

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):**

Residence Hall Linens, Inc.

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

Citizenship (see guidelines)

Execution Date(s) 5/5/03

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: On Campus Marketing, LLC

Internal

Address: ClO 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)

2070926

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

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

1

**7. Total fee (37 CFR 2.8(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

Gina DiGioia

Name of Person Signing

11/30/2004

Date

Total number of pages including cover sheet, attachments, and document: 18

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

OP \$40.00 2070926

**Recordation of Trademark****Name of Conveying Party/Current Registration**

Residence Hall Linens, Inc.

**Name of Receiving Party**

On Campus Marketing, LLC

**Effective Date**

- December 31, 1999:** Residence Hall Linens, Inc., a Maryland corporation merged with and into OCM Enterprises, Inc., a Maryland corporation. OCM Enterprises, Inc., a Maryland corporation as the surviving company.
- June 25, 2001:** OCM Enterprises, Inc., a Maryland corporation merged with and into Orion Acquisition Corp., a Delaware corporation. OCM Direct, Inc., a Delaware corporation as the surviving.
- May 5, 2003:** OCM Direct, Inc. assigned certain trademarks to Alloy Acquisition Subsidiary, LLC.
- May 8, 2003:** Alloy Acquisition Subsidiary, LLC filed an amendment to change its name to On Campus Marketing, LLC.

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Effective 12/31/99 at 1200am <sup>midnight</sup>

ARTICLES OF MERGER

12/31/99 203P

THESE ARTICLES OF MERGER, dated this 31st day of December, 1999, pursuant to Section 3-109 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended (the "Code"), are entered into by and between OCM Enterprises, Inc., a Maryland corporation ("OCM") and Residence Hall Linens, Inc., a Maryland corporation ("RHL") (OCM and RHL are collectively referred to as the "Constituent Corporations").

FIRST: The Constituent Corporations have agreed to merge, and the terms and conditions of said merger, the mode of carrying the same into effect and the manner and basis of converting or exchanging the shares of issued stock of each of the Constituent Corporations into different stock or other consideration pursuant to Section 3-103 of the Code, and the manner of dealing with any issued stock of the Constituent Corporations not to be so converted or exchanged, are and shall be as set forth herein.

SECOND: OCM shall be the successor corporation (hereinafter sometimes referred to as "Successor").

THIRD: The principal office of OCM in the State of Maryland is 4630 Montgomery Avenue, Suite 300, Bethesda, MD 20814 located in Montgomery County. The principal office of RHL in the State of Maryland is 4630 Montgomery Avenue, Suite 300, Bethesda, MD 20814 located in Montgomery County.

FOURTH: The board of directors of OCM, by unanimous written consent dated December 31, 1999, duly adopted a resolution, declaring that a merger substantially upon the terms and conditions set forth in these Articles of Merger was advised, authorized and approved and directing their submission to the stockholders of OCM for approval as provided under the laws of the State of Maryland. As required by the Articles of Incorporation of OCM and the laws of the State of Maryland, these Articles of Merger were duly submitted to and approved by the shareholders of OCM by unanimous written consent dated December 31, 1999.

FIFTH: The board of directors of RHL, by unanimous written consent dated December 31, 1999, duly adopted a resolution, declaring that a merger substantially upon the terms and conditions set forth in these Articles of Merger was advised, authorized and approved and directing their submission to the stockholders of RHL for approval as provided under the laws of the State of Maryland. As required by the Articles of Incorporation of RHL and the laws of the State of Maryland, these Articles of Merger were duly submitted to and approved by the shareholders of RHL by unanimous written consent dated December 31, 1999.

SIXTH: OCM has authority to issue shares of one class of stock, namely Ten Thousand (10,000) shares of Common Stock without par value (the "OCM Common Stock").

ID # 003586088 ACK # 1000131186000009  
LIBER: B00103 FOLIO: 0195 PAGES: 0000  
STATE OF MARYLAND  
OCM ENTERPRISES, INC.

I hereby certify that this is a true and complete copy of the 5 page document on file in this office. DATED: 6-19-01

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

BY: [Signature]  
12/31/1999 AT 02:03 P NO # 0000262020

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SEVENTH: RHL has authority to issue shares of one class of stock, namely One Thousand (1,000) shares of Common Stock, par value One and No/100 Dollars (the "RHL Common Stock"); the aggregate par value of all shares being One Thousand and No/100 Dollars (\$1,000.00).

EIGHTH: The manner and basis of converting or exchanging the issued stock of each of the Constituent Corporations into different stock or other consideration and the treatment of any issued stock of the Constituent Corporations not to be so converted or exchanged on the Effective Date shall be as follows:

(a) Each share of RHL Common Stock, if any, which remains unissued on the Effective Date of this merger shall be canceled.

(b) Each share of OCM Common Stock which is issued and outstanding on the Effective Date shall remain issued and outstanding as one share of OCM Common Stock.

