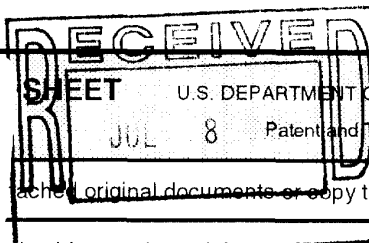


07-14-1998

MPO 7-8-98



100763127



To the Honorable Commissioner of Pa

attached original documents or copy thereof.

1. Name of conveying party(ies):  
CERTUS FINANCIAL CORPORATION

- Individual
- General Partnership
- Corporation-California
- Other:
- Association
- Limited Partnership

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

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

Name: MELLON BANK CORPORATION

Address: Mellon Bank Center

City: Pittsburgh State: PA Zip: 15258-0001

3. Nature of conveyance:

- Assignment (corrective)
- Security Agreement
- Other CORRECTION OF PREVIOUS RECORDATION REEL/FRA
- Merger
- Change of Name
- MELLON BANK CORPORATION A PENNSYLVANIA CORPORATION) AND FOR CORRECTION OF REGISTRATION NUMBER FROM 1633441 TO 1663411-

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Pennsylvania
- 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) & address(es) attached?  Yes  No

Execution Date: June 6, 1995, corrected June 18, 1998

4. Application number(s) or patent number(s)

A. Trademark Application No(s).

B. Trademark Registration No(s).

1,664,384; and 1,663,411

Additional numbers attached?  Yes  No

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

Name: Frederick H. Colen

REED SMITH SHAW & McCLAY LLP

Address: P.O. Box 488

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 2.6(b)(6)): \$ 65.00

- Enclosed
- Authorized to be charged to deposit account
- Charge any deficiency to deposit account

8. Deposit account number:

18-0582

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

07/10/1998 SSMITH 00000019 1664384  
FC:481 City: Pittsburgh State: PA 40.00 UP  
FC:482 23.00 65.00

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 and copy of the original document.

Frederick H. Colen  
Name of Person Signing

Frederick H. Colen /s/ FC  
Signature

July 7, 1998  
Date

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

CORRECTIVE  
ASSIGNMENT OF MARKS

This Assignment of Marks entered into this 6<sup>th</sup> day of June, 1995, between CERTUS FINANCIAL CORPORATION, a California corporation ("Assignor") and MELLON BANK CORPORATION, a Pennsylvania corporation ("Assignee").

Background Provisions

1. Assignor has adopted, used and is currently using the marks "CERTUS FINANCIAL CORPORATION" and "CERTUSSCOPE" (the "Marks") which are the subject of the following United States Service Mark/Trademark registrations;

Registration No. 1,664,384 for the mark "CERTUS FINANCIAL CORPORATION"; and  
1,633,411  
Registration No. ~~1,633,441~~ for the mark "CERTUSSCOPE".

corrected  
June 18, 1998

2. Assignee is desirous of acquiring the Marks and the registrations thereof from Assignor, together with the goodwill of the business of Assignor connected with the use of and symbolized by the Marks; such assignment to be made pursuant to that certain Asset Purchase Agreement, dated March 31, 1995, by and between Assignor and Assignee (the "Purchase Agreement").

Initials:  
AWB  
ASW

NOW, THEREFORE, for good and valuable consideration, and intending to be legally bound hereby, Assignor does hereby assign and transfer unto Assignee all rights, title, and interest in and to the Marks and the registrations thereof,

together with that part of the goodwill of the business of Assignor connected with the use of and symbolized by the Marks; provided however, that Assignor shall retain the right to use the mark "CERTUS FINANCIAL CORPORATION" or any variation thereof as described in Section 5.07 of the Purchase Agreement. Seller's use of such mark in the course of winding up shall be only in connection with the business and to the same standard of quality of services as of the date of this Agreement.

CERTUS FINANCIAL CORPORATION

By: Robert A. McQuinn  
Title: Senior Vice President

MELLON BANK CORPORATION

By: James W. Bradley  
Title: Secretary

Corrections:

CERTUS FINANCIAL CORPORATION

BY: Robert A. McQuinn

TITLE: \_\_\_\_\_

Date: June 20, 1998

MELLON BANK CORPORATION

BY: James W. Bradley

TITLE: Assistant General Counsel

Date: June 18, 1998

11963481

RECORDED: 07/08/1998

TRADEMARK  
REEL: 1753 FRAME: 0116