



To the Honorable Commissioner of

101890307

attached original documents or copy hereof.

1. Name of conveying party(ies):  
 CITICORP **10-19-01**

Individual(s)                       Association  
 General Partnership             Limited Partnership  
 Corporation-State Delaware  
 Other

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

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

Name: CITI MERGER SUB INC.  
 Address: 399 Park Avenue,  
New York, New York 10043

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State Delaware  
 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) & addresses attached?  
 Yes  No

3. Nature of conveyance:

Assignment                       Merger  
 Security Agreement             Change of Name  
 Other \_\_\_\_\_

Execution Date: October 7, 1998

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

A. Trademark Application No.(s)  
75/536,258 and 3 others

B. Trademark Registration No.(s).  
1,864,938 and 161 others

Additional Numbers attached?  Yes  No

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

Name: Peter J. Silverman

Internal Address: Fross Zelnick Lehrman & Zissu, P.C.

Street Address: 866 United Nations Plaza

City: New York State: NY Zip: 10017

01/29/2001 LMUELLER 00000165 75536258  
 01 FC:481 40.00 00  
 02 FC:492 4125.00 00

6. Total number of applications and registration involved: 166

7. Total fee (37 CFR 3.41) ..... \$ 4,165

Enclosed  
 Authorized to be charged to deposit account  
 (Only if total fee is not sufficient)

8. Deposit account number:  
23-0825-0576900

(Attach duplicate copy of this page if paying by deposit account)

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.

Peter J. Silverman                      PJS/jp                      10/19/01  
 Name of Person Signing                      Signature                      Date

Total number of pages comprising cover sheet: 19

**SCHEDULE**

<b>TRADEMARK</b>	<b>SERIAL/REGISTRATION NO.</b>	<b>DATE</b>
1-800-ALCANCE	1,864,938	November 29, 1994
ASK CITI	2,171,043	July 7, 1998
ASSET BASED FINANCE JOURNAL	1,172,708	October 6, 1981
AURUM	1,989,566	July 30, 1996
BECAUSE SOME PEOPLE DESERVE TO PAY LESS	1,702,122	July 21, 1992
BECAUSE THE CITI NEVER SLEEPS	1,824,608	March 1, 1994
Blue Wave Band Design	2,005,506	October 8, 1996
BONUS MILE MANIA	1,984,306	July 2, 1996
BROKER ACCESS	1,632,709	January 22, 1991
Building/Package Design	2,172,366	July 14, 1998
BUSINES BANKING EDGE	1,462,222	October 20, 1987
CHECKING PLUS	879,677	October 28, 1969
CHECKS-AS-CASH	1,442,418	June 9, 1987
CHOICE	1,206,796	August 31, 1982
CHOICE & Design	1,323,656	March 5, 1985
CHOICE RESERVE	1,345,023	June 25, 1985
CITI	1,181,467	December 8, 1981
CITI F/I (Stylized)	2,412,842	December 12, 2000
CITI FI	2,416,190	December 26, 2000
CITI TREASURY MANAGER	1,370,620	November 12, 1985
CITISHOPPER	1,170,514	September 22, 1981
CITIAACCESS	1,708,618	August 18, 1992
CITIAFFORDABLE	1,944,555	December 26, 1995
CITIAGENT	2,218,621	January 19, 1999
CITIANNUITIES	2,184,900	August 25, 1998
CITIANNUITY	2,182,907	August 18, 1998
CITIASSIST	2,147,766	March 31, 1998
CITIBANCO	1,223,663	January 11, 1983
CITIBANK	691,815	January 19, 1960
CITIBANK	1,016,844	July 29, 1975
CITIBANK & Compass Device	1,048,704	September 21, 1976
CITIBANK DISPATCH	2,039,285	February 18, 1997
CITIBANK EASY REWARDS & Design	1,989,943	July 30, 1996
CITIBANK PLATINUM SELECT	2,184,962	August 25, 1998

