

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/26/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Education Lending Group, Inc.		12/26/2006	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Student Loan Xpress, Inc.
Street Address:	12680 High Bluff Drive
Internal Address:	Suite 400
City:	San Diego
State/Country:	CALIFORNIA
Postal Code:	92130
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Registration Number:	2647555	EDUCATION LENDING GROUP
Registration Number:	2761035	EDUCATION LENDING GROUP, INC.
Registration Number:	3128226	EDUCATION LENDING GROUP

CORRESPONDENCE DATA

Fax Number: (212)916-2940
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 212 297 5800
 Email: NYTrademark@daypitney.com
 Correspondent Name: Daneille R. Mendelsohn
 Address Line 1: 7 Times Square
 Address Line 4: New York, NEW YORK 10036

ATTORNEY DOCKET NUMBER:	007487-118623
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OP \$90.00 2647555

NAME OF SUBMITTER:	Danielle R. Mendelsohn
Signature:	/drm/
Date:	03/12/2007
Total Attachments: 2 source=Merger#page1.tif source=Merger#page2.tif	

CERTIFICATE OF OWNERSHIP
MERGING
EDUCATION LENDING GROUP, INC.
INTO
STUDENT LOAN XPRESS, INC.

(Parent into subsidiary pursuant to Section 253 of the General Corporation Law of Delaware)

Education Lending Group, Inc., a corporation organized and existing under the laws of the State of Delaware;

DOES HEREBY CERTIFY:

FIRST: That it was organized on the 26th day of March, 1999, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That it owns 100% of the outstanding shares of the capital stock of Student Loan Xpress, Inc., a corporation incorporated on the 1st day of November, 2000, pursuant to the General Corporation Law of the State of Delaware.

THIRD: That its Board of Directors by the unanimous written consent of its members, filed with the minutes of the Board on the 21st day of December, 2006, determined to merge the corporation into said Student Loan Xpress, Inc., and did adopt the following resolutions:

RESOLVED, that this corporation, Education Lending Group, Inc., merge itself, together with its wholly-owned subsidiary FinancialAid.com LLC, a California limited liability company, with and into Student Loan Xpress, Inc., which corporation Student Loan Xpress, Inc. shall assume all of the obligations of Education Lending Group, Inc. and FinancialAid.com LLC;

FURTHER RESOLVED, that the terms and conditions of the merger are as follows:

(a) Each outstanding share of the capital stock of Student Loan Xpress, Inc. owned of record by Education Lending Group, Inc. on the effective date of the merger shall be cancelled and cease to be outstanding, without any payment being made in respect thereof;

(b) Each outstanding Membership Unit of FinancialAid.com LLC owned of record by Education Lending Group, Inc. on the effective date of the merger shall be cancelled and cease to be outstanding, without any payment being made in respect thereof;

(c) Each outstanding share of Common Stock of Education Lending Group, Inc. on the effective date of the merger shall be converted into one share of Common Stock of Student Loan Xpress, Inc., certificates for which shall be issued to the sole stockholder of the Terminating Parent upon surrender to the Secretary of Surviving Subsidiary of such stockholder's certificates formerly representing such shares of Common Stock of the Terminating Parent.

FURTHER RESOLVED, that all stockholders of this corporation entitled to vote approved this resolution by written consent on December 21, 2006, which consent is filed with the minutes of the Shareholder meetings;

FURTHER RESOLVED, that the merger shall become on December 31, 2006 at 11:59 p.m., eastern standard time;

FURTHER RESOLVED, that an authorized officer of this corporation be and he or she is hereby directed to make and execute a certificate of ownership and/or a certificate of merger, as the case may be, setting forth (i) a copy of the resolution to merge said Education Lending Group, Inc., FinancialAid.com LLC and Student Loan Xpress, Inc., (ii) the assumption by Student Loan Xpress, Inc. of the liabilities and obligations of the extinguishing constituents, and (iii) the date of adoption of said resolutions; and to file the same in the office of the Secretary of State of Delaware, and a certified copy thereof in the office of the Recorder of Deeds of New Castle County.

FOURTH: That this merger has been approved by the holders of all of the outstanding shares of stock of this corporation, by unanimous written consent, a copy of which is filed with the minutes of the shareholder meetings of Education Lending Group, Inc.

FIFTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of Education Lending Group, Inc. at any time prior to the time that this merger filed with the Secretary of State becomes effective.

IN WITNESS WHEREOF, said parent corporation has caused its corporate seal to be affixed and this Certificate to be signed by an authorized officer this 26th day of December, 2006.

By: 
Name: Eric S. Mandelbaum
Title: Senior Vice President