

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):
The Riverside Publishing Company

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

Citizenship (see guidelines) DE

Execution Date(s) 2/11/2004

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: 360 Youth, LLC
 Internal Address: C/O Alloy, Inc
 Street Address: 151 W. 26th St. 11th Fl
 City: New York
 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)

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)
74676613, 74660463

B. Trademark Registration No.(s)
1894840, 2051415, 2117046

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 DiGirola
 Internal Address: C/O 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: _____

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 2007
 Expiration Date 3/2008

b. Deposit Account Number _____
 Authorized User Name _____

9. Signature: *Gina DiGirola* 2/15/2005
 Signature Date

Name of Person Signing Total number of pages including cover sheet, attachments, and document: 15

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 74676613

Revised Trademarks Schedule 7/10/04

**SCHEDULE I
TO
ASSIGNMENT OF TRADEMARKS**

Trademarks

Mark	Registration Number	Registration Date	Class	
COLLEGE FINDER	1,894,840	5/23/1995	009	Computer software; namely, prerecorded programs used to identify & match college, career & occupational preferences
CADS HYPER- HANDBOOK	2,051,415	4/8/1997	009	Computer software; namely prerecorded programs used to identify and match college, career and occupational preferences and educational financial aid and scholarship sources
FINANCIAL AID FINDER	2,117,046			Live
HYPERGUIDE	Serial Number:	74676613		Dead
SCHOLARSHIP FINDER	Serial Number:	74660463		Dead

ASSIGNMENT OF TRADEMARKS

THIS ASSIGNMENT OF TRADEMARKS ("Assignment") dated as of February 11, 2004, is made by THE RIVERSIDE PUBLISHING COMPANY, a corporation organized pursuant to the laws of Delaware ("Assignor"), to 360 YOUTH, LLC, a limited liability company organized pursuant to the laws of Delaware ("Assignee").

WHEREAS, Assignor and Assignee are parties to a certain asset purchase agreement dated as of the date hereof (the "Purchase Agreement") providing, among other things, that Assignor transfer to Assignee certain assets, properties and rights owned by Assignor, on the terms and conditions set forth in the Purchase Agreement; and

WHEREAS, Assignor has adopted and used, and is using the trademarks listed on the attached Schedule 1, and is the owner of the trademarks and trademark registrations listed on the attached Schedule 1;

NOW, THEREFORE, for the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby assigns and transfers to Assignee, its successors and assigns, Assignor's entire right, title and interest in and to (i) the trademarks listed in part (a) of Schedule 1 hereto, in the United States, and all registrations thereof in the United States Patent and Trademark Office; and (ii) the trademarks listed in part (b) of Schedule 1 attached hereto and, if applicable, and all applications for registration therefor pending in the United States Patent and Trademark Office (together, "the Marks"); in each case together with the goodwill symbolized by the Marks, and the entire business associated with any currently pending trademark registrations filed under section 1(b) of the United States 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 irrevocably appoints Assignee, its successors and assigns, as true and lawful attorneys of Assignor to execute such further documents and instruments, and do such other acts and things as may be necessary or appropriate to effectuate the intentions hereof.

ASSIGNOR HEREBY REQUESTS that the Commissioner of Patents and Trademarks of the United States of America, or any official of any jurisdiction whose duty it is to issue trademark registrations, to issue the Certificate of Registration for any registration resulting from the trademarks listed on the attached Schedule 1 to the Assignee, its successors or assigns, in accordance with the terms of this instrument.

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"WINTERGREEN/ORCHARD HOUSE, INC.", A LOUISIANA CORPORATION, WITH AND INTO "THE RIVERSIDE PUBLISHING COMPANY" UNDER THE NAME OF "THE RIVERSIDE PUBLISHING COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 1997, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel

Edward J. Freel, Secretary of State

0871077 8100M

971448701

AUTHENTICATION:

8837216

DATE:

12-29-97

CERTIFICATE OF OWNERSHIP AND MERGER
OF
WINTERGREEN/ORCHARD HOUSE, INC.,
A LOUISIANA CORPORATION
INTO
THE RIVERSIDE PUBLISHING COMPANY,
A DELAWARE CORPORATION

Pursuant to Section 253 of the General Corporation Law of the State of Delaware and Section 112G(1)(b) of the Louisiana Business Corporation Law, The Riverside Publishing Company, a Delaware corporation,

DOES HEREBY CERTIFY:

FIRST: That 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>
1.	The Riverside Publishing Company	Delaware
2.	Wintergreen/Orchard House, Inc.	Louisiana

SECOND: That Wintergreen/Orchard House, Inc. is a wholly-owned subsidiary of The Riverside Publishing Company.

