

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	08/01/2005		
<b>CONVEYING PARTY DATA</b>			
Name	Formerly	Execution Date	Entity Type
Citicorp		08/01/2005	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
Name:	Citigroup Inc.		
Street Address:	399 Park Avenue		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10043		
Entity Type:	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
Property Type	Number	Word Mark	
Serial Number:	78470092	CITIBANK CLEAR	
<b>CORRESPONDENCE DATA</b>			
Fax Number:	(212)793-4405		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	212-559-0909		
Email:	blotners@citigroup.com		
Correspondent Name:	Sara B. Blotner		
Address Line 1:	909 Third Avenue		
Address Line 2:	15th floor		
Address Line 4:	New York, NEW YORK 10022		
ATTORNEY DOCKET NUMBER:	14345/1673/01		
NAME OF SUBMITTER:	Sara B. Blotner		
Signature:	/sara b. blotner/		

CH \$40.00 78470092

Date:

11/21/2005

**Total Attachments: 4**

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# Delaware

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*The First State*

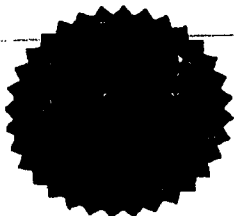
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"CITICORP", A DELAWARE CORPORATION, WITH AND INTO "CITIGROUP INC." UNDER THE NAME OF "CITIGROUP INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF JULY, A.D. 2005, AT 3:33 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FIRST DAY OF AUGUST, A.D. 2005, AT 10 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

2154254 8100M  
050624131



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 4060420

DATE: 08-01-05

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State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 03:33 PM 07/28/2005  
FILED 03:33 PM 07/28/2005  
SRV 050624131 - 2154254 FILE

**CERTIFICATE OF OWNERSHIP AND MERGER**

**MERGING  
CITICORP  
INTO  
CITIGROUP INC.**

\*\*\*\*\*

Citigroup Inc., a corporation organized and existing under the laws of the State of Delaware,

**DOES HEREBY CERTIFY:**

**FIRST:** That this corporation was incorporated on the 8<sup>th</sup> day of March, 1988, pursuant to the General Corporation Law of the State of Delaware.

**SECOND:** That this corporation owns all of the outstanding shares of the stock of Citicorp, a corporation incorporated on the 8<sup>th</sup> day of May, 1998, pursuant to the General Corporation Law of the State of Delaware.

**THIRD:** That this corporation, by the following resolutions of its Board of Directors, duly adopted at a meeting held on the 19<sup>th</sup> day of April, 2005, determined to and did authorize the merger of its wholly owned subsidiary, Citicorp, into itself pursuant to Section 253 of the Delaware General Corporation Law:

**"FURTHER RESOLVED,** (a) that, effective on or about July 1, 2006 (or at such later date as an Authorized Officer (as hereinafter defined) determines appropriate in connection with obtaining applicable Governmental Approvals for the Mergers, the Contributions and the Distributions (as such terms are hereinafter defined) or in connection with other transactions being undertaken by Citigroup Inc., such determination to be evidenced by such Authorized Officer's execution of the Certificate of Ownership and Merger with respect to the CHC Merger (as hereinafter defined)), Citigroup Holdings Company, a Delaware corporation, shall merge (the "CHC Merger") with and into Citigroup Inc., which shall be the surviving corporation, pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "DGCL"), (b) that, by virtue of the CHC Merger, each issued and outstanding share of common stock of Citigroup Holdings Company shall be cancelled, the separate existence of Citigroup Inc. Holdings Company shall cease and no consideration shall be

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delivered in exchange therefor, (c) that the Certificate of Incorporation and By-Laws of Citigroup Inc. immediately prior to the CHC Merger shall be the Certificate of Incorporation and By-Laws of such surviving corporation, and (d) that the officers and directors of Citigroup Inc. immediately prior to the CHC Merger shall be the officers and directors of such surviving corporation; and be it

**FURTHER RESOLVED**, (a) that, effective following the consummation of the CHC Merger and on the date thereof, Citicorp, a Delaware corporation, shall merge (the "Citicorp Merger" and together with the CHC Merger, the "Mergers") with and into Citigroup Inc., which shall be the surviving corporation, pursuant to Section 253 of the DGCL, (b) that by virtue of the Citicorp Merger, each issued and outstanding share of common stock of Citicorp shall be cancelled, the separate existence of Citicorp shall cease and no consideration shall be delivered in exchange therefor, (c) that the Certificate of Incorporation and By-Laws of Citigroup Inc. immediately prior to the Citicorp Merger shall be the Certificate of Incorporation and By-Laws of such surviving corporation, and (d) that the officers and directors of Citigroup Inc. immediately prior to the Citicorp Merger shall be the officers and directors of such surviving corporation; and be it


**FURTHER RESOLVED**, that the Chief Executive Officer, the President, any Vice Chairman, the Chief Financial Officer, the Controller, the Treasurer, or any officer with the authority of a Vice President of Citigroup Inc. (each, an "Appropriate Officer") be, and each of them hereby is, authorized and directed to execute and deliver, in the name and on behalf of Citigroup Inc., a Certificate of Ownership and Merger with respect to each Merger setting forth, among other things, a copy of the resolutions of the Board authorizing each Merger and the date of their adoption, and to cause such documents to be filed in the Office of the Secretary of State of the State of Delaware in accordance with Sections 103 and 253 of the DGCL; and be it

**FURTHER RESOLVED**, that pursuant to Sections 253(c) and 251(d) of the DGCL, the resolutions with respect to each Merger may be terminated by the Board at any time prior to the time that the Certificate of Ownership and Merger with respect to such Merger filed in the Office of the Secretary of State of the State of Delaware becomes effective in accordance with Section 103 of the DGCL.

**FOURTH:** That this Certificate of Ownership and Merger shall be effective on August 1, 2005 at 10:00 a.m. E.S.T.

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IN WITNESS WHEREOF, said Citigroup Inc. Inc. has caused this Certificate to be signed by Guy R. Whittaker, its Treasurer, this 28th day of July, 2005.

Citigroup Inc.  
By   
Guy R. Whittaker