



To the Honorable Commissioner of 101989538

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

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

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

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

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

Execution Date: December 1, 2001

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
74/693,322

Additional number(s) attached Yes No

B. Trademark Registration No.(s)
1,986,312,
1,901,477

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: 3

7. Total fee (37 CFR 3.41) \$ 90.00
 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.  January 31, 2002
Name of Person signing Signature Date

Total number of pages include cover sheet, attachments, and document: 5

02/21/2002 6TOM11 00000057 74693322

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

01 FC:481
02 FC:482
LIBC/1402794.1
CPI #1703/156

40.00 DP
50.00 DP

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"), as agent, in favor of Citizens Bank of Pennsylvania (hereinafter "Citizens"), as agent.

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 Attachment 1 (collectively hereinafter "Intellectual Property");

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

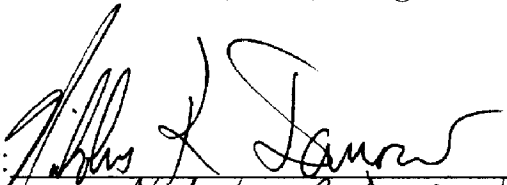
WHEREAS, Citizens desires to acquire the Security Interests; and

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., as Agent

By: 
Name: Nicholas R. Darrow
Title: **Authorized Representative**

Date: November 20, 2001

SCHEDULE A

Trademark

U.S. Serial No.

U.S. Reg. No.

Dri-Bed	74693322	
Prevail	74608359	1986312
STS	74534234	1901477

Patent Title

U.S. Serial No.

U.S. Patent No.
