¹ List first and circle the name of the person whose number you furnish. If only one person on a joint account has an SSN, that person's number must be furnished.

² Circle the minor's name and furnish the minor's SSN.

³ You must show your individual name, but you may also enter your business or "doing business as" name. You may use either your SSN or EIN (if you have one).

⁴ List first and circle the name of the legal trust, estate, or pension trust. (Do not furnish the TIN of the personal representative or trustee unless the legal entity itself is not designated in the account title.)

Note: If no name is circled when more than one name is listed, the number will be considered to be that of the first name listed.



DAVID WAYNE SMITH
126 Avenida Melisenda
San Dimas, CA 91773
909-599-2721
909-394-0551FAX/Message

May 10, 1999

FAX to: 703-308-7185

Assistant Commissioner of Trademarks
Box Trademark
Washington, DC 20231

RE: NO RESPONSE to Trademark Filing

Dear Trademark Commissioner:

The following information was filed in 1998 so as to secure the trademark on the name "Love Dimension". The company is INTENDING TO USE the trademark on productions beginning this year. The name was used also in the past to produce sound recordings (Compact Discs).

Please advise me of the status of the filing.

Sincerely,


David W. Smith, M.D.

"S" has page 6/10

TRADEMARK

REEL: 001914 FRAME: 0305



FAMILIAR SPIRIT
 126 AVENIDA MELISENDA 909-394-9725
 SAN DIMAS, CA 91773

16-24
 1220(7)

1181

DATE 9-4-98

PAY
 TO THE
 ORDER OF

Assistant Commission of Trademarks

\$ 245.00

two hundred forty five

DOLLARS

WELLS FARGO BANK

FOR

Ref. to "Love Dimension"

⑈001181⑈ ⑆122000247⑆0755 049053⑈

I will be amending the trademark formerly submitted as L.D.I., Love Dimension Incorporated to "Love Dimension." I enclose payment of \$245.00. The following classes are submitted with the intent to use:

International Class 9-audio tapes, video tapes, compact disks and phonograph records featuring music.

International Class 35- providing performing artists with comprehensive management services, including accounting, design and placement of advertisement, arranging bookings, and public relations.

International Class 41- entertainment services, namely production of live performances by performing artists featuring musical and visual entertainment; production of sound and video recordings of performing artists; production of radio and television programs featuring performing artists.

Please verify receipt by FAX or telephone to ~~865-777-0333~~ or 909-394-0551.

Sincerely,

David Wayne Smith, M.D., FACEP

Love Dimension TM
David Wayne Smith, M.D., FACEP
126 Avenida Melisenda
San Dimas, CA 91773

September 4, 1998

Melvin T. Axilbund
Law Office 103
FAX to: 703- 308-7185

RE: /086452
Amended Identification/Love Dimension, Inc.

I will be amending the trademark formerly submitted as L.D.I., Love Dimension Incorporated to "Love Dimension." I enclose payment of \$245.00. The following classes are submitted with the intent to use:

International Class 9-audio tapes, video tapes, compact disks and phonograph records featuring music.

International Class 35- providing performing artists with comprehensive management services, including accounting, design and placement of advertisement, arranging bookings, and public relations.

International Class 41- entertainment services, namely production of live performances by performing artists featuring musical and visual entertainment; production of sound and video recordings of performing artists; production of radio and television programs featuring performing artists.

Please verify receipt by FAX or telephone to 800-597-0333 or 909-394-0551.

Sincerely,


David Wayne Smith, M.D., FACEP