TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
NGI Holdings, Inc.	FORMERLY Netmarket Group, Inc.	12/31/2005	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Trilegiant Corporation
Street Address:	100 Connecticut Avenue
City:	Norwalk
State/Country:	CONNECTICUT
Postal Code:	06850
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 9

Property Type	Number	Word Mark
Registration Number:	2036825	NETMARKET
Registration Number:	2141393	NETMARKET
Registration Number:	2375936	FAREAGENT
Registration Number:	2380588	NETMARKET
Registration Number:	2380589	N
Registration Number:	2392765	NETMARKET N
Registration Number:	2475335	SAVE TIME, SAVE MONEY, SAVE YOUR SANITY
Registration Number:	2628639	NETSANTA
Registration Number:	2927426	NETMARKET.COM

CH $240.00 2036825

CORRESPONDENCE DATA

Fax Number: (212)468-4888
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone:	(212) 468-4800
Email:	jkatz@dglaw.com, tjones-houston@dglaw.com
Correspondent Name:	Jeffrey C. Katz, Esq.
Address Line 1:	1740 Broadway
Address Line 2:	DAVIS & GILBERT LLP
Address Line 4:	New York, NEW YORK 10019

ATTORNEY DOCKET NUMBER:	00517-0243-000
NAME OF SUBMITTER:	Jeffrey C. Katz
Signature:	/jeffrey c. katz/
Date:	01/04/2006

Total Attachments: 6
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Form **PTO-1594**
(rev 06/04)

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U. S. Department of Commerce
Patent and Trademark Office

To the Director of the U.S. Patent and Trademark Office: Please record the attached documents or the new address(es) below:

1. Name of conveying party(ies)/Execution Date(s):

NGI Holdings, Inc.

___ Individual(s) ___ Association
___ General Partnership ___ Limited Partnership
_X_ Corporation – State
___ Other
Citizenship - Delaware

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

3. Nature of conveyance:

___ Assignment _X_ Merger
___ Security Agreement ___ Change of Name
___ Government Interest Assignment
__ Conversion

Execution Date(s) 12/31/2005

2. Name and Address of receiving party(ies)

Additional name(s) & address(es) attached? __ Yes _X_ No
Name: Trilegiant Corporation
Internal Address:
Street Address: 100 Connecticut Avenue
City: Norwalk
State: Connecticut
Country: United States Zip: 06850
___ Association – Citizenship _____
___ General Partnership – Citizenship _____
___ Limited Partnership – Citizenship
_X_ Corporation – Citizenship Delaware
___ Other

If assignee is not domiciled in the United States, a domestic representative designation is attached ___ Yes **X** No.

4. Application number(s) or registration number(s):

A. Trademark Application No(s).			B. Trademark Registration No(s).		
			2036825	2380588	2475335
			2141393	2380589	2628639
			2375936	2392765	2927426

Additional numbers attached? __ Yes _X_ No

5. Name and address of party to whom correspondence concerning document should be mailed:

Jeffrey C. Katz
DAVIS & GILBERT LLP
1740 Broadway
New York, New York 10019

Tel: (212) 468-4800
Fax: (212) 468-4888
jkatz@DGLaw.com

6. Total number of applications and registrations involved: ____9

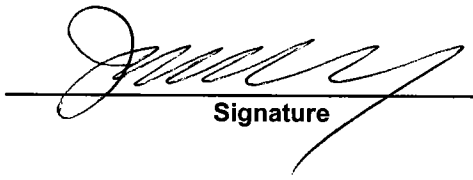
7. Total fee (37 CFR 1.21(h) and 3.41) **$ 240.00**

X All fees and any deficiencies are authorized to be charged to Deposit Account **(00517-0243-000)**

8. Payment Information

Deposit Account No. **502293**
Authorized user Name: Jeffrey C. Katz

9. Signature.



Signature

1-4-06
Date

Jeffrey C. Katz
Name of Person Signing

Total number of pages including cover sheet, and documents: 6

Delaware

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:

"CREDENTIALS SERVICES INTERNATIONAL, INC.", A DELAWARE CORPORATION,

"NGI HOLDINGS, INC.", A DELAWARE CORPORATION,

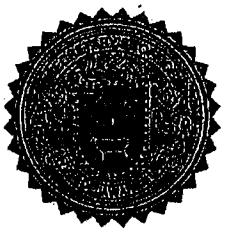
"SAFECARD SERVICES, INCORPORATED", A DELAWARE CORPORATION,

"TRILEGIANT MARKETING SERVICES, INC.", A DELAWARE CORPORATION,

WITH AND INTO "TRILEGIANT CORPORATION" UNDER THE NAME OF "TRILEGIANT CORPORATION", 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 DECEMBER, A.D. 2005, AT 2:24 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2005, AT 2 O'CLOCK P.M.

