

03-12-2001



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

FEB 16 2001

2-16-01

**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
- 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  Change of Name
  - Other  Capital Contribution Agreement
- Effective Date  
Month Day Year  
\_\_\_\_\_

**Conveying Party**

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year  
2/02/2001

Name Salomon Smith Barney Holdings Inc.

Formerly \_\_\_\_\_

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other \_\_\_\_\_
- Citizenship/State of Incorporation/Organization New York

**Receiving Party**

Mark if additional names of receiving parties attached

Name Salomon Brothers Holding Company Inc.

DBA/AKATA \_\_\_\_\_

Composed of \_\_\_\_\_

Address (line 1) 388 Greenwich Street

Address (line 2) \_\_\_\_\_

Address (line 3) New York NY 10013  
City State/Country Zip Code

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

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: 0879**

**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  
Name of Person Signing

[Signature]  
Signature

2/16/01  
Date Signed

TRADEMARK AND COPYRIGHT  
CAPITAL CONTRIBUTION AGREEMENT

TRADEMARK AND COPYRIGHT CAPITAL CONTRIBUTION AGREEMENT (this "Agreement"), dated as of February 2, 2001, by and between Salomon Smith Barney Holdings Inc., a New York corporation ("SSB Holdings"), and Salomon Brothers Holding Company Inc., a Delaware corporation (the "Corporation").

W I T N E S S E T H:

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

WHEREAS, in connection with the transactions contemplated under the Merger Agreement, all assets (such assets, the "Acquired Assets") relating to the trademarks and copyrights set forth on Schedules A and B, respectively, of The Geneva Companies, LLC, a subsidiary of the surviving entity in the Merger and formerly known as The Geneva Companies, Inc., were transferred to Citigroup pursuant to the Trademark and Copyright Assignment dated as of February 2, 2001; and

WHEREAS, pursuant to a Trademark and Copyright Capital Contribution Agreement, dated as of February 2, 2001, Citigroup Inc. contributed, by assignment of all right, title and interest in, the Acquired Assets to the capital of SSB Holdings, and SSB Holdings accepted and assumed the same.

WHEREAS, SSB Holdings desires to contribute, by assignment of all right, title and interest in, the Acquired Assets to the capital of the Corporation, and the Corporation desires to accept and assume the same.

NOW, THEREFORE, in consideration of the mutual agreements set forth herein, SSB Holdings does hereby contribute, by assignment of all right, title and interest in, the Acquired Assets to the capital of the Corporation. The Corporation hereby accepts the contribution of the Acquired Assets from SSB Holdings.

This Agreement shall inure to the benefit of SSB Holdings and the Corporation and their respective successors and assigns and shall be binding upon SSB Holdings and the Corporation and their respective successors and assigns, effective immediately upon its delivery. This Agreement shall be governed by and construed and enforced in accordance with the laws of the State of New York without regard to the conflict of law rules thereof. This Agreement may be executed in counterparts, each of which shall be deemed to be an original and both of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, this Trademark and Copyright Capital Contribution Agreement has been duly executed and delivered as of the date first above written.

SALOMON SMITH BARNEY HOLDINGS INC.

By: A. Richard Janiak  
Name: A. Richard Janiak  
Title: Authorized Signatory

SALOMON BROTHERS HOLDING COMPANY INC.

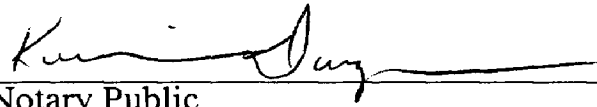
By: A. Richard Janiak  
Name: A. Richard Janiak  
Title: Authorized Signatory

STATE OF  
COUNTY OF

)  
)SS.  
)

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 Authorized Signatory of **Salomon Smith Barney Holdings Inc.**, a New York corporation, 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 2<sup>nd</sup> day of February, 2001.

  
Notary Public

My commission expires: Nov. 20, 2001

KEVIN DWYER  
Notary Public, State of New York  
No. 01DW4558996  
Qualified in Kings County  
Commission Expires Nov. 20, 2001

STATE OF  
COUNTY OF

)  
)SS.  
)

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 Authorized Signatory of **Salomon Brothers Holding Company Inc.**, a Delaware corporation, 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 2<sup>nd</sup> day of February, 2001.

