

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

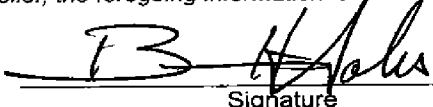
<p>1. Name of conveying party(ies): CLASSNOTES INC.</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State of Delaware <input type="checkbox"/> Other:</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies): Name: <u>Wachovia Education Finance Inc.</u></p> <p>Internal Address: Street Address: <u>11000 White Rock Road</u></p> <p>City: <u>Rancho Cordova</u> State: <u>CA</u> Zip: <u>95670</u></p> <p><input type="checkbox"/> Individual(s) citizenship: _____ <input type="checkbox"/> Association: _____ <input type="checkbox"/> General Partnership: _____ <input type="checkbox"/> Limited Partnership: _____ <input checked="" type="checkbox"/> Corporation-State: <u>Delaware</u> <input type="checkbox"/> Other: _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: (Designations must be a separate document from assignment) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p>3. Nature of Conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other:</p> <p>Execution Date: <u>December 1, 2004</u></p>	

<p>4. Application Number(s) or Registration Number(s):</p> <p>A. Trademark Application No.(s): <u>75/508,034 78/453,621</u> <u>78/332,206</u></p> <p style="text-align: right;">Additional numbers attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>	<p>B. Trademark Registration No.(s): <u>1,374,198</u> <u>1,338,365</u></p> <p style="text-align: right;">Additional numbers attached? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>
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<p>5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Lerner, David, Littenberg, Krumholz & Mentlik, LLP</u></p> <p>Internal Address: _____ Street Address: <u>600 South Avenue West</u></p> <p>City: <u>Westfield</u> State: <u>NJ</u> Zip: <u>07090</u></p>	<p>6. Total Number of applications and registrations involved: <u>22</u></p> <p>7. Total fee (37 CFR 3.41) \$ <u>565.00</u></p> <p><input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to Deposit Account <input type="checkbox"/> Authorized to be charged to credit card (Form 2038 enclosed)</p> <p>8. Deposit account number: <u>12-1095</u> (Attach duplicate copy of this page if paying by deposit account)</p>
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DO NOT USE THIS SPACE

9. Statement and signature:
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Bruce H. Sales  April 8 2005
Name of Person Signing Signature Date

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

CH \$565.00 121095 75508034

Recordation Form Cover Sheet
CLASSNOTES INC. to WACHOVIA EDUCATION FINANCE INC.

Trademark Registration No.

- 2,200,866
- 2,414,698
- 2,007,927
- 2,233,741
- 2,087,373
- 2,117,652
- 2,174,284
- 2,572,058
- 2,142,907
- 2,175,061
- 2,368,650
- 2,742,316
- 2,488,552
- 2,625,945
- 2,663,248
- 2,745,212
- 2,848,332

556368_1.DOC

Delaware

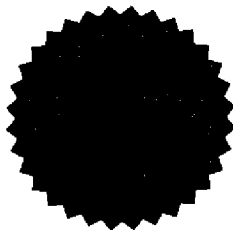
PAGE 1

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 "CLASSNOTES INC.", CHANGING ITS NAME FROM "CLASSNOTES INC." TO "WACHOVIA EDUCATION FINANCE INC.", FILED IN THIS OFFICE ON THE FOURTH DAY OF NOVEMBER, A.D. 2004, AT 6:29 O'CLOCK P.M.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE FIRST DAY OF DECEMBER, A.D. 2004.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2526363 8100

AUTHENTICATION: 3467662

040798483

DATE: 11-10-04

TRADEMARK

REEL: 003088 FRAME: 0477

State of Delaware
Secretary of State
Division of Corporations
Delivered 07:04 PM 11/04/2004
FILED 06:29 PM 11/04/2004
SRV 040798483 - 2526363 FILE

**STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION**

ClassNotes Inc.

a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware.

DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of ClassNotes Inc.

resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "First" so that, as amended, said Article shall be and read as follows:

The name of this corporation shall be:

Wachovia Education Finance Inc.

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

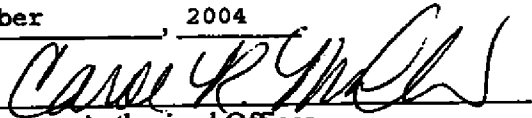
FOURTH: That the capital of said corporation shall not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, said ClassNotes Inc.

has caused this certificate to be signed by

Carol R. Mullis, an Authorized Officer,

this 1st day of November, 2004

By: 
Authorized Officer

Title: Vice President

Name: Carol R. Mullis

Print or Type

The effective date of this Certificate of Amendment is December 1, 2004.