

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
------------------	----------------

NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
-----------------------	--

CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
OCM Direct, Inc.	OCM Enterprises, Inc.	05/05/2003	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	Alloy Acquisition Subsidiary, LLC
Street Address:	c/o Alloy, Inc. 151 West 26th Street
Internal Address:	11th floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10001
Entity Type:	LTD LIAB JT ST CO: DELAWARE

PROPERTY NUMBERS Total: 4		
Property Type	Number	Word Mark
Registration Number:	2096782	DIPLOMADISPLAY
Registration Number:	1794537	DIPLOMADISPLAY
Registration Number:	2297875	OCM
Registration Number:	2601130	UPARENTS

CORRESPONDENCE DATA	
Fax Number:	(801)383-7713
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	212-244-4307
Email:	gallit@schullerlegal.net
Correspondent Name:	Gallit Schuller, Esq.
Address Line 1:	140 Riverside Drive #4C
Address Line 4:	New York, NEW YORK 10024

NAME OF SUBMITTER:	Gallit Schuller
--------------------	-----------------

Total Attachments: 3
 source=Scan0014a#page1.tif

90005241

**TRADEMARK
 REEL: 002792 FRAME: 0444**

OP \$115.00 2096782

source=Scan0017#page1.tif
source=Scan0018#page1.tif

ASSIGNMENT OF TRADEMARKS, DOMAIN NAMES AND RELATED RIGHTS

THIS ASSIGNMENT OF TRADEMARKS (this "Assignment") is made by OCM DIRECT, INC., a Delaware corporation having a place of business at 280 Summer Street, Boston, MA 02210 ("Assignor"), to ALLOY ACQUISITION SUBSIDIARY, LLC, a Delaware limited liability company having a principal place of business at 151 West 26th Street, 11th Floor, New York, New York 10001 ("Assignee").

FOR GOOD AND VALUABLE CONSIDERATION, the receipt and adequacy of which are hereby acknowledged, Assignor does hereby assign unto Assignee, Assignor's entire right, title and interest in and to the trademarks and domain names listed in the Exhibit A attached hereto (the "Marks") in the United States and all foreign countries, including all common law rights, all registrations and applications for registration thereof, in and to the goodwill symbolized by the Marks, and the entire business associated with any currently pending trademark registrations filed under section 1(b) of the Trademark Act, for Assignee's own use and benefit and for the use and benefit of its successors, assigns and other legal representatives, together with all claims for damages by reasons of past infringement of the Marks, with the right to sue for, and collect the same for its own use and benefit, and for the use and benefit of its successors, assigns and other legal representatives.

ASSIGNOR HEREBY AGREES to take all actions, and to execute and deliver all additional instruments and documents, as Assignee may reasonably request for the purpose of carrying out this Assignment and the transactions contemplated hereby including, but not limited to, all instruments and documents necessary to transfer the Marks in the United States and any foreign countries.

ASSIGNOR HEREBY COVENANTS that it has full right to convey the entire interest herein assigned, and that it has not executed, and will not execute, any agreements inconsistent herewith.

IN WITNESS WHEREOF, Assignor has caused this Assignment to be executed this 5th day of May, 2003.

OCM DIRECT, INC.

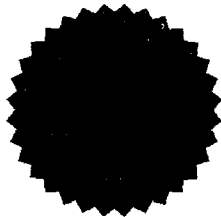
By: _____
Name: _____
Title: _____

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 AMENDMENT OF "ALLOY ACQUISITION SUBSIDIARY, LLC", CHANGING ITS NAME FROM "ALLOY ACQUISITION SUBSIDIARY, LLC" TO "ON CAMPUS MARKETING, LLC", FILED IN THIS OFFICE ON THE EIGHTH DAY OF MAY, A.D. 2003, AT 11 O'CLOCK A.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3649889 8100

030298886

AUTHENTICATION: 2406056

DATE: 05-08-03

P.08/09 646 638 0075

ALLOY ONLINE FEB-05-2004 17:19

TRADEMARK
REEL: 002792 FRAME: 0447

Trademarks and Domain Names

<u>Trademark</u>	<u>Registration Number</u>
DiplomaDisplay (Service Mark)	2,096,782
DiplomaDisplay (Includes Design)	1,794,537
OCM (Service Mark)	2,297,875
Uparents	2,601,130
On Campus Marketing (Abandoned)	

Unregistered Trademarks

Campus Fund Raisers, Inc.	Knowledge Booster
CFR Enterprises	Food For Thought
CFR	Knowledge Quencher
Campus Student Services	ExamAid
Final Exams Program	Cup of Inspiration
Collegiate Welcome Program	Collegiate Welcome Kit
Gifts for Graduation	Fruit Pack
Flowers for Graduation	Combo Pack
Support Basket	Everything But the Chef
Fast Aid Kit	Power Pack
Energy Kit	ExaminAid
Exam Survival Kit	Stress Buster
College 101 Kit	Energy Pack
Fast Aid Pack	

Domain Names

uparents.com
diplomadisplay.com
roomsolutions.com

Any and all rights, title and interest in any Unregistered Trademarks listed above are subject to the rights of any third parties and as such, the Assignor makes no representation as to the rights, title and interest in all of the above Unregistered Trademarks as the Assignor has not protected such marks nor does the Assignor represent that it has actively used such Unregistered Trademarks in its business.