CITIBANK PLATINUM SELECT 500	2,188,588	September 8, 1998
CITIBANK PREFERRED	1,382,641	February 11, 1986
CITIBANKING	1,284,589	July 3, 1984
CITICARD	1,024,861	November 11, 1975
CITICARD	1,423,239	December 30, 1986
CITICARD & Design	1,427,775	February 3, 1987
CITICARD BANKING CENTER	1,089,860	April 18, 1978
CITICARE	1,916,799	September 5, 1995
CITICASH MANAGER	1,880,874	February 28, 1995
CITICORP	982,066	April 9, 1974
CITICORP & Compass Device	1,062,445	March 29, 1977
CITICORP and Travelers Check Design	1,401,133	July 15, 1986
CITICORP CENTER	1,188,064	January 26, 1982
CITICORP CENTER Design	1,289,338	August 7, 1984
CITICORP REMITTANCE SERVICE	1,230,303	March 8, 1983
CITICORP TRAVELERS CHECKS	1,380,723	January 28, 1986
CITICUENTA	1,216,078	November 9, 1982
CITIDIRECT	2,261,522	July 13, 1999
CITIDOLLARS	1,202,342	July 20, 1982
CITIEXCHANGE	1,917,426	September 5, 1995
CITIEXPRESO	1,098,967	August 8, 1978
CITIEXPRESS	1,413,602	October 14, 1986
CITIFAX	1,788,957	August 17, 1993
CITIFILE	1,303,042	October 30, 1984
CITIFIXED	2,186,663	September 1, 1998
CITIFLEX	1,341,462	June 11, 1985
CITIFUNDS	2,253,661	June 15, 1999
CITIGOLD	1,824,600	March 1, 1994
CITIGROUP	2,406,753	November 21, 2000
CITIINDEX	2,123,647	December 23, 1997
CITIKIDS	2,149,528	April 7, 1998
CITIL	2,283,919	October 5, 1999
CITILEASE	1,151,918	April 21, 1981
CITILINK	2,294,465	November 23, 1999
CITILINK	1,980,893	June 18, 1996
CITIMAE	1,203,881	August 3, 1982
CITIMATTERS	1,809,177	December 7, 1993
CITIMILES	1,878,857	February 14, 1995
CITIMILES & Jet Design	1,880,842	February 28, 1995

CITINETTING	1,882,737	March 7, 1995
CITIPAY	1,951,364	January 23, 1996
CITIPHONE	1,111,938	January 23, 1979
CITIPHONE BANKING	1,880,875	February 28, 1995
CITIPHONE TRADING	2,179,648	August 4, 1998
CITIQUIK	1,972,676	May 7, 1996
CITIRAIL	1,651,021	July 16, 1991
CITISAVERS	2,220,436	January 26, 1999
CITISAVINGS	1,248,626	August 16, 1983
CITISELECT	2,099,397	September 23, 1997
CITISELECT	2,076,187	July 1, 1997
CITISENIORS	1,208,982	September 14, 1982
CITISHARE	1,128,040	December 18, 1979
CITISOURCE	2,200,561	October 27, 1998
CITISPAN	1,523,269	February 7, 1989
CITITRADE	1,998,336	September 3, 1996
CITITREND	1,258,842	November 22, 1983
CITIVARIABLE	2,123,648	December 23, 1997
CITYIELD PLUS	2,002,794	September 24, 1996
Compass Device	1,111,469	January 16, 1979
CREDIFACIL	1,864,939	November 29, 1994
CREDITSHIELD	1,434,198	March 24, 1987
CROSSMAR	2,189,292	September 15, 1998
DO GREAT THINGS	2,269,030	August 10, 1999
Double Arrows Design	1,087,831	March 21, 1978
DRIVER'S EDGE	75/536258	August 13, 1998
DRIVER'S EDGE	1,791,884	September 7, 1993
E-CITI	2,443,086	April 10, 2001
EQUITY SOURCE ACCOUNT	1,482,675	March 29, 1988
FASTFINANCE	2,186,456	September 1, 1998
FIRST NATIONAL CITY	1,088,295	March 28, 1978
FIRST NATIONAL CITY BANK	576,617	June 30, 1953
FIRST NATIONAL CITY BANK	575,272	June 2, 1953
FIRST NATIONAL CITY BANK NEW YORK & Design	671,967	December 30, 1958
FIRST NATIONAL CITY BANK NEW YORK & Design	835,659	September 19, 1967
FIRST NATIONAL CITY TRAVELERS CHECKS & Compass Device	1,148,316	March 10, 1981
FLEXCUBE	2,271,134	August 17, 1999

