

05-01-2002



102074441

To the Honorable Commissioner of

attached original documents or copy thereof.

1. Name of conveying party(ies):
Mellon Bank, N.A.
4-19-02
 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

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

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

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

Execution Date: December 1, 2001

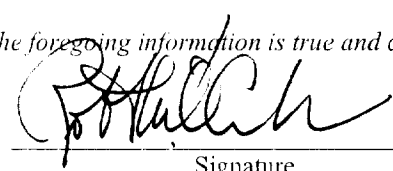
4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
Additional number(s) attached

B. Trademark Registration No.(s)
1,847,876
 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: 1
7. Total fee (37 CFR 3.41) \$340.00
 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.  April 19, 2002
Name of Person signing Signature Date

Total number of pages include cover sheet, attachments, and document: 4

04/30/2002 DBYRME 00000044 1847876

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

01 FC:481

40.00 OP

LIBC:1493418.1
CPI # 703/163

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 schedule A (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

SCHEDULE A

Trademark

U.S. Serial No.

U.S. Reg. No.

Patent Title

U.S. Serial No.

U.S. Patent No.

SCHEDULE 2
TO
INTELLECTUAL PROPERTY SECURITY AGREEMENT

Dated as of November 10, 1998

Intellectual Property Owned by any Borrower

INTELLECTUAL PROPERTY	HELD BY	REGISTRATION NUMBER OR (APPLICATION SERIAL NUMBER)	REGISTRATION OR (FILING DATE)
		U.S. Registration No.	Registered
CleanOX		1,847,876	August 2, 1994
Canada Patent Application	Ronald J. Vigneri	2,155,854	February 9, 1994
Europe Patent Application	Ronald J. Vigneri	94909576.4	February 9, 1994
Europe Patent Application	Ronald J. Vigneri	94908035.2	February 9, 1994
World Patent Application	Ronald J. Vigneri	US94/01440	February 9, 1994
Canada Patent Application	Ronald J. Vigneri	2,155,855	February 10, 1994
World Patent Application	Ronald J. Vigneri	US94/01533	February 10, 1994
United States Patent		5,286,141	February 15, 1994
United States Patent		5,520,483	May 28, 1996
KnowHow related to U.S. patents		5,286,141 and 5,520,483	
International Application	Ronald J. Vigneri	PCT/US94/01533	February 10, 1994
GeoEnvironmental software known as GEMS, a recipe generator program, and source code, including copyright thereto			