

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/26/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
USA Servicing Corporation		11/10/2005	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Sallie Mae Servicing Corporation
Street Address:	12061 Bluemont Way
City:	Reston
State/Country:	VIRGINIA
Postal Code:	20190
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2498941	USA GROUP

CORRESPONDENCE DATA

Fax Number: (703)984-6500
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 703-810-3000
 Email: eric.d.reicin@slma.com
 Correspondent Name: Eric D. Reicin
 Address Line 1: 12061 Bluemont Way
 Address Line 4: Reston, VIRGINIA 20190

NAME OF SUBMITTER:	Eric D. Reicin
Signature:	/eric.d.reicin/
Date:	11/10/2005

CH \$40.00 2498941

Total Attachments: 9

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State of Delaware
Office of the Secretary of State

PAGE 1

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 MERGER, WHICH MERGES:

"USA SERVICING CORPORATION", A DELAWARE CORPORATION,
WITH AND INTO "SALLIE MAE SERVICING CORPORATION" UNDER THE NAME OF "SALLIE MAE SERVICING CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SIXTH DAY OF DECEMBER, A.D. 2000, AT 11:30 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2000.

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



Edward J. Freel, Secretary of State

2370645 8100M

AUTHENTICATION: 0881100

001648365

DATE 12-07-00
TRADEMARK

REEL: 003192 FRAME: 0304

CERTIFICATE OF MERGER
OF
USA SERVICING CORPORATION
WITH AND INTO
SALLIE MAE SERVICING CORPORATION
(Under Section 251 of the General
Corporation Law of the State of Delaware)

Sallie Mae Servicing Corporation, a Delaware corporation, hereby certifies that:

1. The name and state of incorporation of each of the constituent corporations is as follows:
 - (a) USA Servicing Corporation, a Delaware corporation ("USA");
 - (b) Sallie Mae Servicing Corporation, a Delaware corporation ("Sallie Mae Servicing").
2. The Agreement and Plan of Merger (the "Agreement and Plan of Merger"), dated as of December 22, 2000, between Sallie Mae Servicing and USA has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 251 and by the written consent of their sole stockholders in accordance with Section 228 of the General Corporation Law of the State of Delaware.
3. The name of the surviving corporation is Sallie Mae Servicing Corporation (the "Surviving Corporation").
4. The Certificate of Incorporation of Sallie Mae Servicing as in effect immediately prior to the merger shall be the Certificate of Incorporation of the Surviving Corporation
5. The executed Agreement and Plan of Merger is on file at the principal place of business of the Surviving Corporation at 11600 Sallie Mae Drive, Reston, Virginia 20193.

6. 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.

7. The merger of USA with and into Sallie Mae Servicing shall be effective on December 31, 2000 at 11:59 p.m., eastern time.

IN WITNESS WHEREOF, Sallie Mae Servicing has caused this certificate to be signed as of the 22nd day of December, 2000.

SALLIE MAE SERVICING CORPORATION

By: Carol Rakatansky
Name: **Carol Rakatansky**
Office: **Assistant Secretary**

AGREEMENT AND PLAN
OF MERGER OF
USA SERVICING CORPORATION
WITH AND INTO
SALLIE MAE SERVICING CORPORATION

WITNESSETH:

WHEREAS, Sallie Mae Servicing Corporation ("Sallie Mae") is a corporation duly organized and existing under the laws of the State of Delaware; and

WHEREAS, USA Servicing Corporation ("USA") is a corporation duly organized and existing under the laws of the State of Delaware; and

WHEREAS, the Board of Directors of each of Sallie Mae and USA deems it desirable, upon the terms and subject to the conditions herein stated, that USA be merged with and into Sallie Mae, and that Sallie Mae be the surviving corporation (the "Merger").

NOW, THEREFORE, it is agreed as follows:

Section 1

Conversion of Stock

1.1 At the Effective Time (as hereinafter defined), USA shall be merged with and into Sallie Mae, with Sallie Mae as the sole surviving corporation (the "Surviving Corporation").

1.2 At the Effective Time:

(a) Each then-outstanding share of capital stock of Sallie Mae shall, by virtue of the Merger and without any action on the part of the holder thereof, remain unchanged and continue to remain outstanding as one share of capital stock of the Surviving Corporation.

(b) Each then-outstanding share of capital stock of USA shall, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled and no consideration shall be issued in respect thereof.

