Docket No. 057813-001

Form PTO-1594 (Rev. 06/04)
OMB Collection 0651-0027 (exp. 6/30/2005)

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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):

American Express Company

☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☑ Corporation-State
☐ Other

Citizenship (see guidelines) New York

Execution Date(s) November 4, 2004

Additional names of conveying parties attached? ☐ Yes ☑ No

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? ☐ Yes ☑ No

Name: Student Loan Xpress, Inc.

Internal Address:

Street Address: 12760 High Bluff Drive, Suite 210

City: San Diego

State: California

Country: USA Zip: 92130

☐ Association Citizenship
☐ General Partnership Citizenship
☐ Limited Partnership Citizenship
☑ Corporation Citizenship New York
☐ Other Citizenship

If assignee is not domiciled in the United States, a domestic representative designation is attached: ☐ Yes ☐ No
(Designations must be a separate document from assignment)

3. Nature of conveyance:

☑ Assignment ☐ Merger
☐ Security Agreement ☐ Change of Name
☐ Other

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 2567597; 2571644; 2571643; 2476678; 2448466; 2452189; 2450248; 2452188; 2456439

Additional sheet(s) attached? ☐ Yes ☑ No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

Name: Michael J. Nieberding

Internal Address: Thompson Hine LLP
2000 Courthouse Plaza NE

Street Address: 10 West Second Street

City: Dayton

State: Ohio Zip: 45402

Phone Number: (937) 443-6892

Fax Number: (937) 443-6635

Email Address: mike.nieberding@thompsonhine.com

6. Total number of applications and registrations involved: 9

7. Total fee (37 CFR 2.6(b)(6) & 3.41) $ 240.00

☐ Authorized to be charged by credit card
☑ Authorized to be charged to deposit account
☐ Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers
Expiration Date

b. Deposit Account Number 20-0809

Authorized User Name Michael J. Nieberding

9. Signature:

Signature 11/15/04 Date

Michael J. Nieberding
Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 3

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

CH $240.00 200809 2567597

TRADEMARK SALE AND ASSIGNMENT AGREEMENT

This Agreement is made by and between AMERICAN EXPRESS COMPANY, having a place of business at 200 Vesey Street, New York, NY 10285 (hereinafter referred to as "Assignor") and STUDENT LOAN XPRESS, INC., having a place of business at 12760 High Bluff Drive, Suite 210, San Diego, California 92130 (hereinafter referred to as "Assignee").

1. Assignor represents that it is the owner of the of the below-identified marks for educational loans (collectively the "Marks"):

U.S. Reg. No.	Trademark
2,567,597	UNDERGRADUATE EXPRESS
2,571,644	HEALTH EXPRESS
2,571,643	GRADUATE EXPRESS
2,476,678	BAR EXAM EXPRESS
2,448,466	MEDICAL EXPRESS
2,452,189	LEGAL EXPRESS
2,450,248	CAREER EXPRESS
2,452,188	RESIDENCY EXPRESS
2,456,439	DENTAL EXPRESS

2. Assignor represents that it has not licensed any other party under the Marks, or otherwise granted any other party rights in the Marks, and that to its knowledge no other party is using the MARKS for educational loans or educational loan services.

3. Assignee agrees to pay Assignor the amount of $[redacted] (U.S.) in exchange for receiving all right, title and interest in an to the Marks and the associated goodwill of the business symbolized by the Marks, such payment to be made within five (5) business days of full execution of this Agreement.

4. In exchange for the consideration identified above, Assignor hereby assigns to Assignee, and Assignee hereby accepts, all right, title, and interest in and to the Marks, including the associated Federal Registrations, as well as all common law rights associated with the Marks, together with the goodwill of the business associated with the use of and symbolized by the Marks.

AMERICAN EXPRESS COMPANY
(Assignor)

By: _____ 11/4/04
Date

Typed Name : Stephen P Norman
Title: Secretary

STUDENT LOAN XPRESS, INC.
(Assignee)

By: _____ 11/09/04
Date

Typed Name: Douglas L. Feist
Title: Executive Vice-President & Secretary