(c) Each share of RHL Common Stock which is issued and outstanding on the Effective Date shall be converted or exchanged by Successor into One and 382/1000 (1.382) shares of OCM Common Stock.

(d) No scrip or fractional share certificates of OCM shall be issued as a result of the merger transaction described hereinabove, but in lieu of each fractional interest, an RHL stockholder entitled to a fractional share equal to one-half or more of one share of OCM Common Stock shall receive a full share of OCM Common Stock and any fractional share equal to less than one-half of one share of OCM Common Stock shall be eliminated.

(e) After the merger transaction described above shall have become effective, except as otherwise provided by the Code with respect to dissenting stockholders, each holder of an outstanding certificate or certificates theretofore representing RHL Common Stock shall surrender the same to Successor and each such holder thereupon shall be entitled to receive in exchange therefor a certificate or certificates representing the number of shares of OCM Common Stock into which the RHL Common Stock represented by the certificate or certificates so surrendered shall have been converted or exchanged by the provisions hereof.

(f) Until such surrender, RHL Common Stock shall be deemed for all corporate purposes, other than the payment of dividends, to evidence ownership of the number of full shares of OCM Common Stock to be delivered in exchange of such RHL Common Stock. Unless and until any such outstanding certificates shall be so surrendered, no dividend payable to the holders of record of OCM Common Stock as of any date subsequent to the Effective Date shall be paid to the holders of such outstanding certificates, but upon surrender of any such certificate or certificates, there shall be paid to the record holder of the certificate or certificates of RHL

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Common Stock delivered with respect to the shares represented by the surrendered certificate or certificates, without interest, the amount of such dividends which shall have theretofore become payable to them with respect to such shares of OCM Common Stock.

(E) If any holder of an outstanding certificate or certificates representing RHL Common Stock shall deliver to Successor such affidavits, indemnity agreements or surety bonds as OCM shall reasonably require in conformity with its customary procedure with respect to lost stock certificates of OCM, Successor shall treat such delivery as surrender of any lost or misplaced or destroyed certificate or certificates representing RHL Common Stock.

NINTH: (a) The Constituent Corporations, by mutual consent of their respective Board of Directors, may amend, modify and supplement these Articles of Merger in such manner as may be agreed upon by them in writing at any time before or after approval or adoption thereof by the stockholders of any of the Constituent Corporations or all of them, provided, however, that no such amendment, modification or supplement shall affect the rights of the stockholders of any of the Constituent Corporations in a manner which is materially adverse to such stockholders in the judgment of their respective Board of Directors.

(b) The merger provided for by these Articles of Merger shall become effective (the "Effective Date") as of midnight on December 31, 1999, a date not more than thirty (30) days after these Articles of Merger, duly advised, approved, signed, acknowledged, sealed and verified by RHL and Successor as required by the laws of the State of Maryland, are accepted for record with the State Department of Assessments and Taxation of Maryland, as required by the laws of the State of Maryland.

IN WITNESS WHEREOF, OCM Enterprises Inc. and Residence Hall Linens, Inc, the corporations parties to the merger, have caused these Articles of Merger to be signed in their respective corporate names and on their behalf by the respective Presidents and witnessed or attested by their respective Secretaries as of the 31st day of December, 1999

ATTEST:

  
Michael Schoen, Secretary

OCM ENTERPRISES, INC.

By:   
Paul Bogart, Vice President

ATTEST:

  
Michael Schoen, Secretary

RESIDENCE HALL LINENS, INC.

By:   
Paul Bogart, Vice President

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THE UNDERSIGNED, Vice President of OCM Enterprises, Inc., who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger, to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

  
 \_\_\_\_\_  
 Paul Bogart, Vice President

THE UNDERSIGNED, Vice President of Residence Hall Linens, Inc., who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

  
 \_\_\_\_\_  
 Paul Bogart, Vice President

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**ARTICLES OF MERGER  
MERCING  
OCM ENTERPRISES, INC., A MARYLAND CORPORATION  
INTO  
ORION ACQUISITION CORP., A DELAWARE CORPORATION**

**THESE ARTICLES OF MERGER**, dated this \_\_\_ day of June, 2001, pursuant to Sections 3-107 and 3-109 of the Corporations and Associations Article of the Annotated Code of Maryland, are entered into by and among the corporations named in Article FIRST below.

**FIRST:** The name and place of incorporation of each party to these Articles of Merger are (a) OCM Enterprises, Inc. (the "Company"), a corporation organized under the general laws of the State of Maryland, and (b) Orion Acquisition Corp. ("Acquisition Subsidiary"), a corporation organized under the general laws of the State of Delaware and a wholly owned subsidiary of Student Advantage, Inc., a Delaware corporation ("Buyer") (the Company and the Acquisition Subsidiary hereinafter sometimes referred to together as the "Constituent Corporations"). The Acquisition Subsidiary shall be the successor corporation, except that the following changes to the Acquisition Subsidiary's charter shall be made as part of the Merger (as defined below): (1) the name of the corporation shall be changed to "OCM Direct, Inc." and (2) the identity of the incorporator shall be deleted.