  
Notary Public

My commission expires: Nov. 20, 2001

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)**

**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 DUEI Due On: 5/28/02  
 Next Action: First Renewal Due On: 5/28/06

**GC THE GENEVA COMPANIES AND DESIGN**

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

**GENEVA**  
 US United States of America  
 Application Number: 74629254 Registration Number: 1977912  
 Filing Date: 25-Jan-95 Registration Date: 04-Jun-96  
 Class(es): 36 Next Renewal Date: 04-Jun-06  
 Goods: Investment advice and consultation services.  
 Next Action: SECTION 8 DUE! Due On: 6/4/02  
 Next Action: First Renewal Due On: 6/4/06

**GENEVA CORPORATE FINANCE**  
 US United States of America  
 Application Number: 74629390 Registration Number: 2022906  
 Filing Date: 25-Jan-95 Registration Date: 17-Dec-96  
 Class(es): 36 Next Renewal Date: 17-Dec-06  
 Goods: Investment advice and consultation services.  
 Next Action: SECTION 8 DUE! Due On: 12/17/02  
 Next Action: First Renewal Due On: 12/17/06

**GENEVA ESOP MANAGEMENT GROUP**  
 US United States of America  
 Application Number: 75507652 Registration Number:  
 Filing Date: 22-Jun-98 Registration Date:  
 Class(es): 36 Next Renewal Date:  
 Goods: Consulting services in the field of employee stock option plans.  
 Next Action: STATUS! Due On: 8/11/08



SCHEDULE B

**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
<b>MERGER &amp; ACQUISITION ADVISORY FOR PRIVATELY HLD COMPANIES, 1996</b>  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	
<b>MERGER &amp; ACQUISITION FOR PRIVATELY HELD COMPANIES, 1996</b>  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.
<b>PROMOTIONAL MATERIALS</b>  Form TX (Filed June 29, 1999)	The Geneva Companies, Inc. (Work for Hire)	Completed 1992, 1996 & 1997  Published January 1, 1997	Pending	
<b>1997 TRANSACTION REVIEW - COMPLETED ACQUISITIONS OF PRIVATE MIDDLE- MARKET BUSINESSES</b>  Form TX (Filed June 29, 1999)	The Geneva Companies, Inc. (Work for Hire)	Completed 1998  Published January 5, 1998	Pending	

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Title/ Form and Reg. No. (Date Filed/Date Reg.)	Author	Year Completed/ Date of Publication	Status	Notes
<b>CONSOLIDATION &amp; TIMING ANALYSIS</b>  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	
<b>CASH IN WITHOUT PAYING TAXES</b>  Form TX (Filed June 29, 1999)	The Geneva Companies, Inc. (Work for Hire)	Completed 1998  Published 1998	Pending	
<b>TAX-ADVANTAGED LIQUIDITY FOR OWNERS OF PRIVATE BUSINESSES</b>  Form TX (Filed June 29, 1999)	The Geneva Companies, Inc. (Work for Hire)	Completed 1998  Published 1998	Registered	
<b>THE GENEVA SEMINAR, 1994 (UNITS 1-3, RESPONSE FORM)</b>  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
<b>THE GENEVA SEMINAR</b> (Canadian Seminar, Units 1-4 and Seminar Kit) Form TX	The Geneva Companies, Inc. (Work for Hire)	Completed 1999	Unfiled - certificates signed - preparing deposits	
<b>CASHING IN DOES NOT MEAN                      SELLING OUT (Liquidity Seminar                      1999 and Seminar Kit)</b> Form TX	The Geneva Companies, Inc. (Work for Hire)	Completed 1999	Unfiled - certificates signed - preparing deposits	

IN WITNESS WHEREOF, this Capital Contribution Agreement has been duly executed and delivered as of the date first above written.

SALOMON SMITH BARNEY HOLDINGS INC.

By: A. Richard Javich  
Name:  
Title:

SALOMON BROTHERS HOLDING  
COMPANY INC.

By: A. Richard Javich  
Name:  
Title:

468086.04-New York S7A

RECORDED: 02/16/2001

TRADEMARK  
REEL: 002247 FRAME: 0891