

10-30-2001



To the Honorable Commissioner of

attached original documents or copy hereof.

101890306

1. Name of conveying party(ies):
CITI MERGER SUB INC.

101890306

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

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

Name: CITICORP
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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

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

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)

10/29/2001 LMUELLER 00000164 75536258

11 PD:431 40.00 DP
12 PD:482 4125.00 DP

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
Name of Person Signing

PJS/jp
Signature

10/19/01
Date

Total number of pages comprising cover sheet: 19

SCHEDULE

TRADEMARK	SERIAL/REGISTRATION NO.	DATE
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
CITIQUICK	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
WORLDLINK	1,515,736	December 6, 1988
WORLDLINK	1,966,049	April 9, 1996
WORLDLINK	1,975,030	May 21, 1996

SUPPORTING DOCUMENTATION FOR TRADEMARK
CHANGE OF NAME DOCUMENTS IS

NO LONGER REQUIRED

UNDER THE

TRADEMARK LAW TREATY ACT

EFFECTIVE

OCTOBER 30, 1999