

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):

Collegiate Carpets, Inc

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

Citizenship (see guidelines)

Execution Date(s) 7/2/03

Additional names of conveying parties attached? Yes No

3. Nature of conveyance:

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

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Collegiate Carpets LLC

Internal

Address: 110 Alloy, Inc.

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

City: NY

State: NY

Country: US Zip: 10001

- Association Citizenship
- General Partnership Citizenship
- Limited Partnership Citizenship
- Corporation Citizenship
- Other LLC Citizenship DE

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)

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)

2100519

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 DiGirola

Internal Address: 110 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

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 40.00

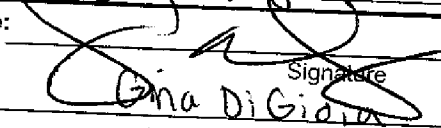
- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number _____
Authorized User Name _____

9. Signature:


Signature

11/30/2004

Date

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 10

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

Recordation of Trademark

Name of Conveying Party/Current Registration
Collegiate Carpets, Inc.

Name of Receiving Party
Collegiate Carpets, LLC

Effective Date

- May 5, 2003: Assignment of Trademarks made by Care Packages, LLC. to Alloy Acquisition Subsidiary, LLC
- May 8, 2003: Alloy Acquisition Subsidiary, LLC changed its name to On Campus Marketing, LLC
- July 2, 2003: Certificate of Formation filed in Delaware for Collegiate Carpets, LLC
- July 2, 2003: Assignment of Trademark agreement whereby On Campus Marketing, LLC transferred certain trademarks to Collegiate Carpets, LLC

EXECUTION COPY

ASSIGNMENT OF TRADEMARKS, DOMAIN NAMES AND RELATED RIGHTS

ASSIGNMENT OF TRADEMARKS (this "Assignment") is made by COLLEGIATE CARPETS, INC., a Delaware corporation having a place of business at 280 ... MA 02210 ("Assignor"), to ALLOY ACQUISITION SUBSIDIARY, a limited liability company having a principal place of business at 151 West 26th ... New York, New York 10001 ("Assignee").

FOR AND VALUABLE CONSIDERATION, the receipt and adequacy of which is 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, in the United States and all foreign countries, including all common law rights, claims and applications for registration thereof, in and to the goodwill associated with the Marks, and the entire business associated with any currently pending trademark applications filed under section 1(b) of the Trademark Act, for Assignee's own use and benefit for the use and benefit of its successors, assigns and other legal representatives, and to defend and claim for damages by reasons of past infringement of the Marks, with the right to sue and to defend the same for its own use and benefit, and for the use and benefit of its successors, assigns and other legal representatives.

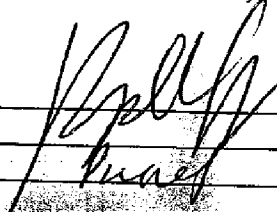
ASSIGNOR HEREBY AGREES to take all actions, and to execute and deliver all instruments, agreements and documents, as Assignee may reasonably request for the purpose of carrying out this Assignment and the transactions contemplated hereby including, but not limited to, the instruments and documents necessary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

ASSIGNOR HEREBY COVENANTS that it has full right to convey the entire interest in the Marks, and that it has not executed, and will not execute, any agreements inconsistent with this Assignment.

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

COLLEGIATE CARPETS, INC.

By: _____
Name: _____
Title: _____



TRADEMARK

EXHIBIT A

Trademarks and Domain Names

Trademarks

Registration Number

Shanghai Hall Carpets (Service Mark)

2,100,519

Domain Names

Domain Names

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:08 AM 05/08/2003
FILED 11:00 AM 05/08/2003
SRV 030298886 - 3649889 FILE

CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF FORMATION
OF
ALLOY ACQUISITION SUBSIDIARY, LLC

Pursuant to the provisions of and subject to the requirements of the State of Delaware (particularly Chapter 18, Title 6 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified, and referred to as the "Delaware Limited Liability Company Act"), and specifically Section 18-202 thereof, the undersigned hereby certifies that:

1. The name of the limited liability company (hereinafter called the "limited liability company") is Alloy Acquisition Subsidiary, LLC. The date of the filing of the original Certificate of Formation of the limited liability company was April 22, 2003.

2. That Article FIRST of the Certificate of Formation of the limited liability company is hereby amended by deleting Article FIRST in its entirety and substituting the following therefor:

"FIRST: The name of the limited liability company (hereinafter called the "limited liability company") is On Campus Marketing, LLC."

