

12-21-1999

FORM PTO-1594 (Substitute)

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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of Patents and

101229124

original documents or copy thereof

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DEC - 6 1999
OFFICE OF FINANCE

1. Name of conveying party(ies): 12.6.99
Mellon Bank Corporation
 Individual Association
 General Partnership Limited Partnership
 Corporation-State
 Other: _____
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):
Name: The Source² Group LLC
Address: Three Mellon Bank Center, Suite 410
City: Pittsburgh State: PA Zip: 15259

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other: _____
Execution Date: December 1, 1999

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other Pennsylvania limited liability company
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

4. Application number(s) or patent number(s)
A. Trademark Application No(s).
75/364,518
75/364,519

B. Trademark Registration No(s).
Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Stacy L. Kelly, Esq.
REED SMITH SHAW & McCLAY LLP
Address: P.O. Box 488
City: Pittsburgh State: PA Zip: 15230

6. Total number of applications and registrations involved: 2
7. Total fee (37 CFR 2.6(b)(6)): \$ 65
 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)

12/17/1999 DNGLYFN 00000112 7536451A

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01 FC:401 40.00 OP
02 EC:402 25.00 OP

5. 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.

Stacy L. Kelly
Name of Person Signing

Stacy L. Kelly
Signature

December 1, 1999
Date

Total number of pages including cover sheet, attachments, and document: 4

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

TRADEMARK PGF-LIB-0529403.01-SLKELLY
REEL: 002001 FRAME: 0983

ASSIGNMENT OF MARKS

This Assignment of Marks entered into as of the date last written below, between Mellon Bank Corporation, a Pennsylvania corporation having a place of business at One Mellon Bank Center, Pittsburgh, Pennsylvania 15258 ("Assignor") and The Source² Group LLC, a Pennsylvania limited liability corporation having a business address of Three Mellon Bank Center, Suite 4100, Pittsburgh, Pennsylvania 15259 ("Assignee").

WHEREAS, Assignor has filed intent-to-use applications for registration of the service marks "THE SOURCE2 GROUP" and "SOURCE2 (AND DESIGN)" (the "Marks") as follows:

- United States Service Mark Application Serial No. 75/364,518 for the mark "THE SOURCE2 GROUP" for "accounts payable and accounts receivable services" in International Class 35 and "cash management services" in International Class 36; and
- United States Service Mark Application Serial No. 75/364,519 for the mark "SOURCE2 (AND DESIGN)" for "accounts payable and accounts receivable services" in International Class 35 and "cash management services" in International Class 36.

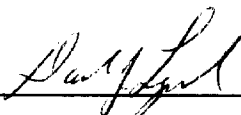
WHEREAS, Assignee is the successor to that portion of Assignor's business with which the Marks were intended to be used

and to which the Marks pertain; said business being ongoing and existing.

WHEREAS, Assignee is desirous of acquiring the Marks and the applications for registration therefor from Assignor, together with the goodwill of Assignor associated with the Marks.

NOW, THEREFORE, in consideration of Ten Dollars (\$10.00) and other good and valuable consideration, receipt of which is hereby acknowledged by Assignor, Assignor does hereby assign and transfer unto Assignee all right, title, and interest in and to the Marks and the applications for registration therefor, together with the goodwill associated with the Marks.

Mellon Bank Corporation


By 

Typed Name: Daniel Lynch

Title: First Vice President

Date: 12/1/99

The Source² Group LLC

By 

Typed Name: ^{ALAN}Alan Woods

Title: Vice Chairman

Date: 12/1/99