

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	08/01/2005

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Citicorp		07/28/2005	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	Citigroup Inc.
Street Address:	399 Park Avenue
City:	New York
State/Country:	NEW YORK
Postal Code:	10043
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 211**

Property Type	Number	Word Mark
Registration Number:	2361565	1-800-ASK-CITI
Serial Number:	78627344	1-888-ASK-CITI
Registration Number:	2345670	A NEW IDEA. A BETTER DEAL.
Serial Number:	78306127	ACCIDENT SHIELD
Serial Number:	78531537	AHORA HAY UNA TARJETA LA QUE PUEDES CONTAR
Registration Number:	2980002	APPRECIATION PLUS
Serial Number:	78633809	BALANCE SHIELD
Serial Number:	78340351	BECAUSE IT'S SAFER TO KNOW THAN TO GUESS.
Registration Number:	2508536	BIZZED
Registration Number:	2005506	
Registration Number:	1632709	BROKER ACCESS
Registration Number:	2863277	BRONZE
Registration Number:	1462222	BUSINESS BANKING EDGE

CH \$5290.00 2361565

Serial Number:	78012935	C2IT
Serial Number:	78030606	C2IT
Registration Number:	2350276	CARDS BUILT AROUND YOU
Serial Number:	78244304	CHAIRMAN CARD
Registration Number:	2513264	3 0
Registration Number:	879677	CHECKING PLUS
Registration Number:	1442418	CHECKS-AS-CASH
Registration Number:	1206796	CHOICE
Registration Number:	1181467	CITI
Serial Number:	78340969	CITI
Registration Number:	2424088	CITI
Registration Number:	2801076	CITI BRONZE
Registration Number:	2412842	CITI F/I
Registration Number:	2416190	CITI FI
Serial Number:	78354180	CITI GLOW
Registration Number:	2961545	CITI PREMIERPASS
Serial Number:	78525772	CITI PRIVATE PASS
Serial Number:	78465523	CITI PROFESSIONAL
Serial Number:	78626902	CITI SIMPLICITY
Serial Number:	78626928	CITI SIMPLICITY +
Serial Number:	78626919	CITI SIMPLICITY PLUS
Registration Number:	1170514	CITISHOPPER
Registration Number:	2557186	CITI.YOU
Registration Number:	1708618	CITIACCESS
Registration Number:	2147766	CITIASSIST
Registration Number:	691815	CITIBANK
Registration Number:	1016844	CITIBANK
Registration Number:	1048704	CITIBANK
Registration Number:	2636299	CITIBANK
Registration Number:	2402872	CITIBANK EVERYTHING COUNTS
Registration Number:	2512302	CITIBANK FAMILYTECH
Registration Number:	1284589	CITIBANKING
Registration Number:	2263621	CITIBUSINESS
Serial Number:	78465525	CITIBUSINESS PREMIERPASS
Registration Number:	2948420	CITICAPITAL

Registration Number:	1423239	CITICARD
Registration Number:	1427775	CITICARD
Registration Number:	1089860	CITICARD BANKING CENTER
Registration Number:	1880874	CITICASH MANAGER
Registration Number:	982066	CITICORP
Registration Number:	1062445	CITICORP
Registration Number:	1401133	CITICORP
Registration Number:	1188064	CITICORP CENTER
Registration Number:	1289338	
Registration Number:	1380723	CITICORP TRAVELERS CHECKS
Registration Number:	2261522	CITIDIRECT
Registration Number:	2443256	CITIELITE
Registration Number:	2577418	CITIEXPERT
Registration Number:	1098967	CITIEXPRESO
Registration Number:	1413602	CITIEXPRESS
Registration Number:	2357202	CITIEXTRAS
Registration Number:	1788957	CITIFAX
Registration Number:	2619368	CITFI.COM
Registration Number:	2951903	CITIFINANCIAL
Serial Number:	78609509	CITIFINANCIAL AUTO CERTIFIED GOLD
Serial Number:	78609708	CITIFINANCIAL AUTO CERTIFIED SILVER
Registration Number:	2460535	CITIFOLIO
Registration Number:	2253661	CITIFUNDS
Registration Number:	2465567	CITIFX
Registration Number:	1824600	CITIGOLD
Serial Number:	78565419	CITIGOLD PREMIUM
Serial Number:	78681730	CITIGOLD SELECT
Registration Number:	2406753	CITIGROUP
Registration Number:	2884721	CITIGROUP GEO
Serial Number:	78267566	CITIGROUP CHAIRMAN
Registration Number:	2825606	CITIINSURANCE
Registration Number:	1203881	CITIMAE
Registration Number:	2565005	CITIMANAGER
Registration Number:	2468881	CITIMART
Registration Number:	1809177	CITIMATTERS