Section 2

Effective Time

2.1 If this Agreement and Plan of Merger is duly adopted by the Board of Directors and stockholders of each of Sallie Mae and USA and is not terminated in accordance with Section 5 hereof, a certificate of merger reflecting this Agreement and Plan of Merger shall be filed with the Secretary of State of the State of Delaware.

2.2 The Merger shall become effective (the "Effective Time") on December 31, 2000 at 11:59 p.m. eastern time.

Section 3

Certificate of Incorporation and By-Laws

3.1 At the Effective Time, the Certificate of Incorporation of Sallie Mae, as amended through the Effective Time, shall be the Certificate of Incorporation of the Surviving Corporation until further amended as provided by law.

3.2 At the Effective Time, the By-laws of Sallie Mae, as amended through the Effective Time, shall be the By-laws of the Surviving Corporation until further amended in accordance with the provisions thereof and of applicable law.

Section 4

Directors and Officers

4.1 The directors and officers of Sallie Mae immediately prior to the Effective Time of the Merger shall be the directors and officers, respectively, of the Surviving Corporation.

Section 5

Amendment and Termination

5.1 At any time prior to the Effective Time, this Agreement and Plan of Merger may be amended, to the fullest extent permitted by applicable law, by an agreement in writing duly approved by the Board of Directors of each of Sallie Mae and USA.

5.2 At any time prior to the Effective Time, notwithstanding approval of this Agreement and Plan of Merger by the stockholders of Sallie Mae and/or USA, this Agreement and Plan of Merger may be terminated and abandoned by the Board of Directors of Sallie Mae.

Section 6

Governing Law; Effect of the Merger

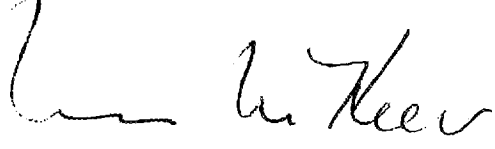
6.1 This Agreement and Plan of Merger shall be governed and construed in accordance with the laws of the State of Delaware.

6.2 At the Effective Time, the effect of the Merger shall be as provided in this Agreement and the applicable provisions of the General Corporation Law of the State of Delaware, including Section 259. Without limiting the generality of the foregoing, and subject thereto, all the assets, property, rights, privileges, powers and franchises of USA shall vest in the Surviving Corporation, all debts, liabilities and duties of USA shall become the debts, liabilities and duties of the Surviving Corporation, including, that the Surviving Corporation shall succeed

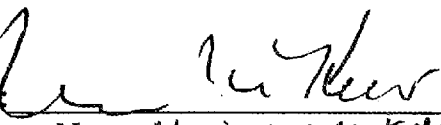
to all the right, title, interest, liabilities and obligations of USA with regard to all contracts to which USA is a party on the date of the Merger.

IN WITNESS WHEREOF, Sallie Mae and USA have caused this Agreement and Plan of Merger to be executed by its duly authorized officers, as of the 22nd day of December, 2000.

SALLIE MAE SERVICING CORPORATION

By: 
Name: Marianne M. Keler
Title: Senior Vice President and
General Counsel

USA SERVICING CORPORATION

By: 
Name: Marianne M. Keler
Title: Senior Vice President and
General Counsel

CERTIFICATE OF THE SECRETARY

OF

SALLIE MAE SERVICING CORPORATION

The undersigned, being the Secretary of Sallie Mae Servicing Corporation, a Delaware corporation ("Sallie Mae"), does hereby certify pursuant to Section 251 of the General Corporation Law of the State of Delaware that the sole stockholder of Sallie Mae duly adopted this Agreement and Plan of Merger by a written consent to action without a meeting pursuant to and in accordance with Section 228 of the General Corporation Law of the State of Delaware.

Carol R. Rakatansky
Name: Carol R. Rakatansky
Title: Secretary
Assistant

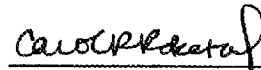
Dated: December 22, 2000

CERTIFICATE OF THE SECRETARY

OF

USA SERVICING CORPORATION

The undersigned, being the Secretary of USA Servicing Corporation, a Delaware corporation ("USA"), does hereby certify pursuant to Section 251 of the General Corporation Law of the State of Delaware that the sole stockholder of USA duly adopted this Agreement and Plan of Merger by a written consent to action without a meeting pursuant to and in accordance with Section 228 of the General Corporation Law of the State of Delaware.


Name: Carol R. Rakatansky
Title: Secretary
~~Assistant~~

Dated: December 22, 2000