FROM FIRST HOME TO DREAM HOME, CITIBANK HAS THE KEY.	1,982,426	June 25, 1996
FX QUOTE	1,731,576	November 10, 1992
FX+ and Design	75/414,592	January 7, 1998
FX-MATCH	1,784,982	July 27, 1993
FX/T	1,862,300	November 15, 1994
GLOBAL REPORT	1,411,629	September 30, 1986
HOMEOWNER'S KEY	1,341,473	June 11, 1985
INCA	1,188,918	February 2, 1982
INCANET	1,183,222	December 22, 1981
ISSUER ACCESS	1,568,932	November 28, 1989
IT ONLY TAKES A MOMENT TO START BUILDING FOR A LIFETIME	2,083,920	July 29, 1997
IT'S NEVER TOO EARLY TO START PLANNING FOR RETIREMENT.	2,288,826	October 26, 1999
Jet and Shadow Design	1,880,841	February 28, 1995
MAKE SMART INVESTING SIMPLE	2,083,873	July 29, 1997
MARQUEE BLUE WAVE BAND Design & CITIBANK and Compass Device	1,957,180	February 20, 1996
MORTGAGEPOWER	1,233,011	March 29, 1983
MULTIMONEY	1,726,245	October 20, 1992
ONE CLICK, ONE CALL, ONE MILE	75/465,992	April 10, 1998
PARTNERS FOR PARTNERS	2,008,698	October 15, 1996
PAYTM	2,278,601	September 21, 1999
PERSONAL GAINS	2,184,777	August 25, 1998
PLATINUM SELECT	2,229,507	March 10, 1997
PROTECTION PLUS	1,160,285	July 7, 1981
QUEENS IS MY PART OF THE CITI AND I LOVE IT	1,164,890	August 11, 1981
RAILMARK	1,652,591	July 30, 1991
READY-CREDIT	891,400	May 19, 1970
RELOCATION POWER	2,045,556	March 18, 1997
RETIREMENT PLANNING STORE	2,249,242	June 1, 1999
SMARTPAY	2,066,066	June 3, 1997

SMARTPAY	1,789,224	August 24, 1993
SMARTPAY PLUS	1,835,265	May 10, 1994
STRAPS	1,991,748	August 6, 1996
SURESTART	2,215,652	January 5, 1999
TECHNOLOGY YOU CAN TRUST. SERVICE YOU CAN COUNT ON.	1,562,559	October 24, 1989
THE CITI NEVER SLEEPS	1,104,470	October 17, 1978
THE LOST WALLET	2,194,735	October 13, 1998
THE PAK & Design	1,215,212	November 2, 1982
THE RETIREMENT STORE	2,064,916	May 27, 1997
THE SHOPS AT CITICORP CENTER	2,172,365	July 14, 1998
THINK AHEAD	2,173,863	July 14, 1998
THINK AHEAD. APPLY TODAY.	2,194,208	October 6, 1998
TRANSACTION EXCHANGE	1,534,267	April 11, 1989
TRANSAXIS	1,539,550	May 16, 1989
TRANSAXIS & Design	1,537,627	May 2, 1989
TRAVELLERS CHEQUES YOU CAN BANK ON	2,064,011	May 2, 1997
TREASURY SOURCE ACCOUNT	1,991,088	August 6, 1996
VOLTS	2,162,100	June 2, 1998
WE'RE LOOKING OUT FOR YOU	1,916,797	September 5, 1995
WHAT I DID FOR MILES	1,984,305	July 2, 1996
WHAT YOU NEED TO GET WHAT YOU WANT	2,149,433	April 7, 1998
WHERE MONEY LIVES	2,339,273	April 4, 2000
WHERE WILL YOUR BUSINESS TAKE YOU TOMORROW?	2,094,809	September 9, 1997
WORLDBANK	1,515,736	December 6, 1988
WORLDBANK	1,966,049	April 9, 1996
WORLDBANK	1,975,030	May 21, 1996

State of Delaware  
Office of the Secretary of State PAGE 1

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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 MERGER, WHICH MERGES:

"CITICORP", A DELAWARE CORPORATION,

WITH AND INTO "CITI MERGER SUB INC." UNDER THE NAME OF "CITICORP", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTH DAY OF OCTOBER, A.D. 1998, AT 2 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE EIGHTH DAY OF OCTOBER, A.D. 1998.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Handwritten signature of Edward J. Freel in cursive script.

