

FORM PTO-1594 **RECORDATION FORM COVER SHEET** U.S. DEPARTMENT OF COMMERCE
 1-31-92 **TRADEMARKS ONLY** Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
 Citigroup Inc.
 399 Park Avenue
 New York, NY 10043

Individual(s) Association
 General Partnership Limited Partnership
 Corporation: Delaware
 Other

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

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

Execution Date: March 26, 2002

2. Name and address of receiving party(ies):
 Travelers Property Casualty Corp.
 One Tower Square
 Hartford, CT 06183

Individual(s) citizenship: _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation - Connecticut

Other:

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
 B. Trademark Registration No.(s): 2,159,184 and 2, 155,111

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Sean P. Merrill, Esq.
 Internal Address: Cummings & Lockwood
 Street Address: 700 State Street
 Post Office Box 1960
 City: New Haven State: CT Zip: 06509-1960

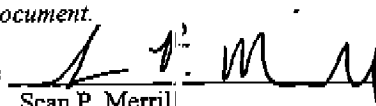
6. Total number of applications and registrations involved: [2]

7. Total fee (37 CFR 3.41): \$65.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: 50-1158
 (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.

Signature  November 14, 2002
 Scan P. Merrill

Total number of pages comprising cover sheet: [2]

Do not detach this portion

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

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

INTERCOMPANY AGREEMENT

by and among

TRAVELERS PROPERTY CASUALTY CORP.

ly named THE TRAVELERS INSURANCE GROUP INC.),

THE TRAVELERS INSURANCE COMPANY

and

CITIGROUP INC.

Dated as of March 26, 2002.

"Wholly Owned Subsidiary" of TPC shall include all Subsidiaries of TPC in which TPC owns (directly or indirectly) all of the outstanding voting stock, voting power, partnership interests or similar ownership interests, except for director's qualifying shares in nominal amounts.

ARTICLE II

COSTS AND EXPENSES

Section 2.1 Allocation of Costs and Expenses. TPC shall pay (or, to the extent incurred by and paid for by any member of the Citigroup Affiliated Group, will promptly reimburse such member of the Citigroup Affiliated Group for any and all amounts so paid) for all fees, costs and expenses incurred by TPC or any member of the Citigroup Affiliated Group in connection with the Transactions, including, but not limited to, any and all fees, costs and expenses related to (a) the preparation and negotiation of this Agreement and of all of the documentation related to Transactions and all related transactions, (b) the preparation and execution or filing of any and all further documents, agreements, forms, applications, contracts or consents associated with the Transactions and all related transactions, (c) TPC's organizational documents, (d) the preparation, printing and filing of the IPO S-1 and any other registration statements relating to any of the Transactions, including all fees and expenses of complying with applicable federal, state or foreign securities laws and domestic or foreign securities exchange rules and regulations, together with fees and expenses of counsel retained to effect such compliance, (e) the preparation, printing and distribution of each of the prospectuses for the Initial Public Offering, the Concurrent Offering and the other financing Transactions, (f) the listing of the Common Stock, the Convertible Notes and any other securities of TPC on any domestic or foreign securities exchange, (g) the private letter ruling from the Internal Revenue Service sought in connection with the Distribution and (h) the preparation (including, but not limited to, the printing of documents) related to implementing TPC's employee benefit plans, retirement plans and equity-based plans as a result of the Transaction.

ARTICLE III

TRADEMARK LICENSING AGREEMENT

Section 3.1 Grant of Trademark License.

(a) Citigroup hereby grants to TPC, or to the extent another member of the Citigroup Affiliated Group owns the Citi Marks (as defined below) Citigroup hereby causes such member to grant to TPC (which grants in each case are pursuant to the reservation of rights by TPC set forth in the Trademark Assignment

IN WITNESS HEREOF, the parties have caused this Intercompany Agreement to be executed and delivered as of the date first above written.

CITIGROUP INC.

William P. Hannon
Name: WILLIAM P. HANNON
Title: CONTROLLER

TRAVELERS PROPERTY
CASUALTY CORP.

Name:
Title:

THE TRAVELERS INSURANCE
COMPANY

Name:
Title:

As Agreed and Accepted by:

TRAVELERS INSURANCE GROUP
HOLDINGS INC.

Name:
Title:

IN WITNESS HEREOF, the parties have caused this Intercompany Agreement to be executed and delivered as of the date first above written.

CITIGROUP INC.

Name:
Title:

TRAVELERS PROPERTY
CASUALTY CORP.

