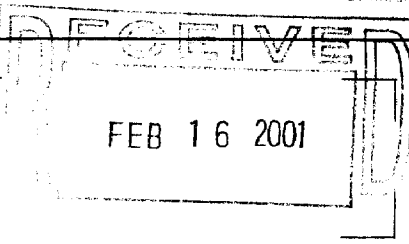


FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027



03-12-2001



101632192

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

Submission Type

- New 2-16-01
- 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
Effective Date
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year
2/02/2001

Name

Formerly

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

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKATA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

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

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.)

FOR OFFICE USE ONLY

140E

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

TRADEMARK
REEL: 002247 FRAME: 0867

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

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

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

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

Mark if additional numbers 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)		
<input type="text" value="75535992"/>	<input type="text" value="75507652"/>	<input type="text"/>	<input type="text" value="1976178"/>	<input type="text" value="1977932"/>	<input type="text" value="2022906"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

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: #

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.

Diane Kasselmann  2/16/01
Name of Person Signing Signature Date Signed

TRADEMARK AND COPYRIGHT ASSIGNMENT

TRADEMARK AND COPYRIGHT ASSIGNMENT (this "Assignment"), dated as of February 2, 2001, by The Geneva Companies, LLC ("Assignor"), a Delaware limited liability company formerly known as The Geneva Companies, Inc., in favor of Citigroup Inc., a Delaware corporation ("Assignee").

W I T N E S S E T H:

WHEREAS, Citigroup Inc., Geneva Group, Inc., Geneva Acquisition Sub, LLC and certain other parties entered into a Merger Agreement, dated as of September 12, 2000, as amended January 30, 2001 (the "Merger Agreement");

WHEREAS, in connection with the transactions contemplated under the Merger Agreement, certain assets of the various subsidiaries formerly of Geneva Group, Inc. will be transferred to Assignee;

WHEREAS, pursuant to an Agreement and Plan of Merger, dated as of January 31, 2001, by and between Assignor and The Geneva Companies, Inc., a Delaware corporation and a subsidiary of Geneva Group, Inc., The Geneva Companies, Inc. merged with and into Assignor; and

WHEREAS, Assignor desires to sell, assign, transfer, convey and deliver to Assignee all of Assignor's right, title and interest in the trademarks, trademark registrations and trademark applications set forth on Schedule A hereto (the "Trademarks"), the copyrights, copyright registrations and copyright applications set forth on Schedule B hereto (the "Copyrights"), and certain related assets, properties, and rights, whether or not any of such Trademarks, Copyrights, assets, properties or rights have any value for accounting purposes or are carried or reflected on or specifically referred to in Assignor's books or financial statements.

NOW, THEREFORE, effective as of the date hereof, for valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby assign unto Assignee, its successors and assigns all of its right, title, and interest in and to:

- (i) the Trademarks and the goodwill symbolized thereby and associated therewith;
- (ii) the Copyrights;

(iii) all registrations (and all renewals thereof) and applications for registration of the Trademarks and of the Copyrights;

(iv) the right to sue for any past, present or future infringement of the Trademarks and the Copyrights and related claims, including the right to sue for injunctive relief and to collect damages; and

(v) all rights corresponding thereto throughout the world.

IN WITNESS WHEREOF, the undersigned has caused this
Trademark and Copyright Assignment to be duly executed by its authorized officer
as of February 2, 2001.

THE GENEVA COMPANIES, LLC

By: A. Richard Janiak

Name: A. Richard Janiak

Title: Vice President and Secretary

STATE OF)
)SS.
COUNTY OF)

I, a notary public, in and for the county and state aforesaid, do hereby certify that A. Richard Janiak personally known to me to be the V.P. and Secretary of **The Geneva Companies, LLC**, a Delaware limited liability company, appeared before me this day in person and acknowledged that (s)he signed the above and foregoing instrument pursuant to authority granted to him/her by said corporation for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal this 2nd day of February, 2001.


Notary Public

My commission expires: 11/20/01

KEVIN DWYER
Notary Public, State of New York
No. 01DW4958996
Qualified in Kings County
Commission Expires Nov. 20, 2001

SCHEDULE A

**The Geneva Companies, Inc.
Trademark Status Report (sorted alphabetically)**

CaseNumber: 028593.2030 Status: Registered

GC AND DESIGN

US United States of America
Application Number: 74639935 Registration Number: 1976178
Filing Date: 24-Feb-95 Registration Date: 28-May-96
Class(es): 36 Next Renewal Date: 28-May-06
Goods: Investment advice and consultation services.

Next Action: SECTION 8 DUBI Due On: 5/28/02
Next Action: First Renewal Due On: 5/28/06

GC THE GENEVA COMPANIES AND DESIGN

CaseNumber: 028593.2040 Status: Pending

US United States of America
Application Number: 75535992 Registration Number:
Filing Date: 13-Aug-98 Registration Date:
Class(es): 35, 36 Next Renewal Date:
Goods: Class 35: Business acquisition, merger and divestiture consultation services.
Class 36: Investment banking, acquisition, merger and divestiture financing consultation services;
venture capital investment consultation services; and consulting services in the field of employee
stock option purchase plans.

Next Action: APPROVED Due On: 4/13/00

Friday, July 21, 2000

GENEVA

CaseNumber: 028593.2010

Status: Registered

United States of America
Application Number: 74629254
Filing Date: 25-Jan-95
Class(es): 36
Goods: Investment advice and consultation services.