Edward J. Freel, Secretary of State

2894266 8100M

AUTHENTICATION: 9343310

981386508

DATE: 10-07-98

TRADEMARK  
REEL: 002385 FRAME: 0447

10/07/98

14:42

SKADDEN ARPS - DIVISION OF CORP

NO. 495

004

**Certificate of Merger**  
of  
**CITICORP**  
into  
**CITI MERGER SUB INC.**

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Pursuant to Section 251 of the General  
Corporation Law of the State of Delaware

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The undersigned corporation organized and existing under and by virtue of the  
General Corporation Law of the State of Delaware,

**DOES HEREBY CERTIFY:**

**FIRST:** That the name and state of incorporation of each of the constituent  
corporations of the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Citicorp	Delaware
Citi Merger Sub Inc.	Delaware

**SECOND:** That an Agreement and Plan of Merger, as modified, between the  
parties to the merger has been approved, adopted, certified, executed and acknowledged  
by each of the constituent corporations in accordance with the requirements of Section  
251 of the General Corporation Law of the State of Delaware.

**THIRD:** That the name of the surviving corporation in the merger is Citi  
Merger Sub Inc., which name shall herewith be changed to Citicorp.

**FOURTH:** That the Certificate of Incorporation of the surviving corporation,  
as amended pursuant to the merger, shall be as set forth as Exhibit A attached hereto.

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 02:00 PM 10/07/1998  
981386508 - 2894266



10-07-98

14:42

SKADDEN APPS - DIVISION OF CORP

NO. 495

005

**FIFTH:** That the executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation. The address of the principal place of business of the surviving corporation is 399 Park Avenue, New York, New York 10043.

**SIXTH:** That a copy of the Agreement and Plan of Merger will be furnished by the surviving corporation on request and without cost to any stockholder of either constituent corporation.

**SEVENTH:** That the merger shall be effective at 12:01 a.m. (Eastern Standard Time) on October 8, 1998.

IN WITNESS WHEREOF, Citi Merger Sub Inc. has caused this Certificate to be signed by a duly authorized officer on the 7<sup>th</sup> day of October, 1998.

CITI MERGER SUB INC.

By:   
Stephanie B. Mudick  
Secretary

Exhibit A

**CERTIFICATE OF INCORPORATION**  
**OF**  
**CITICORP**

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**FIRST.** The name of the Corporation is Citicorp.

**SECOND.** The address of its registered office in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent as such address is The Corporation Trust Company.

**THIRD.** The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

**FOURTH (A)** The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is 11,000 shares, of which 1,000 shares shall be shares of Preferred Stock, par value \$1.00 per share ("Preferred Stock") and 10,000 shares shall be shares of Common Stock, par value \$.01 per share ("Common Stock").

**(B)** The Board of Directors is expressly authorized at any time, and from time to time, to provide for the issuance of shares of Preferred Stock in one or more series, with such voting powers, full or limited, or without voting powers and with such designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, as shall be stated and expressed in the resolution or resolutions providing for the issue thereof adopted by the Board of Directors.

**FIFTH.** The by-laws may be made, altered, amended or replaced by the Board of Directors. The books of the Corporation (subject to the provisions of the laws of the State of Delaware) may be kept outside of the State of Delaware at such places as from time to time may be designated by the Board of Directors.

**SIXTH. (A)** The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a director or officer of the Corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she

10/07/98

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SKADDEN ARPS + DIVISION OF CORP

NO. 495

007

reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation, or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

(B) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director or officer of the Corporation, against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation unless and only to the extent that the Court of Chancery of the State of Delaware or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery of the State of Delaware or such other court shall deem proper.

(C) The Corporation may indemnify any person who is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise to the extent and under the circumstances provided by paragraphs A and B of this Article SIXTH with respect to a person who is or was a director or officer of the Corporation.

(D) Any indemnification under paragraphs A and B of this Article SIXTH (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he or she has met the applicable standard of conduct set forth therein. Such determination shall be made (a) by the Board of Directors by a majority vote of directors who were not parties to such action, suit or proceeding, even if less than a quorum, or by a committee of one or more disinterested directors designated by the Board of Directors by a majority vote of disinterested directors (even if less than a quorum), (b) if a majority of disinterested directors or of such a committee so directs, by independent legal counsel in a written opinion, or (c) by the stockholders.

