

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):

Care Packages, 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: Care Packages, 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)

See Attached

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: 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: ghad@anoy.com

6. Total number of applications and registrations involved:

5

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

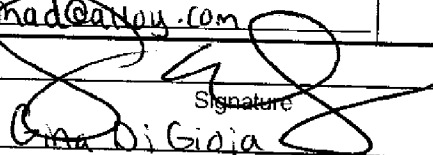
- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number _____
Authorized User Name _____

9. Signature:



Signature

11/30/2004

Date

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 12

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 \$140.00 2395864

Continuation of Item 4:

Trademark Registration number for transfer from Carepackages, Inc. to Care Packages, LLC

TRADEMARK	REGISTRATION NUMBER	CLASS
BEACH COMBER	2,395,864	3
.COMPLETELY OUT OF THE BOX	2,465,214	42
COUCH POTATO	2,400,034	30
HARE	2,469,153	35
THE STORK	2,431,210	3

EXECUTION COPY

ASSIGNMENT OF TRADEMARKS, DOMAIN NAMES AND RELATED RIGHTS

THIS ASSIGNMENT OF TRADEMARKS (this "Assignment") is made by CAREPACKAGES, INC., a Maryland 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.

CAREPACKAGES, INC.

By: [Signature]
Name: _____
Title: [Signature]

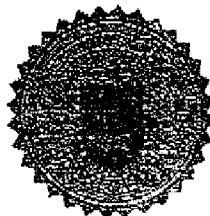
TRADEMARK

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

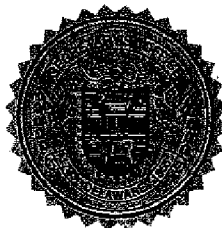
TRADEMARK
REEL: 003006 FRAME: 0779

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 "CARE PACKAGES, LLC", FILED IN THIS OFFICE ON THE SECOND DAY OF JULY, A.D. 2003, AT 3:20 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3677677 8100

AUTHENTICATION: 2509294

030438519

DATE 07-02-03

TRADEMARK
REEL: 003006 FRAME: 0780

CERTIFICATE OF FORMATION

OF

CARE PACKAGES, LLC

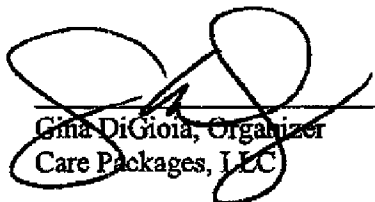
The undersigned, an authorized natural person, for the purpose of forming a limited liability company, under the provisions and subject to the requirements of the State of Delaware (particularly Chapter 18, Title 6 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, 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 Care Packages, 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
Care Packages, LLC

State of Delaware
Secretary of State
Division of Corporations
Received 03:30 PM 07/02/2003
FILED 03:20 PM 07/02/2003
SRV 030438519 - 3677677 FILE

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 Care Packages, 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.

ASSIGNOR HEREBY CONVENANTS that it has full right to convey the entire interest herein assigned by such Assignor, and that it has not executed, any agreements inconsistent herewith.

IN WITNESS WHEREOF, the Assignor has caused this Agreement to be executed this 22nd day of November 2004.

On Campus Marketing, LLC

By: 

Name: Gina DiGioia

Title: Secretary

Care Packages, LLC

By: 

Name: Gina DiGioia

Title: Secretary

Exhibit A**TRADEMARK****REGISTRATION NUMBER**

BEACH COMBER	2,395,864
.COMPLETELY OUT OF THE BOX	2,465,214
COUCH POTATO	2,400,034
HARE	2,469,153
THE STORK	2,431,210

Recordation of Trademarks

Name of Conveying Party/Current Registrant
Care Packages, Inc.

Name of Receiving Party
Care Packages, LLC

Effective Date

May 5, 2003: Assignment of Trademarks made by Care Packages, Inc. 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 Care Packages, LLC.

July 2, 2003: Assignment of Trademark agreement whereby On Campus Marketing, LLC transferred certain trademarks to Care Packages, LLC.

EXHIBIT A

Trademarks and Domain Names

<u>Trademark</u>	<u>Registration Number</u>
Ecarecards (Abandoned)	
Scarepackages	
Carepackages.com (Abandoned)	2,499,614
Sick Bay	
Home Sweet Home	2,397,871
Yellow School Bus	2,397,870
Office Jock	2,397,869
Couch Potato	2,397,868
Beach Comber	2,400,034
The Stork	2,395,864
Hare Logo	2,431,210
Completely Out of the Box (Service Mark)	2,469,153
Pack-o-Lantern	2,465,214
Carepackages (Registered only in Tunisia)	2,397,874
	EE991373
<u>Unregistered Trademarks</u>	
American Gift Packages	
Supportpackages.com	
<u>Domain Names</u>	
carepackages.com	
examservice.org	
scarepackages.com	
scarepackage.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.

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:08 AM 05/08/2003
FILED 11:00 AM 05/08/2003
SRV 03029886 - 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