Registration Number:	2456809	CITIMATTERS
Registration Number:	1878857	CITIMILES
Registration Number:	1880842	CITIMILES
Registration Number:	2897519	CITIMORTGAGE
Serial Number:	78525777	CITIMORTGAGE INCOMEPLUS
Registration Number:	1882737	CITINETTING
Registration Number:	2583428	CITIONE
Registration Number:	1111938	CITIPHONE
Registration Number:	1880875	CITIPHONE BANKING
Registration Number:	2179648	CITIPHONE TRADING
Registration Number:	2456232	CITIPLAZA
Registration Number:	2361978	CITIPRIVILEGES
Registration Number:	2787006	CITIPRIVILEGES
Registration Number:	2443295	CITIPRO
Registration Number:	1972676	CITIQUEIK
Registration Number:	1651021	CITIRAIL
Registration Number:	2473216	CITISECTOR SERIES
Serial Number:	78417469	CITISELECT
Registration Number:	1523269	CITISPAN
Registration Number:	2584425	CITISTREET
Registration Number:	2474402	CITISTREET
Registration Number:	2422034	CITITERM
Registration Number:	2528635	CITITRADE
Registration Number:	2954363	CITITRAVEL
Registration Number:	2669908	CITITREASURY
Registration Number:	2123648	CITIVARIABLE
Serial Number:	76225421	CITIVISION
Registration Number:	2571874	CLICK CITI
Registration Number:	2491331	CLICKCREDIT
Registration Number:	1111469	
Registration Number:	1407932	COMPUTERCARD
Registration Number:	1688473	
Registration Number:	1689639	
Registration Number:	1690795	
Registration Number:	1689638	

Registration Number:	2888350	CREDIT-ED
Registration Number:	1434198	CREDITSHIELD
Registration Number:	2709818	CROSSMAR
Registration Number:	2338059	CRUSADE CARD
Registration Number:	2767584	DIAMOND PREFERRED
Serial Number:	78160298	DIAMOND PREMIER
Registration Number:	2441500	DONDE TU DINERO TOMA VIDA
Registration Number:	2719745	
Registration Number:	1087831	
Serial Number:	78572339	DRIVE REBATES
Registration Number:	2545574	DRIVER'S EDGE
Registration Number:	1791884	DRIVER'S EDGE
Serial Number:	78324239	DRIVER'S EDGE
Registration Number:	2443086	E-CITI
Serial Number:	78412343	ENDEAVOR EDUCATION LOAN
Registration Number:	1482675	EQUITY SOURCE ACCOUNT
Registration Number:	2756907	EVERYTHING POSSIBLE
Registration Number:	2378157	F
Registration Number:	2186456	FASTFINANCE
Registration Number:	1088295	FIRST NATIONAL CITY
Registration Number:	0671967	FIRST NATIONAL CITY BANK NEW YORK
Registration Number:	835659	FIRST NATIONAL CITY BANK NEW YORK
Serial Number:	78445420	FROM A CARD YOU CAN COUNT ON
Registration Number:	1411629	GLOBAL REPORT
Serial Number:	78354148	GLOW
Serial Number:	78354191	GLOW
Registration Number:	1516649	
Serial Number:	78386988	HOME SAVINGS ON CALL
Serial Number:	78625978	IDENTITYMONITOR
Serial Number:	78625996	IDENTITYMONITOR FROM CITI
Registration Number:	2681815	ILLUMINA
Registration Number:	2525946	ION ART
Registration Number:	1568932	ISSUER ACCESS
Serial Number:	78030612	IT'S THE END OF AN ERRAND
Registration Number:	1880841	

