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To the Honorable Commissioner of F

record the attached original documents or copy thereof.

1. Name of conveying party(ies):  
 Mellon Bank, N.A.  
1-31-02

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation-State  
 Other Federally chartered banking association

2. Name and address of receiving party(ies)  
 Name: Citizens Bank of Pennsylvania  
 Internal Address: Commercial Lending Operations  
Three Mellon Center  
 Street Address: 525 William Penn Way  
 City: Pittsburgh State: PA Zip: 15219

Individual(s) citizenship  
 Association  
 General Partnership  
 Limited Partnership  
 Corporation-State  
 Other Pennsylvania chartered Bank

Additional name(s) of conveying party(ies) attached?  Yes  No

If assigned is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
 (Designation must be a separate document from assignment)  
 Additional name(s) & address(es) attached?  Yes  No

3. Nature of conveyance:  
 Assignment                       Merger  
 Security Agreement               Change of Name  
 Other Assignment of Security Interest

Execution Date: December 1, 2001

4. Application number(s) or registration number(s):  
 A. Trademark Application No.(s)  
75/444,356      75/444,355

B. Trademark Registration No.(s)  
1,986,312

Additional number(s) attached  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
 Name: Miriam J. Rovner, Senior Legal Assistant  
 Internal Address: \_\_\_\_\_  
 Street Address: Goodwin Procter LLP  
Exchange Place  
 City: Boston State: MA Zip: 02109-2881

6. Total number of applications and registrations involved: ..... 3

7. Total fee (37 CFR 3.41) ..... \$ 90.00  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:  
07-1700  
 (Attach duplicate copy of this page if paying by deposit account)

**DO NOT USE THIS SPACE**

9. 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.*

Robert M. O'Connell, Jr.                                           January 31, 2002  
 Name of Person signing                      Signature                      Date

Total number of pages include cover sheet, attachments, and document: 6

02/21/2002 6TOM11 00000055 75444356  
 01 FC:481 40.00 OP  
 02 FC:482 50.00 OP  
 LIBC/1402807.1  
 CPI #1703/157

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

ASSIGNMENT OF SECURITY INTEREST IN U.S. TRADEMARK APPLICATIONS AND REGISTRATIONS AND PATENT APPLICATIONS AND PATENTS

This agreement ("Agreement") is entered into and effective as of December 1, 2001 ("Effective Date") by Mellon Bank, N.A. (hereinafter "Mellon"), as agent, in favor of Citizens Bank of Pennsylvania (hereinafter "Citizens"), as agent.

WHEREAS, Mellon has security interests in the U.S. trademark applications, U.S. trademark registrations, U.S. patent application and U.S. patents listed on Attachment 1 (collectively hereinafter "Intellectual Property");

WHEREAS, Mellon desires to assign the security interests in the Intellectual Property (hereinafter "Security Interests") to Citizens;

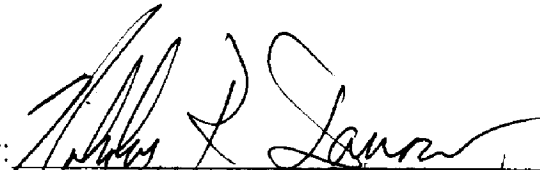
WHEREAS, Citizens desires to acquire the Security Interests; and

WHEREAS, the parties wish to acknowledge this assignment and make it of record in the United States Patent and Trademark Office.

NOW, THEREFORE, in consideration of the foregoing premises and for valuable consideration, the sufficiency and receipt of which are hereby acknowledged, and intending to be legally bound hereby, Mellon hereby assigns, transfers and sets over unto Citizens the whole and entire right, title and interest in and to the Security Interests.

**IN WITNESS WHEREOF**, the parties have caused this Agreement to be executed by their duly authorized representatives as of the Effective Date.

**MELLON BANK, N.A., as Agent**

By:   
Name: Nicholas R. Darrow  
Title: **Authorized Representative**

Date: November 20, 2001