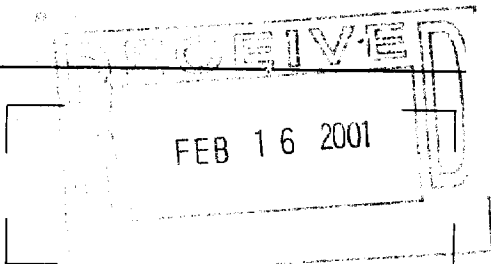


FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027



03-12-2001



101632205

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
Effective Date
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

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/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

- 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

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: 0892

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)

FEB 16 2001

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)

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

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 Brothers Holding Company Inc., a Delaware corporation ("Salomon Holding"), and The Geneva Companies Inc., a Delaware corporation (the "Corporation").

WITNESSETH:

WHEREAS, Citigroup, 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 Salomon Smith Barney Holdings Inc. ("SSB Holdings"), and SSB Holdings accepted and assumed the same.

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

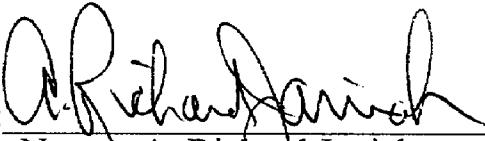
WHEREAS, Salomon Holding desires to contribute, by assignment of all right, title and interest in, the Acquired Assets to the capital of the Corporation, and the Corporation desires to accept and assume the same.

NOW, THEREFORE, in consideration of the mutual agreements set forth herein, Salomon Holding 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 Salomon Holding.

This Agreement shall inure to the benefit of Salomon Holding and the Corporation and their respective successors and assigns and shall be binding upon Salomon Holding 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 BROTHERS HOLDING
COMPANY INC.

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

THE GENEVA COMPANIES INC.


By: _____
Name: David H. Troob
Title: Chief Executive Officer

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

SALOMON BROTHERS HOLDING
COMPANY INC.

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

THE GENEVA COMPANIES INC.

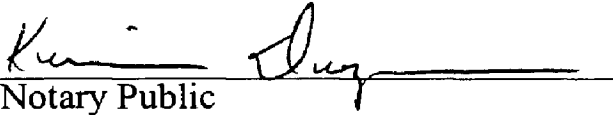
By: 
Name: David H. Troob
Title: Chief Executive Officer

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 2nd day of February, 2001.


Notary Public

My commission expires: Nov. 20, 2001


KEVIN DWYER
Notary Public, State of New York
No. 61DW4958996
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 David H. Troob personally known to me to be the Chief Executive Officer of **The Geneva Companies 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 2nd day of February, 2001.


Notary Public

My commission expires: Nov. 20, 2001

KEVIN DWYER
Notary Public, State of New York
123-1234567890
123-1234567890
123-1234567890
Commission Expires Nov. 20, 2001

SCHEDULE A

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

GC AND DESIGN United States of America CaseNumber: 028593.2030 Status: Registered

US 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 DUE! 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: APPROVED7 Due On: 4/13/00

Friday, July 21, 2000

CaseNumber: 028593.2010 Status: Registered

GENEVA

US United States of America

Application Number: 74629254

Filing Date: 25-Jun-95

Class(es): 36

Goods: Investment advice and consultation services.

Registration Number: 1977912

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

Status: Registered

CaseNumber: 028593.2020

US United States of America

Application Number: 74625390

Filing Date: 25-Jun-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

Status: Suspended

CaseNumber: 028593.2050

US 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: 8/1/00

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
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	

FORM 1000-1000-1000-1000-1000

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

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	