(E) Expenses incurred in defending a civil or criminal action, suit or proceeding shall (with respect to directors and officers) and may (with respect to employees and agents) be paid by the Corporation in advance of the final disposition of such action, suit or

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SHADDEN: ARPS + DIVISION OF CORP

NO.455

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proceeding upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article SIXTH.

(F) The indemnification provided by this Article SIXTH shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any statute, by-law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

(G) By action of its Board of Directors, notwithstanding any interest of the directors in the action, the Corporation may purchase and maintain insurance, in such amounts as the Board of Directors deems appropriate, on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or of any corporation a majority of the voting stock of which is owned by the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power or would be required to indemnify him or her against such liability under the provisions of this Article SIXTH or of the General Corporation Law of the State of Delaware.

(H) A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the Delaware General Corporation Law as the same exists or may hereafter be amended. Any repeal or modification of the foregoing provision by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

SEVENTH. Whenever the vote of stockholders at a meeting thereof is required or permitted to be taken for or in connection with any corporate action by any provision of the Delaware General Corporation Law, the meeting and vote of stockholders may be dispensed with if such action is taken with the written consent of the holders of not less than a majority of all the stock entitled to be voted upon such action if a meeting were held; provided that in no case shall the written consent be by the holders of stock having less than the minimum percentage of the vote required by statute for such action, and provided that prompt notice is given to all stockholders of the taking of corporate action without a meeting and by less than unanimous written consent. Election of directors need not be by ballot.

EIGHTH. The Corporation reserves that right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute.

FROSS ZELNICK LEHRMAN & ZISSU, P.C.

D

866 UNITED NATIONS PLAZA  
AT FIRST AVENUE & 48TH STREET  
NEW YORK, N.Y. 10017

TELEPHONE: (212) 813-5900  
FACSIMILE: (212) 813-5901  
E-MAIL: fzlz@frosszelnick.com

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JESSICA MANN  
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ANDREW N. FREDBECK  
GEORGES NAHITCHEVANSKY  
CRAIG S. MENDE  
PATRICK T. PERKINS  
J. ALLISON STRICKLAND



10-19-2001

U.S. Patent & TMOft/TM Mail RoptDt. #61

Attn: Assignment Branch  
Assistant Commissioner for Trademarks  
2900 Crystal Drive  
Arlington, Virginia 22202-3513

Re: Recordal of Merger of Citicorp into Citi Merger Sub Inc.  
and Subsequent Change of Name to Citicorp  
Against U.S. Trademark No. 1,864,938 and 165 others  
(Our Ref: CIW USA TT-01/07837)

**Docket No.**  
**CIW USA TT-**  
**01/07837**

\*MEMBER NEW JERSEY  
BAR ONLY  
\*\*MEMBER MICHIGAN AND  
DISTRICT OF COLUMBIA BARS ONLY

Dear Sirs:

Please record the above-referenced Merger and Change of Name against the U.S. trademarks listed in the attached schedules.

For this purpose we enclose the following:

1. Copy of the Secretary of State Certificate evidencing the above Merger and Change of Name.
2. Schedules of the trademarks against which the subject Merger and Change of Name should be recorded.
3. Two checks in the amount of \$4,165 for filing fees
4. Recordation form cover sheets (one to record the merger, and one to record the change of name).
5. Self-addressed postcard for acknowledgment

Should the enclosed fee be insufficient, or should any additional fees be required in future in connection with this registration, please charge our deposit Account No. 23-0825-0576900 with any deficiency.

We look forward to receiving confirmation that the Merger and Change of Name has been duly recorded.

Respectfully submitted,

Peter J. Silverman

Enclosure I:\jpisnanont\ciw\lForm (letter) Assignment ltr to PTO-doc.doc

"Express Mail" mailing label no.. EL906201155 US Date of Deposit..October 19, 2001  
I hereby certify that this paper or fee is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 CFR 1.10 on the date indicated above and is addressed to the Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington, Virginia 22202-3513

.....Judy Pisanont.....  
(Printed name of person mailing paper or fee)

(Signature)

**TRADEMARK**

**RECORDED: 10/19/2001**

**REEL: 002385 FRAME: 0453**