

02-22-2002



To the Honorable Commissioner of

101991012

Attached original documents or copy thereof.

1. Name of conveying party(ies): Mellon Bank, N.A. 1-31-02
Individual(s) Association
General Partnership Limited Partnership
Corporation-State
Other Federally chartered banking association

2. Name and address of receiving party(ies)
Name: Citizens Bank of Pennsylvania
Internal Address: Commercial Lending Operations
Three Mellon Center
Street Address: 525 William Penn Way
City: Pittsburgh State: PA Zip: 15219
Individual(s) citizenship
Association
General Partnership
Limited Partnership
Corporation-State
Other Pennsylvania chartered Bank

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

3. Nature of conveyance:
Assignment Merger
Security Agreement Change of Name
Other Assignment of Security Interest

If assigned is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designation must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

Execution Date: December 1, 2001

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
Additional number(s) attached

B. Trademark Registration No.(s)
1,281,562
Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Miriam J. Rovner, Senior Legal Assistant
Internal Address:
Street Address: Goodwin Procter LLP Exchange Place
City: Boston State: MA Zip: 02109-2881

6. Total number of applications and registrations involved: 1
7. Total fee (37 CFR 3.41) \$ 40.00
Enclosed
Authorized to be charged to deposit account
8. Deposit account number: 07-1700
(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.
Robert M. O'Connell, Jr. Signature Date: January 31, 2002

Total number of pages include cover sheet, attachments, and document: 3

02/21/2002 6TON11 00000054 1281562

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

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LIBC/1402759.1 CPI#1703/153

ASSIGNMENT OF SECURITY INTEREST IN U.S. TRADEMARK APPLICATIONS AND REGISTRATIONS AND PATENT APPLICATIONS AND PATENTS

This agreement ("Agreement") is entered into and effective as of December 1, 2001 ("Effective Date") by Mellon Bank, N.A. (hereinafter "Mellon"), in favor of Citizens Bank of Pennsylvania (hereinafter "Citizens").

WHEREAS, Mellon has security interests in the U.S. trademark applications, U.S. trademark registrations, U.S. patent application and U.S. patents listed on schedule A (collectively hereinafter "Intellectual Property");

WHEREAS, Mellon desires to assign the security interests in the Intellectual Property (hereinafter "Security Interests") to Citizens;

WHEREAS, Citizens desires to acquire the Security Interests; and

WHEREAS, the parties wish to acknowledge this assignment and make it of record in the United States Patent and Trademark Office.

NOW, THEREFORE, in consideration of the foregoing premises and for valuable consideration, the sufficiency and receipt of which are hereby acknowledged, and intending to be legally bound hereby, Mellon hereby assigns, transfers and sets over unto Citizens the whole and entire right, title and interest in and to the Security Interests.

IN WITNESS WHEREOF, the parties have caused this Agreement to be executed by their duly authorized representatives as of the Effective Date.

MELLON BANK, N.A.

By: Patricia M. Waldinger

Name:

Title: **Patricia M. Waldinger**

Authorized Representative

Date: November 19, 2001

SCHEDULE A

Trademark

U.S. Serial No.

U.S. Reg. No.

Cards by Kristen	73431014	1281562

Patent Title

U.S. Serial No.

U.S. Patent No.
