

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

FEB 16 2001

03-12-2001



101632204

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 2-16-01

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

Name Citigroup Inc. Execution Date 2/02/2001
Month Day Year

Formerly _____

Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Delaware

Receiving Party Mark if additional names of receiving parties attached

Name Salomon Smith Barney Holdings Inc.

DBA/AK/TA _____

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 New York

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: 0906

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"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<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"/>

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.)

#

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 Citigroup Inc., a Delaware corporation ("Citigroup"), and Salomon Smith Barney Holdings Inc., a New York corporation (the "Corporation").

W I T N E S S E T H:

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

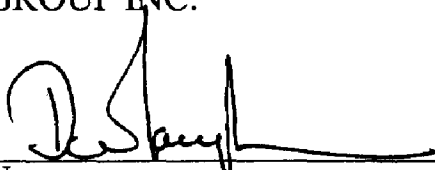
WHEREAS, Citigroup desires to contribute, by assignment of all right, title and interest in, the Acquired Assets to the capital of the Corporation, and the Corporation desires to accept and assume the same.

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

This Agreement shall inure to the benefit of Citigroup and the Corporation and their respective successors and assigns and shall be binding upon Citigroup 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.

CITIGROUP INC.

By: 
Name: Deryck C. Maughan
Title: Vice Chairman

SALOMON SMITH BARNEY HOLDINGS INC.

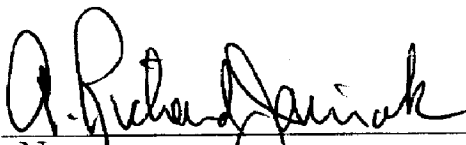
By: _____
Name:
Title:

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

CITIGROUP INC.

By: _____
Name:
Title:

SALOMON SMITH BARNEY HOLDINGS INC.

By:  _____
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 Deryck C. Maughan personally known to me to be the Vice Chairman of **Citigroup 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.

Kevin Dwyer
Notary Public

My commission expires: Nov. 20, 2001

KEVIN DWYER
Notary Public, State of New York
No. 0024958996
Queens 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 Janak 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 2nd 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)**

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 DUEI 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

74629254

Registration Number: 1977932

Application Number:

25-Jan-95

Registration Date: 04-Jun-96

Filing Date:

36

Next Renewal Date: 04-Jun-06

Class(es):

Investment advice and consultation services.

Goods:

SECTION 8 DUBI

Due On: 6/4/02

Next Action:

First Renewal

Due On: 6/4/06

Next Action:

GENEVA CORPORATE FINANCE

Status: Registered

CaseNumber: 028593.2020

US United States of America

74625390

Registration Number: 2022906

Application Number:

25-Jan-95

Registration Date: 17-Dec-96

Filing Date:

36

Next Renewal Date: 17-Dec-06

Class(es):

Investment advice and consultation services.

Goods:

SECTION 8 DUBI

Due On: 12/17/02

Next Action:

First Renewal

Due On: 12/17/06

Next Action:

GENEVA ESOP MANAGEMENT GROUP

Status: Suspended

CaseNumber: 028593.2050

US United States of America

75507652

Registration Number:

Application Number:

22-Jun-98

Registration Date:

Filing Date:

36

Next Renewal Date:

Class(es):

Consulting services in the field of employee stock option plans.

Goods:

STATUS

Due On: 8/1/00

Next Action:

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	

SCHEDULE B

Copyright Clearance Center, Inc.

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	