

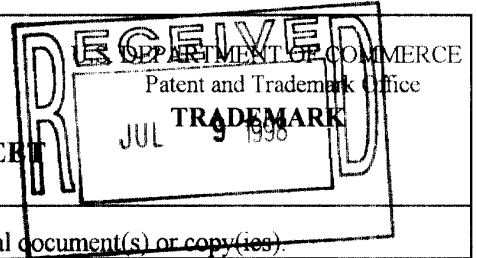
FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

07-27-1998



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FRONT SHEET
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Our Ref: COPEN-0018

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

MIR 7-9-98

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Effective Date
Month Day Year
- Change of Name 11/4/97
- Other _____

Conveying Party

____ Mark if additional names of conveying parties attached

Name Colonial Penn Franklin Insurance Company

Execution Date
Month Day Year
7/7/98

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization Pennsylvania

Receiving Party

____ Mark if additional names of receiving parties attached

Name General Electric Capital Corporation

DBA/AKA/TA _____

Composed of _____

Address (line 1) 260 Long Ridge Road

Address (line 2) Stamford, Connecticut 06927

Address (line 3) _____

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization New York

07/24/1998 DMGUYEN 00000022 1096261

FOR OFFICE USE ONLY

01 FC:481

40.00 DP

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 200231

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name _____
Address (line 1) _____
Address (line 2) _____
Address (line 3) _____
Address (line 4) _____

Correspondent Name and Address

Area Code and Telephone Number (212) 309-6988

Name Kerry A. Krzynowek, Esq.
Address (line 1) MORGAN, LEWIS & BOCKIUS LLP
Address (line 2) 101 Park Avenue
Address (line 3) New York, New York 10178-0060

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

1

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers are attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

DAY ONE Reg. No. 1,096,261

Number of Properties Enter the total number of properties involved.

1

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 40.00

Method of Payment: Enclosed Deposit Account _____

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.) Deposit Account Number: 13-4520

Authorization to charge additional fees: Yes No _____

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. Charges to deposit account are authorized, as indicated herein.

Kerry A. Krzynowek

Name of Person Signing


Signature

7/8/98

Date Signed

TRADEMARK ASSIGNMENT

This Assignment is made by Colonial Penn Franklin Insurance Company, a Pennsylvania corporation (hereinafter "Assignor"), in favor of General Electric Capital Corporation, a New York corporation, having a principal place of business at 260 Long Ridge Road, Stamford, Connecticut 06927 ("Assignee").

WHEREAS, Assignor owned all right, title and interest in and to the mark DAY ONE, including the federal registration therefor, Registration No. 1,096,261 (the "Mark"), and the goodwill of the business developed through the use of the Mark;

WHEREAS, on November 4, 1997, Assignor assigned to Assignee all right, title and interest in and to the Mark, the federal registration therefor, and the goodwill of the business developed through the use of the Mark.

The parties now wish to ratify and confirm the assignment of all right, title and interest in and to the Mark, the federal registration therefor, and the goodwill of the business symbolized thereby.

Assignment

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which the parties acknowledge, Assignor confirms that it assigned to Assignee, as of November 4, 1997, the entire right, title, and interest in and to the Mark and the registration therefor, including the right to sue for past and future infringement, together with the goodwill of the business symbolized by the Mark, the same to be held and enjoyed by Assignee, its successors, assigns and other legal representatives.

Signed this 7th day of JULY 1998.

**COLONIAL PENN FRANKLIN INSURANCE
COMPANY**

By: Christine E. Bancheri

Name: Christine E- Bancheri

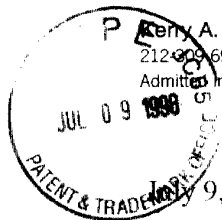
Title: Vice President, Secretary & General Counsel



07-09-1998

101 Park Avenue
New York, NY 10178-0060
212-309-6000
Fax: 212-309-6273

D
**Morgan, Lewis
& Bockius LLP**
C O U N S E L O R S A T L A W



P Kerry A. Krzynowek
212-309-6988
Admitted in Maryland and District of Columbia
July 9, 1998

VIA HAND DELIVERY

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

Re: Recordation of Trademark Assignment
 Our Ref.: COPEN-13197-0018

Dear Sir or Madam:

I enclose for recording at the Assignment Branch an Assignment from Colonial Penn Franklin Insurance Company to General Electric Capital Corporation. This assignment is being filed to update record title to the trademark registration DAY ONE, Reg. No. 1,096,261.

The details of this recording are set out on the enclosed Recordation Form Cover Sheet in compliance with Patent and Trademark Office rules. I also enclose a check in the amount of \$40 to cover the recording fee. Any additional fees should be charged to the deposit account of Morgan, Lewis & Bockius LLP, Account No. 13-4520.

Please call me if you have any questions. Thank you for your assistance with this matter.

Sincerely,

Kerry A. Krzynowek

Enclosures

cc: Colette M. Perri (w/encls.)
 James R. Sims III (w/o encls.)