Serial Number:	78379442	KNOWLEDGE IS YOUR GREATEST ASSET
Registration Number:	2539226	LEAD. BY EXAMPLE.
Registration Number:	2795315	LIVE RICHLY
Registration Number:	2930918	MAKE THE MARKET YOURS
Registration Number:	1957180	CITIBANK
Registration Number:	2846679	MEANINGFUL ASSETS
Registration Number:	2409516	MILES THAT TAKE YOU FURTHER
Serial Number:	78452823	NOW THAT'S A CARD YOU CAN COUNT ON
Serial Number:	78030608	NOW YOU CAN C2IT
Serial Number:	78030610	
Registration Number:	2388291	ONE CLICK, ONE CALL, ONE MILE.
Registration Number:	2958452	OPPORTUNITIES WITHIN NEIGHBORHOODS
Serial Number:	78324269	PARENT ADVANTAGE
Registration Number:	2184777	PERSONAL GAINS
Registration Number:	2229507	PLATINUM SELECT
Serial Number:	78525775	PRIVATE PASS
Serial Number:	78560158	PROFESSIONAL SERVICES NETWORK
Registration Number:	1160285	PROTECTION PLUS
Serial Number:	76643015	" "
Registration Number:	1652591	RAILMARK
Registration Number:	891400	READY-CREDIT
Registration Number:	2885127	RETIREMENT REIMAGINED
Serial Number:	78509382	SAVINGS THAT MAKE YOU FEEL GOOD
Serial Number:	78639112	SHOPPERS CHOICE INSURANCE
Registration Number:	2066066	SMARTPAY
Registration Number:	2474093	SPROCKET WHERE MONEY AND INFORMATION CONNECT
Registration Number:	2215652	SURESTART
Registration Number:	2926291	THANK YOU
Serial Number:	78465519	THANK YOU MERCHANTS
Serial Number:	78525763	THANKYOU
Serial Number:	78390129	THANKYOU FROM CITI
Serial Number:	78406502	THANKYOU NETWORK
Registration Number:	2923493	THANKYOU POINTS
Serial Number:	78406506	THANKYOU REDEMPTIONS
Registration Number:	2923492	THANKYOU REDEMPTIONS NETWORK

Serial Number:	78390134	THANKYOU REWARDS
Serial Number:	78445431	THAT'S A CARD YOU CAN COUNT ON
Registration Number:	1104470	THE CITI NEVER SLEEPS
Registration Number:	2194735	THE LOST WALLET
Registration Number:	2372677	THE NEXT THING. NOW
Serial Number:	76630603	THINKING FOR GENERATIONS
Registration Number:	1539550	TRANSAXIS
Registration Number:	1537627	TRANSAXIS
Registration Number:	1989880	TRAVELERMILES
Serial Number:	78529064	TREASURYVISION
Registration Number:	2974756	UNIFIED MANAGED ACCOUNT
Registration Number:	2508574	WHAT YOU DO WITH BIZZED IS YOUR BUSINESS
Registration Number:	2485698	WHERE MONEY AND INFORMATION CONNECT
Registration Number:	2339273	WHERE MONEY LIVES
Serial Number:	76326191	WHEN THERE'S MONEY 2 MOVE
Serial Number:	76325965	WHEN THERE'S MONEY 2 MOVE
Serial Number:	76327045	WHEN THERE'S MONEY 2 MOVE
Serial Number:	76577153	WHOLE NET WORTH
Registration Number:	1515736	WORLDBLINK
Registration Number:	1975030	WORLDBLINK
Serial Number:	78638536	YOUR LAWYER. YOUR ACCOUNTANT. YOUR SOURCE.
Registration Number:	1382641	CITIBANK PREFERRED
Registration Number:	1998336	CITITRADE

**CORRESPONDENCE DATA**

Fax Number: (212)230-8888  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 212-937-7210  
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ATTORNEY DOCKET NUMBER:	0290188-00144
NAME OF SUBMITTER:	Claudia A. Smith
Signature:	/claudia smith/

Date:

12/29/2005

**Total Attachments: 4**

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# Delaware

PAGE 1

*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.

2154254 8100M

051059556



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 4402441

DATE: 12-23-05

TRADEMARK  
REEL: 003218 FRAME: 0321

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, 2005 (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

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.

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

Citigroup Inc.  
By   
Guy R. Whittaker