

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):

eStudentLoan, Inc

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

Citizenship (see guidelines) DE

Execution Date(s) 12/31/02

Additional names of conveying parties attached?  Yes  No

#### 3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

#### 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)

See Attached

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

Additional sheet(s) attached?  Yes  No

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

Name: Gina DiGioia

Internal Address: ClO Alloy Inc.

Street Address: 151 W. 26th St. 11th Fl

City: NY

State: NY

Zip: 10001

Phone Number: 212-244-4307

Fax Number: 212-244-4311

Email Address: ginad@alloy.com

#### 9. Signature:

Gina DiGioia  
Signature

Name of Person Signing

#### 6. Total number of applications and registrations involved:

5

#### 7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 140.00

- 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 \_\_\_\_\_

Authorized User Name \_\_\_\_\_

11/30/2004  
Date

Total number of pages including cover sheet, attachments, and document: 6

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

Continuation of Item 4:

Trademark Registration number for transfer from eStudentLoan, Inc. to 360 Youth, LLC

<b>TRADEMARK</b>	<b>REGISTRATION NUMBER</b>	<b>CLASS</b>
ABSOLUTELY SCHOLARSHIPS	2,749,368	36, 42
CUSTOM LOANFINDER	2566331	36
ESTUDENTLOAN	2638945	36
ABSOLUTELY SCHOLARSHIPS	2,509,752	36, 42
LOANFINDER	2610963	36

**Recordation of Trademarks**

Name of Conveying Party / Current Registrant

Name of Receiving Party

Estudentloan, Inc.

360 Youth, LLC

Effective Date

December 31, 2002: Estudentloan, Inc. merged with and into 360 Youth, LLC, with 360 Youth, LLC being the surviving LLC. (see attached Certificate of Merger)

# 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 MERGER, WHICH MERGES:

"ALLOY ENTERTAINMENT, INC.", A DELAWARE CORPORATION,

"AVH, INC.", A DELAWARE CORPORATION,

"ESTUDENTLOAN, INC.", A DELAWARE CORPORATION,

"PRIVATE COLLEGES & UNIVERSITIES, INC.", A DELAWARE CORPORATION,

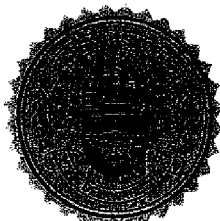
"STRENGTH PUBLISHING, INC.", A DELAWARE CORPORATION,

"17TH STREET ACQUISITION CORP.", A NEW YORK CORPORATION,

WITH AND INTO "360 YOUTH, LLC" UNDER THE NAME OF "360 YOUTH, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FOURTH DAY OF DECEMBER, A.D. 2002, AT 9:30 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2002.

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

3596365 8100M

AUTHENTICATION: 2171051

020797754

TRADEMARK  
DATE: 12-26-02  
REEL: 002994 FRAME: 0302

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:30 AM 12/24/2002  
020797754 - 3596365

**CERTIFICATE OF MERGER  
OF  
ALLOY ENTERTAINMENT, INC.**

**(a Delaware corporation)**

**AND**

**AVH, INC.**

**(a Delaware corporation)**

**AND**

**ESTUDENTLOAN, INC.**

**(a Delaware corporation)**

**AND**

**PRIVATE COLLEGES AND UNIVERSITIES, INC.**

**(a Delaware corporation)**

**AND**

**17<sup>th</sup> STREET ACQUISITION CORP.**

**(a New York corporation)**

**AND**

**STRENGTH PUBLISHING, INC.**

**(a Delaware corporation)**

**AND**

**360 YOUTH, LLC**

**(a Delaware limited liability company)**

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act.

1. The name of the surviving limited liability company is 360 Youth, LLC, a Delaware limited liability company.

2. The names and jurisdictions of incorporation of each of the corporations being merged into this surviving limited liability company are as follows:

<u>Name:</u>	<u>Jurisdiction of Incorporation:</u>
Alloy Entertainment, Inc.	Delaware
AVH, Inc.	Delaware
EStudentLoan, Inc.	Delaware
Private Colleges and Universities, Inc.	Delaware
17 <sup>th</sup> Street Acquisition Corp.	New York
Strength Publishing, Inc.	Delaware

3. The Agreement of Merger has been approved and executed by each of the corporations and the limited liability company.

4. The name of the surviving limited liability company is 360 Youth, LLC.

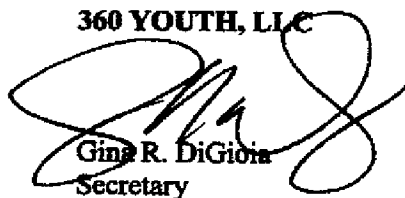
5. The merger is to become effective on and as of December 31, 2002.

6. The executed Agreement of Merger is on file at 151 West 26<sup>th</sup> Street, 11<sup>th</sup> Floor, New York, New York 10001, the principal place of business of the surviving limited liability company.

7. A copy of the Agreement of Merger will be furnished by the surviving limited liability company on request, without cost, to any person holding an interest in any business entity which is to merge or consolidate.

IN WITNESS WHEREOF, said limited liability company has caused this certificate to be executed by an authorized person, this 27<sup>th</sup> day of December 2002.

360 YOUTH, LLC



Gina R. DiGiora  
Secretary