

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2007

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Tuition Management Systems, Inc.		12/31/2007	CORPORATION: RHODE ISLAND

RECEIVING PARTY DATA

Name:	KeyBank National Association
Street Address:	127 Public Square
City:	Cleveland
State/Country:	OHIO
Postal Code:	44114-1306
Entity Type:	National Banking Association: UNITED STATES

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Registration Number:	3425391	BORROWSMART
Registration Number:	3408105	RISK REPORTING
Registration Number:	3323266	THE PROVEN PATH TO PAID STUDENTS IN YOUR CLASSROOMS
Registration Number:	2088562	
Registration Number:	2011602	HELPING FAMILIES AFFORD EDUCATION
Registration Number:	2009707	TUITION MANAGEMENT SYSTEMS, INC.

CORRESPONDENCE DATA

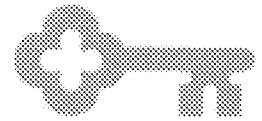
Fax Number: (877)769-7945
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
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 Email: tmdoctc@fr.com
 Correspondent Name: Debra S. Serota, Fish & Richardson P.C.

CH \$165.00 3425391

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ATTORNEY DOCKET NUMBER:	06876-0001001
NAME OF SUBMITTER:	Lucille A. McGrady
Signature:	/Lucille A. McGrady/
Date:	09/24/2008

Total Attachments: 2
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KeyBank National Association

Mailcode: OH-01-27-0200

127 Public Square

Cleveland, OH 44114-1306

CERTIFICATION

I, Forrest F. Stanley, hereby certify that I am currently an Assistant Secretary of KeyBank National Association located in Cleveland, Ohio, a national banking association duly organized and existing under the laws of the United States of America.

I further certify that on December 31, 2007, Tuition Management Systems, Inc. located in Warwick, Rhode Island merged with and into KeyBank National Association located in Cleveland, Ohio, under the title and charter of the latter.

I further certify that attached hereto as Exhibit A is a true and correct copy of the official merger certification letter issued by the Comptroller of the Currency, Administrator of National Banks on December 31, 2007.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and the official seal of KeyBank National Association located in Cleveland, Ohio, this 4th day of September, 2008.

{SEAL}

Forrest F. Stanley, Assistant Secretary
KeyBank National Association



Comptroller of the Currency
Administrator of National Banks

Central District Office
One Financial Place, Suite 2700
440 South LaSalle Street
Chicago, Illinois 60605

December 31, 2007

Scott D. Miller
Senior Vice President & Senior Managing Counsel
KeyBank National Association
127 Public Square
Cleveland, Ohio 44114-1306

Re: Application to Merge Tuition Management Systems, Inc., Warwick, Rhode Island, with and into KeyBank National Association, Cleveland, Ohio.
CAIS Control Number: 07-CE-12-219

Dear Mr. Miller:

This letter is the official certification of the Comptroller of the Currency (OCC) to merge Tuition Management Systems, Inc., Warwick, Rhode Island, with and into KeyBank National Association, Cleveland, Ohio, effective as of December 31, 2007. The resulting bank title is KeyBank National Association, charter number 14761.

If you have any questions, please contact me at (312) 360-8863 or Senior Licensing Analyst Travis W. Wilbert at (312) 360-8866.

Sincerely,

David J. Rogers
Director for District Licensing