3. The amendment to the Certificate of Formation herein certified has been duly adopted in accordance with the provisions of Section 18-202 of the Limited Liability Act.

Executed on May 8, 2003.

/s/ Gina Digioia
Gina Digioia, Authorized Person

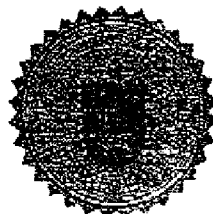
NHN 20690v1

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

030298836

AUTHENTICATION: 2406056

DATE: 05-08-03

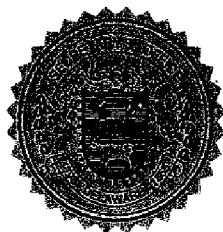
TRADEMARK
REEL: 002999 FRAME: 0992

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 FORMATION OF "COLLEGIATE CARPETS, LLC", FILED IN THIS OFFICE ON THE SECOND DAY OF JULY, A.D. 2003, AT 3:18 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3677673 8100

030438513

AUTHENTICATION: 2509304

DATE 05 09 03 TRADEMARK

REEL: 002999 FRAME: 0993

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:30 PM 07/02/2003
FILED 03:18 PM 07/02/2003
SRV 030438513 - 3677673 FILE

CERTIFICATE OF FORMATION
OF
COLLEGIATE CARPETS, LLC

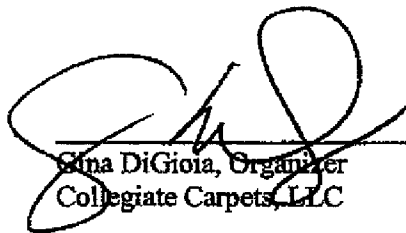
The undersigned, an authorized natural person, for the purpose of forming a limited liability company, under the provisions and subject to the requirements of the State of Delaware (particularly Chapter 18, Title 6 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified, and referred to as the "Delaware Limited Liability Company Act"), hereby certifies that:

FIRST: The name of the limited liability company (hereinafter called the "limited liability company" is **Collegiate Carpets, LLC**.

SECOND: The address of the registered office and the name and address of the registered agent of the limited liability company required to be maintained by Section 18-104 of the Delaware Limited Liability Company Act are Corporation Service Company, 2711 Centerville Road, Suite 400, City of Wilmington, County of New Castle, Delaware.

THIRD: There is no set date on which the limited liability company is to dissolve.

Executed on July 2, 2003.

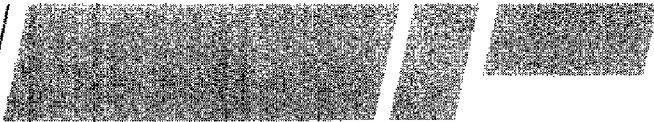

Gina DiGirola, Organizer
Collegiate Carpets, LLC

ASSIGNMENT OF TRADEMARKS

This Assignment (the “**Assignment**”) is made effective as of July 2, 2003 by On Campus Marketing, LLC, a Delaware limited liability company having a place of business at 151 W.26th St. 11th Fl., New York, NY 10001 (“**Assignor**”), to Collegiate Carpets, LLC, a Delaware limited liability company having a place of business at 151 W.26th St. 11th Fl., New York, NY 10001 (“**Assignee**”).

FOR GOOD AND VALUABLE CONSIDERATION, the receipt and adequacy of which are hereby acknowledged, the Assignor does hereby assign unto Assignee, such Assignor’s entire right, title and interest in and to the trademarks listed in **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, and in and to the goodwill symbolized by the Marks, 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.



www.alloy.com

ALLOY

151 West 26th Street 11th Floor
New York, NY 10001
phone: 212.244.4307
fax: 212.244.4311

Fax

To: USPTO	From: Jenny Poon
<hr/>	
	Pages: 11(incl. cover)
<hr/>	
Fax: <u>703-306-5995</u>	Date: 11/30/2004 12/28/04
<hr/>	
Re: Trademark Assignment	CC:
<hr/>	

Urgent For Review Please Comment Please Reply Please Recycle

● **Comments:**

To Whom It May Concern:

Attached is the assignment recordation form and supporting documents for trademarks transferring from Collegiate Carpets, Inc to Collegiate Carpets, LLC.

If you have any questions, please feel free to contact me at 212-329-8322. Thank you.