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3751516 8100M

051066654

AUTHENTICATION: 4408438

DATE: 12-28-05

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:20 PM 12/28/2005
FILED 02:24 PM 12/28/2005
SRV 051066654 - 3751516 FILE

CERTIFICATE OF OWNERSHIP AND MERGER

OF

CREDENTIALS SERVICES INTERNATIONAL, INC.
NGI HOLDINGS, INC.
SAFECARD SERVICES, INCORPORATED
TRILEGIANT MARKETING SERVICES, INC.
(each a Delaware corporation)

INTO

TRILEGIANT CORPORATION
(a Delaware corporation)

(Pursuant to Section 253 of the General Corporation Law of the State of Delaware)

December 28, 2005

Trilegiant Corporation (hereinafter called the "Company"), a corporation organized and existing under and by virtue of the Delaware General Corporation Law (the "DGCL"), does hereby certify:

1. The Company is a business corporation of the State of Delaware.

2. The Company is the owner of all of the outstanding shares of each class of the stock of each of Credentials Services International, Inc., a Delaware corporation, NGI Holdings, Inc., a Delaware corporation, Safecard Services, Incorporated, a Delaware corporation, and Trilegiant Marketing Services, Inc., a Delaware corporation, (each a "Subsidiary" and together the "Subsidiaries").

3. On December 28, 2005, the Board of Directors of the Company adopted the following resolutions to merge each of the Subsidiaries into the Company (the "Merger"):

RESOLVED, that the Company, which is the parent corporation and the owner of all the issued and outstanding shares of each Subsidiary, hereby approves the merger of the Subsidiaries into the Company pursuant to the Section 253 of the DGCL;

RESOLVED, that at the Effective Time (as herein defined) all of the estate, property, rights, privileges, powers and franchises of each Subsidiary be vested in and held and enjoyed by the Company as fully and entirely and without change or diminution as the same were before held and enjoyed by each Subsidiary in its name as applicable;

RESOLVED, that at the Effective Time, the Company shall assume all of the obligations of each Subsidiary;

TRADEMARK
REEL: 003220 FRAME: 0390

RESOLVED, that the separate existence of each Subsidiary shall cease at the Effective Time of the Merger pursuant to the provisions of the DGCL; and that the Company shall continue its existence as the surviving corporation pursuant to the provisions of the DGCL;

RESOLVED, that the issued shares of each Subsidiary shall not be converted in any manner, but each said share which is issued as of the Effective Time and date of the merger shall be surrendered and extinguished;

RESOLVED, that the Company shall cause to be executed and filed and recorded the documents prescribed by the laws of the State of Delaware and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the State of Delaware and within any other appropriate jurisdiction;

RESOLVED, that the form, terms and provisions of the Certificate of Ownership and Merger to be filed with the Secretary of State of the State of Delaware (the "Delaware Certificate of Merger"), substantially in the form previously submitted to the Board, be, and they hereby are, in all respects adopted, approved, ratified and confirmed; and that the Executive Officers of the Company be, and each of them hereby is, authorized and directed, in the name and on behalf of the Company, and under its corporate seal or otherwise, to enter into, execute, deliver and file the Delaware Certificate of Merger with such additions thereto or deletions therefrom as such Executive Officer or Executive Officers shall, in his or her discretion, determine to be necessary, proper or advisable, such determination to be evidenced conclusively by the execution, delivery and filing thereof;

RESOLVED, that the Merger shall become effective at the date and time specified in the Delaware Certificate of Merger, (the "Effective Time");

RESOLVED, that from and after the Effective Time, the bylaws and certificate of incorporation of the Company shall continue to be the bylaws and certificate of incorporation of the Company;

RESOLVED, that from and after the Effective Time, until successors are duly elected or appointed, the directors and officers of the Company shall continue to be the directors and officers of the Company;

Further Actions

RESOLVED, that the Executive Officers of the Company be, and each of them hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to make all such arrangements, to take all such further action, to cause to be prepared and filed all such documents, to make all expenditures and incur all expenses, and to pay all required fees, and to execute and deliver, in the name of and on behalf of the Company, all agreements, instruments, mortgages, leasehold mortgages, trust deeds, deeds of trust, documents and certificates (including stock certificates), including without limitation, officers' certificates, as they may deem necessary, appropriate or advisable in order to fully effectuate the purpose of each and all of the foregoing resolutions and the execution by such Executive Officer of any such agreement,

TRADEMARK
REEL: 003220 FRAME: 0391

instrument, mortgage, leasehold mortgage, trust deeds, deeds of trust, document or certificate or the payment of any such expenditures or expenses or the doing by them of any act in connection with the foregoing matters shall conclusively establish their authority therefor from the Company and the approval and ratification by the Company of the agreement, instrument, mortgage, leasehold mortgage, document or certificate so executed, the expenses or expenditures so paid and the action so taken; and

RESOLVED, that for purposes of the foregoing resolutions, the term "Executive Officers" shall mean and include, as applicable the Company, the Chairman, the Chief Executive Officer, the President, any Vice President, the Secretary, any Assistant Secretary, the Treasurer and any Assistant Treasurer, any other duly authorized officer of the Company or any of them.

4. This document shall be effective as of December 31, 2005, at 2:00 pm Eastern Standard Time.

* * * * *

TRADEMARK
REEL: 003220 FRAME: 0392

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Ownership and Merger as of the date first written above.

TRILEGIANT CORPORATION

By: _____
Name: Nathaniel J. Lipman
Title: President and CEO