

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
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<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Kathleen K Flemming		10/01/2008	INDIVIDUAL: UNITED STATES
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Waterford Village Bank		
<b>Street Address:</b>	8411 Main Street		
<b>City:</b>	Williamsville		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	14221		
<b>Entity Type:</b>	CORPORATION: NEW YORK		
<b>PROPERTY NUMBERS Total: 4</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3395793	WATERFORD VILLAGE BANK	
<b>Serial Number:</b>	77311888	WV WV WATERFORD VILLAGE BANK	
<b>Registration Number:</b>	3320121	KIDS COUNT 2	
<b>Registration Number:</b>	3294963	WE VALUE BUFFALO	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(716)849-0349		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	(716) 856-4000		
<b>Email:</b>	ksuzan@hodgsonruss.com		
<b>Correspondent Name:</b>	Kenneth D. Suzan		
<b>Address Line 1:</b>	Hodgson Russ LLP		
<b>Address Line 2:</b>	140 Pearl Street, Suite 100		
<b>Address Line 4:</b>	Buffalo, NEW YORK 14202		
<b>ATTORNEY DOCKET NUMBER:</b>	044691.00000		
<b>NAME OF SUBMITTER:</b>	Kenneth D. Suzan		

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Signature:

/Kenneth D. Suzan/

Date:

10/02/2008

Total Attachments: 3

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**TRADEMARK ASSIGNMENT**

WHEREAS, Kathleen K. Flemming, (the "Assignor"), an individual with an address at 72 Crown Royal Drive, Williamsville, New York, has adopted, used, or has used through a licensee, and is using, or has licensed to use the four (4) trademarks set forth on Exhibit "A", (the "Trademarks"), which were filed with the United States Patent and Trademark Office ("USPTO");

WHEREAS, the Assignee and Assignor recognize that dispute arose between Assignor and Waterford Bank, N.A. concerning the Trademarks, Assignor represents and warrants that the Assignor believes she is the sole owner of the Trademarks and corresponding applications filed with the USPTO and that she has not transferred her rights in any Trademarks or applications to any third-parties;

WHEREAS, Waterford Village Bank (the "Assignee"), a corporation, with an office at 8411 Main Street, Williamsville, New York, desires to acquire Assignor's entire right, title and interest in and to the Trademarks and said applications and registration thereof;

NOW, THEREFORE, for valuable consideration, the receipt and adequacy of which are hereby acknowledged, Assignor hereby assigns to Assignee, the entire right, title and interest in and to the Trademarks, throughout the United States of America to the extent they exist, and in and to said application and registration thereof, together with the goodwill of the business symbolized by the Trademarks.

This Assignment is made without warranty, express or implied, and Assignee accepts such Assignment "as is" without warranty.

IN WITNESS WHEREOF, Assignor has executed this Trademark Assignment as of 1 day of October, 2008.

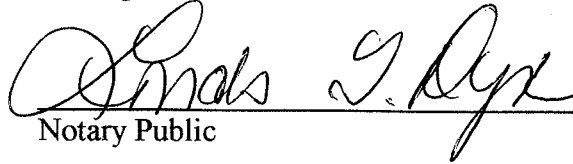
  
Kathleen K. Flemming

STATE OF NEW YORK     )

ERIE COUNTY

: ss:  
)

On this 1st day of October in the year 2008, before me, the subscriber, personally came Kathleen K. Flemming, and to me known to be the person described in and who executed the within instrument, and she acknowledged that she executed the same.

  
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Notary Public

Linda A. Dye  
Notary Public, State of New York  
No. 01DY6129869  
Qualified in Niagara County  
My Commission Expires 07-05-2009

**Exhibit A**

<b>Mark</b>	<b>U.S. Serial No./ Registration No.</b>	<b>Filing Date</b>
WATERFORD VILLAGE BANK	3,395,793	November 11, 2004
WVWV WATERFORD VILLAGE BANK and Design	77/311888	October 24, 2007
KIDS COUNT 2	3,320,121	June 7, 2005
WE VALUE BUFFALO	3,294,963	July 4, 2006

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