Jay S Benet
Name: Jay S. Benet
Title: Chief Financial Officer

THE TRAVELERS INSURANCE
COMPANY

Name:
Title:

As Agreed and Accepted by:

TRAVELERS INSURANCE GROUP
HOLDINGS INC.

Jay S Benet
Name: Jay S. Benet
Title: Chief Financial Officer

IN WITNESS HEREOF, the parties have caused this Intercompany Agreement to be executed and delivered as of the date first above written.

CITIGROUP INC.

Name:
Title:

TRAVELERS PROPERTY
CASUALTY CORP.

Name:
Title:

THE TRAVELERS INSURANCE
COMPANY

Glenn D. Lamme
Name: *Glenn D. Lamme*
Title: *Executive Vice President*

As Agreed and Accepted by:

TRAVELERS INSURANCE GROUP
HOLDINGS INC.

Name:
Title:

Schedule 3.1(a)Trademarks Licensed by Citigroup to TPC

MARK	RECORD OWNER	REG. NO./ (APP. NO.)	COUNTRY
T and Umbrella Design	The Travelers Insurance Company ("TIC")	782580	United States
Umbrella Design	TIC	1161313	United States
Umbrella Design	TIC	TMA 369992	Canada
Umbrella Design (Right Portion)	Citigroup, Inc. ("Citigroup"), f.k.a. Travelers Group, Inc.	2155111	United States
Umbrella Design (Left Portion)	Citigroup, f.k.a. Travelers Group, Inc.	2159184	United States
TRAVELERSGROUP & Design	Citigroup, f.k.a. Travelers Group, Inc.	2146586	United States
A MEMBER OF TRAVELERSGROUP & Design	Citigroup, f.k.a. Travelers Group, Inc.	2146585	United States
TRAVELERSGROUP & RED UMBRELLA DESIGN	Citigroup Inc.	(148728)	Pakistan
TRAVELERSGROUP & RED UMBRELLA DESIGN	Citigroup Inc.	T98/08770H	Singapore
TRAVELERSGROUP & RED UMBRELLA DESIGN	Citigroup Inc.	20120	Ukraine
TRAVELERSGROUP & RED UMBRELLA DESIGN	Travelers Group, Inc.	3017	Anguilla
TRAVELERSGROUP & RED UMBRELLA DESIGN	Travelers Group, Inc.		Antigua And Barbuda
TRAVELERSGROUP & RED UMBRELLA DESIGN	Travelers Group, Inc.	1740763	Argentina
TRAVELERSGROUP & UMBRELLA DESIGN (SERIES COLOR RED & BLACK)	Travelers Group, Inc.	755139	Australia

TRAVELERSGROUP & RED UMBRELLA DESIGN	Travelers Group, Inc.	20632	Bahamas
TRAVELERSGROUP & RED UMBRELLA DESIGN	Travelers Group, Inc.	81/13099	Barbados
TRAVELERSGROUP & RED UMBRELLA DESIGN	Travelers Group, Inc.	3284	British Virgin Islands
TRAVELERSGROUP & RED UMBRELLA DESIGN	Travelers Group, Inc.	(Forthcoming)	Costa Rica
TRAVELERSGROUP & RED UMBRELLA DESIGN	Travelers Group, Inc.	127927	Cuba
TRAVELERSGROUP & RED UMBRELLA DESIGN	Travelers Group, Inc.	214313	Czech Republic
TRAVELERSGROUP & RED UMBRELLA DESIGN	Travelers Group, Inc.	97/98	Dominica
TRAVELERSGROUP & RED UMBRELLA DESIGN	Travelers Group, Inc.	98238	Dominican Republic
TRAVELERSGROUP & RED UMBRELLA DESIGN	Travelers Group, Inc.	94876	Dominican Republic
TRAVELERSGROUP & RED UMBRELLA DESIGN	Travelers Group, Inc.	(14266)	Egypt
TRAVELERSGROUP & RED UMBRELLA DESIGN	Travelers Group, Inc.	236 BOOK 90	El Salvador
TRAVELERSGROUP & RED UMBRELLA DESIGN	Travelers Group, Inc.	30414	Estonia
TRAVELERSGROUP & RED UMBRELLA DESIGN	Travelers Group, Inc.	739045	European Union
TRAVELERSGROUP & RED UMBRELLA DESIGN	Travelers Group, Inc.	11078	Georgia
TRAVELERSGROUP & RED UMBRELLA DESIGN	Travelers Group, Inc.	099832	Guatemala