Registration Number: 1977932
Registration Date: 04-Jun-96
Next Renewal Date: 04-Jun-06

Next Action: SECTION 8 DUE!
Due On: 6/4/02
Next Action: First Renewal
Due On: 6/4/06

GENEVA CORPORATE FINANCE

CaseNumber: 028593.2020

Status: Registered

United States of America
Application Number: 74625390
Filing Date: 25-Jan-95
Class(es): 36
Goods: Investment advice and consultation services.

Registration Number: 2022906
Registration Date: 17-Dec-96
Next Renewal Date: 17-Dec-06

Next Action: SECTION 8 DUE!
Due On: 12/17/02
Next Action: First Renewal
Due On: 12/17/06

GENEVA ESOP MANAGEMENT GROUP

CaseNumber: 028593.2050

Status: Suspended

United States of America
Application Number: 75507652
Filing Date: 22-Jun-98
Class(es): 36
Goods: Consulting services in the field of employee stock option plans.

Registration Number:
Registration Date:
Next Renewal Date:

Next Action: STATUS!
Due On: 9/1/00

THE GENEVA COMPANIES, INC.

U.S. COPYRIGHT STATUS REPORT

Dated July 24, 2000

Title/ Form and Reg. No. (Date Filed/Date Reg.)	Author	Year Completed/ Date of Publication	Status	Notes
MERGER & ACQUISITION ADVISORY FOR PRIVATELY HELD COMPANIES, 1996 Form TX Reg. No. TX 4-294-666 Filed N/A Reg. May 14, 1996	The Geneva Companies (Work for Hire)	Completed 1996 Published April 6, 1996	Registered	
MERGER & ACQUISITION FOR PRIVATELY HELD COMPANIES, 1996 Form TX Reg. No. TX 4-529-728 Filed June 20, 1997 Reg. June 24, 1997	The Geneva Companies, Inc. (Work for Hire)	Completed 1996 Published April 6, 1996	Registered	Supplemental registration on Form CA to correct Author name from Geneva Companies to The Geneva Companies, Inc.
PROMOTIONAL MATERIALS Form TX (Filed June 29, 1999)	The Geneva Companies, Inc. (Work for Hire)	Completed 1992, 1996 & 1997 Published January 1, 1997	Pending	
1997 TRANSACTION REVIEW - COMPLETED ACQUISITIONS OF PRIVATE MIDDLE- MARKET BUSINESSES Form TX (Filed June 29, 1999)	The Geneva Companies, Inc. (Work for Hire)	Completed 1998 Published January 5, 1998	Pending	

Title/ Form and Reg. No. (Date Filed/Date Reg.)	Author	Year Completed/ Date of Publication	Status	Notes
CONSOLIDATION & TIMING ANALYSIS Form TX (Filed June 29, 1999)	The Geneva Companies, Inc. (Work for Hire)	Completed 1998	Pending	
UNIT 3 (REVISED) Form TX (Filed June 29, 1999)	The Geneva Companies, Inc. (Work for Hire)	Completed 1998	Pending	
CASH IN WITHOUT PAYING TAXES Form TX (Filed June 29, 1999)	The Geneva Companies, Inc. (Work for Hire)	Completed 1998 Published 1998	Pending	
TAX-ADVANTAGED LIQUIDITY FOR OWNERS OF PRIVATE BUSINESSES Form TX (Filed June 29, 1999)	The Geneva Companies, Inc. (Work for Hire)	Completed 1998 Published 1998	Registered	
THE GENEVA SEMINAR, 1994 (UNITS 1-3, RESPONSE FORM) Form TX (Filed June 29, 1999)	The Geneva Companies, Inc. (Work for Hire)	Completed 1994	Pending	

Title/ Form and Reg. No. (Date Filed/Date Reg.)	Author	Year Completed/ Date of Publication	Status	Notes
THE GENEVA SEMINAR, 1996 (UNITS 1-4, RESPONSE FORM) Form TX (Filed June 29, 1999)	The Geneva Companies, Inc. (Work for Hire)	Completed 1996	Pending	
GENEVA SERVICES, DOCUMENTS AND CLIENT PROFILES Form TX (Filed June 29, 1999)	The Geneva Companies, Inc. (Work for Hire)	Completed 1994	Pending	
THE PROVEN PROCESS Form TX (Filed June 29, 1999)	The Geneva Companies, Inc. (Work for Hire)	Completed 1989, 1996 Published January 1, 1996	Pending	
THE GENEVA SEMINAR, 1999 (1 Day, Units 1-3, Seminar Kit) Form TX	The Geneva Companies, Inc. (Work for Hire)	Completed 1999	Unfiled - certificates signed - preparing deposits	
THE GENEVA SEMINAR, 1999 (2 Day, Units 1-4, Seminar Kit) Form TX	The Geneva Companies, Inc. (Work for Hire)	Completed 1999	Unfiled - certificates signed - preparing deposits	

Title/ Form and Reg. No. (Date Filed/Date Reg.)	Author	Year Completed/ Date of Publication	Status	Notes
THE GENEVA SEMINAR (Canadian Seminar, Units 1-4 and Seminar Kit) Form TX	The Geneva Companies, Inc. (Work for Hire)	Completed 1999	Unfiled - certificates signed - preparing deposits	
CASHING IN DOES NOT MEAN SELLING OUT (Liquidity Seminar 1999 and Seminar Kit) Form TX	The Geneva Companies, Inc. (Work for Hire)	Completed 1999	Unfiled - certificates signed - preparing deposits	