THIRD: That the Board of Directors of The Riverside Publishing Company, in compliance with the requirements of Section 253 of the General Corporation Law of Delaware and Section 112G(1)(b) of the Louisiana Business Corporation Law, has adopted by a unanimous written consent in lieu of a meeting, dated December 19, 1997, the following resolutions, which remain in full force and effect as of the date hereof:

VOTED: That, having determined it is in the best interest of the Corporation to do so, the Corporation's wholly-owned subsidiary Wintergreen/Orchard House, Inc. be merged with and into the Corporation, effective on December 31, 1997.

VOTED: That the officers of the Corporation are authorized to prepare and file with the Secretary of State of the State of Delaware and the Secretary of State of the State of Louisiana such Certificates of Ownership and Merger as may be necessary to effect such merger.

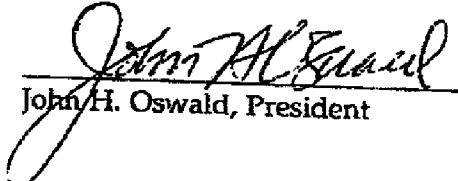
VOTED: That the officers of the Corporation be, and they hereby are, and each of them acting singly hereby is, authorized

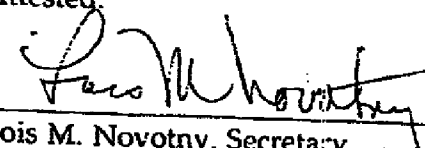
for and on behalf of the Corporation and in its name, to execute, acknowledge, and deliver, under seal if required, such Certificates of Ownership and Merger, all other agreements, instruments and documents, and to take all such other actions, as the officer or officers so acting shall deem necessary or desirable to give effect to the foregoing resolutions, the execution, acknowledgment or delivery of any such agreement, instrument or document, or the taking of any such action, by any such officer to constitute conclusive evidence of its being authorized hereby.

FOURTH: That the surviving corporation shall be The Riverside Publishing Company.

FIFTH: That this Certificate of Ownership and Merger shall be effective December 31, 1997, after being filed with both the Secretary of State of the State of Delaware and the Secretary of State of the State of Louisiana.

IN WITNESS WHEREOF, The Riverside Publishing Company, a Delaware corporation, has caused this Certificate to be signed by its President and attested by its Secretary this 19th day of December, 1997.


John H. Oswald, President

Attested:

Lois M. Novotny, Secretary

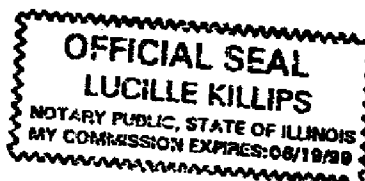
STATE OF ILLINOIS

COUNTY OF DUPAGE

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) .SS
)

On the 19th day of December, 1997, before me personally came John Oswald, to me known, who being by me duly sworn, did depose and say that he is the duly authorized President of The Riverside Publishing Company, the corporation described in the foregoing instrument, and acknowledged that he was authorized to execute and executed said instrument pursuant to the authority granted by the Board of Directors of said corporation.

Lucille Killips
Notary Public



COMMONWEALTH OF MASSACHUSETTS)

COUNTY OF SUFFOLK) .ss

On the 19th day of December, before me personally came Lois Novotny, to me known, who being by me duly sworn, did depose and say that she is the duly authorized Secretary of The Riverside Publishing Company, the corporation described in the foregoing instrument, and acknowledged that she was authorized to execute and executed said instrument pursuant to the authority granted by the Board of Directors of said corporation.

Walter A. Ridout
Notary Public

my commission expires. 6/28/02

FOX McKEITHEN
SECRETARY OF STATE
BATON ROUGE, LOUISIANA

UNITED STATES OF AMERICA
State of Louisiana



Fox McKeithen
SECRETARY OF STATE

As Secretary of State, of the State of Louisiana, I do hereby Certify that the annexed transcript was prepared by and in this office from the record on file, of which purports to be a copy, and that it is full, true and correct.

In testimony whereof, I have hereunto set my hand and caused the Seal of my Office to be affixed at the City of Baton Rouge on

DEC 29 1997


Fox McKeithen

Secretary of State



UNITED STATES OF AMERICA

State of Louisiana



Box McKeithen

SECRETARY OF STATE

As Secretary of State, of the State of Louisiana, I do hereby Certify that

a copy of a Merger document whereby WINTERGREEN/ORCHARD HOUSE, INC., organized under the laws of LOUISIANA, is merged into

THE RIVERSIDE PUBLISHING COMPANY

Organized under the laws of DELAWARE,

was filed and recorded in this Office on December 29, 1997, with an effective date of December 31, 1997.

In testimony whereof, I have hereunto set my hand and caused the Seal of my Office to be affixed at the City of Baton Rouge on

December 29, 1997

Box McKeithen

MPE 34569921F 34603675
Secretary of State

