

TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
KeyBank National Association		12/31/2010	National Banking Association: UNITED STATES
RECEIVING PARTY DATA			
Name:	FM Systems LLC		
Street Address:	800 Boylston Street, The Prudential Tower, 34th Floor		
City:	Boston		
State/Country:	MASSACHUSETTS		
Postal Code:	02199		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 7			
Property Type	Number	Word Mark	
Registration Number:	3425391	BORROWSMART	
Registration Number:	2011602	HELPING FAMILIES AFFORD EDUCATION	
Registration Number:	2088562		
Registration Number:	2009707	TUITION MANAGEMENT SYSTEMS, INC.	
Registration Number:	3323266	THE PROVEN PATH TO PAID STUDENTS IN YOUR CLASSROOMS	
Registration Number:	3690866	TUITIONCHARGE	
Registration Number:	3408105	RISK REPORTING	
CORRESPONDENCE DATA			
Fax Number:	(617)526-5000		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	617-526-6448		
Email:	janey.davidson@wilmerhale.com		
Correspondent Name:	Michael J. Bevilacqua, Esquire		
Address Line 1:	Wilmer Cutler Pickering Hale and DorrLLP		

900180802

TRADEMARK
REEL: 004448 FRAME: 0965

OP \$190.00 3425391

Address Line 2: 60 State Street
Address Line 4: Boston, MASSACHUSETTS 02109

ATTORNEY DOCKET NUMBER: 286589195

NAME OF SUBMITTER: Michael J. Bevilacqua

Signature: /michael j. bevilacqua/

Date: 01/07/2011

Total Attachments: 3

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TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT (this "Trademark Assignment") is made as of the 31st day of December, 2010, by KeyBank National Association, a national banking association organized under the laws of the United States of America ("Assignor"), for the benefit of FM Systems LLC, a Delaware limited liability company ("Assignee").

WHEREAS, Assignor, Assignee and, solely for the purposes of Sections 7.1.6 and 7.12 thereof, The First Marblehead Corporation, a Delaware corporation and the parent company of Assignee, entered into that certain Asset Purchase Agreement, dated as of November 21, 2010 (the "Purchase Agreement");

WHEREAS, this Trademark Assignment is being executed and delivered incident to the closing of the transactions contemplated pursuant to the Purchase Agreement; and

WHEREAS, Assignor owns, has used and is using the trademarks identified on Schedule A hereto (collectively, the "Trademarks");

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby agrees as follows:

1. Assignor hereby assigns to Assignee, Assignor's entire right, title and interest in and to each Trademark, including all goodwill associated therewith, together with the right to recover for past infringement, violation or misappropriation of any Trademark, and the right to seek registration of any Trademark anywhere in the United States or elsewhere in the world.

2. Assignor hereby authorizes the Commissioner of Patents and Trademarks of the United States Patent and Trademark Office, and the empowered officials of all other offices and governmental authorities to issue or transfer any and all Trademarks to Assignee, as assignee thereof, or otherwise as Assignee may direct.

[SIGNATURE PAGE TO FOLLOW]

IN WITNESS WHEREOF, Assignor has caused this Trademark Assignment to be duly executed and delivered as of the date first above written.

SELLER:

KEYBANK NATIONAL ASSOCIATION

By: Jeffrey C. Moritz

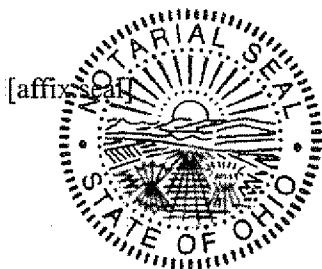
Name: Jeffrey C. Moritz

Title: SVP

STATE OF OHIO

County of Cuyahoga

On this 31st day of December, 2010, before me, the undersigned notary public, personally appeared Jeffrey C. Moritz, proved to me through satisfactory evidence of identification, which was company ID, to be the person whose name is signed on the preceding document, and acknowledged to me that he signed it voluntarily for its stated purpose.



AMY M. HARRIS
NOTARY PUBLIC
STATE OF OHIO
Recorded in
Lorain County
My Comm. Exp. 9/12/15

Amy M. Harris

Notary Public

My commission expires: 9/12/15

SCHEDULE A

TRADEMARKS

1. BORROWSMART (including United States Service Mark Registration No. 3425391).
2. HELPING FAMILIES AFFORD EDUCATION (including United States Service Mark Registration No. 2011602).
3. THE PROVEN PATH TO PAID STUDENTS IN YOUR CLASSROOMS (including United States Service Mark Registration No. 3323266).
4. Half Apple Logo Mark (including United States Service Mark Registration No. 2088562).
5. TUITION MANAGEMENT SYSTEMS, INC. (including United States Service Mark Registration No. 2009707).
6. RISK REPORTING (including United States Service Mark Registration No. 3408105).
7. TUITIONCHARGE (including United States Service Mark Registration No. 3690866).