**SECOND:** The Constituent Corporations have agreed to merge, and the terms and conditions of said merger (the "Merger"), the manner of carrying the same into effect and the manner and basis of converting or exchanging the shares of issued stock of each of the Constituent Corporations into different stock or other consideration, and the manner of dealing with any issued stock of the Constituent Corporations not to be so converted or exchanged, are and shall be as set forth in these Articles of Merger.

**THIRD:** The terms and conditions of the merger set forth herein were advised, authorized and approved by the Company in the manner and by the vote required by its Charter and the laws of the State of Maryland, the manner of approval being as follows:

The Board of Directors of the Company, at a special meeting of the Board of Directors on June 7, 2001, duly and unanimously adopted a resolution declaring as advisable the Merger with the Acquisition Subsidiary on substantially the terms and conditions set forth in such resolution, and directing that the proposed Merger with the Acquisition Subsidiary be submitted for consideration by the stockholders of the Company. The Board of Directors of the Company, by written consent, dated June 21, 2001, duly and unanimously adopted a resolution ratifying and confirming such resolution. The stockholders of the Company approved the Merger by unanimous written consent dated June 21, 2001.

THE UNDERSIGNED, President of the Acquisition Subsidiary, who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true all material respects, under the penalties of perjury.

  
\_\_\_\_\_  
Raymond W. Sozzi, Jr., President



State of Delaware

Office of the Secretary of 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:

"OCM ENTERPRISES, INC.", A MARYLAND CORPORATION, WITH AND INTO "ORION ACQUISITION CORP." UNDER THE NAME OF "OCM DIRECT, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIFTH DAY OF JUNE, A.D. 2001, AT 9:30 O'CLOCK A.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

3401553 8100M

AUTHENTICATION: 1207860

010303401

DATE: 06-25-01

TRADEMARK
REEL: 003001 FRAME: 0684

JUN 22 2001 19:04 FR HALE AND DORR LLP 1 617 526 5000 TO 13025748349

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:30 AM 06/25/2001  
010303401 - 3401553

**CERTIFICATE OF MERGER**

**OF**

**OCM Enterprises, Inc.**  
**(a Maryland corporation)**

**INTO**

**Orion Acquisition Corp.**  
**(a Delaware corporation)**

Orion Acquisition Corp., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify that:

**FIRST:** The name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
OCM Enterprises, Inc.	Maryland
Orion Acquisition Corp.	Delaware

**SECOND:** An Agreement and Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.

**THIRD:** The surviving corporation of the merger is Orion Acquisition Corp., a Delaware corporation, and upon filing of this Certificate of Merger the name of the surviving corporation shall be changed to OCM Direct, Inc. (the "Surviving Corporation").

**FOURTH:** The Certificate of Incorporation of the Surviving Corporation is amended in its entirety to read as set forth in Exhibit A hereto.

**FIFTH:** The executed Agreement and Plan of Merger is on file at the principal place of business of the Surviving Corporation. The address of said principal place of business is 280 Summer Street, Boston, Massachusetts 02210.

**SIXTH:** A copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

**SEVENTH:** The authorized capital stock of OCM Enterprises, Inc. is 30,000,000 shares of Common Stock, \$.01 par value.

JUN 22 2001 19:05 FR HALE AND DORR LLP '1 617' 526 5000 TO 13026748340

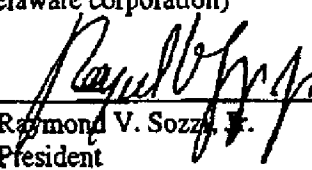
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**EIGHTH:** This Certificate of Merger shall be effective upon filing.

IN WITNESS WHEREOF, Orion Acquisition Corp. has caused this Certificate to be executed by its President and attested by its Secretary this 25<sup>th</sup> day of June, 2001.

Orion Acquisition Corp.  
(a Delaware corporation)

By: \_\_\_\_\_

  
Raymond V. Sozzi, Jr.  
President

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 26<sup>th</sup> Street, 11<sup>th</sup> 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 5<sup>th</sup> day of May, 2003.

OCM DIRECT, INC.

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

**Exhibit A**

**TRADEMARK**

Residence Hall Linens

**REGISTRATION NUMBER**

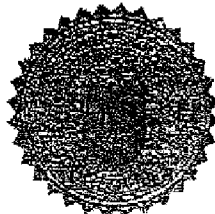
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# Delaware

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

AUTHENTICATION: 2406056

030298886

DATE: 05-08-03

TRADEMARK  
REEL: 003001 FRAME: 0689

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