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04-15-2002

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

102055792

To the Honorable Commissioner of Patents and Trademarks, please return the attached original documents or copy thereof.

1. Name of conveying party(ies):

MarketSource Corporation

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State of Delaware
- Other _____

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: 360 Youth, Inc.

Internal

Address: _____

Street Address: 151 W. 26th St. 11th floor

City: NY State: NY Zip: 10001

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Delaware
- Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other _____

Execution Date: November 26, 2001

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

Attached hereto

B. Trademark Registration No.(s)

All are attached hereto.

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Gallit Schuller, Esq.

Internal Address: _____

Street Address: 140 Riverside Drive #4C

City: NY State: NY Zip: 10024

6. Total number of applications and registrations involved: 14

7. Total fee (37 CFR 3.41) \$ 365.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

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.

Gallit Schuller, Esq.

Name of Person Signing

Signature

3/12/2002

Date

5

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

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

04/12/2002 TBIAZI 00000213 2465177

01 FC:481
02 FC:482

40.00 OP
325.00 OP

TRADEMARK
REEL: 002482 FRAME: 0991

360 YOUTH TRADEMARKS REGISTERED OR PENDING**US REGISTERED MARKS**

<u>MARK</u>	<u>REG. NO.</u>	<u>DATE REG</u>	<u>CL</u>	<u>GOODS OR SERVICES</u>	<u>STATUS</u>
Campus Central	2,465,177	July 3, 2001	9	Free-standing multimedia information kiosk that incorporates video display monitors, computer hardware, computer software, for use in providing information on a wide range of subjects by schools, colleges and universities to students.	Registered
Campus Fest	1,705,950	8/4/92	35	Promoting the goods and services of others by conducting promotional marketing expositions on college campuses.	Renewed per PTO web site, awaiting confirmation.
Campus Snak Pak	2,033,303	1/28/97	35	Promoting the goods of others, namely by distributing a sample package of manufactured goods.	Sec. 8 & 15 due, not yet filed.
Campus Trial Pak	1,680,548	3/24/92	35	Promoting the goods and services of others by conducting promotional marketing expositions on college campuses.	Renewed 2001.
Cap It Off	2,531,299	01/22/2002	35	Promoting the goods and services of others through distribution of product samples, coupons and service applications, in conjunction with a program to promote drug-and-alcohol free all night parties on graduation night.	Registered.
Cap It Off A Safe Graduation Program (design)	2,526,701	01/08/2002	35	Promoting the goods and services of others through distribution of product samples, coupons and service applications, in conjunction with a program to promote drug-and-alcohol free all night parties on graduation night.	Registered.
Destination: Real World	2,201,276	11/3/98	35	Promoting the goods and services of others to college students by the distribution of packaged samples.	Registered
Faculty Planner	2,478,111	01/02/90 Re-registered 08/14/01	16	Booklets and pamphlets containing schedules, directories, calendars, advertisements, forms and other matter.	Registered
Study Breaker	2,137,009	02/17/1998	30	Sample packages, providing products of others which are distributed to college students in an effort to promote the goods and services of others comprising primarily candy, cookies, and crackers.	Registered

360 YOUTH TRADEMARKS REGISTERED OR PENDING

<u>MARK</u>	<u>REG. NO.</u>	<u>DATE REG</u>	<u>CL</u>	<u>GOODS OR SERVICES</u>	<u>STATUS</u>
Sweet Reminder	2,353,436	5/30/2000	35	Promoting the sale of course materials and textbooks of others by distributing sample packages containing textbook and course material literature and candy.	Registered
Term Planner	1,107,987	12/5/78	16	Pocket calendars	Renewed 1998
The Campus Source	1,276,838	05/08/84	09	Electronic display advertising billboard	Registered.

360 Youth - PENDING MARKS

<u>MARK</u>	<u>SERIAL NO.</u>	<u>DATE FILED</u>	<u>CL</u>	<u>DESCRIPTION OF GOODS OR SERVICES</u>	<u>STATUS AND REMARKS</u>
360 Youth	76/308104	09/04/3001	35; 42	Advertising agency services, promoting the sale of the goods and services of others through the distribution of printed advertising materials, dissemination of advertising for others via the Internet, distribution of product samples and coupons, conducting promotional events and contests, maintaining electronic information and advertising centers on middle school, high school college and university campuses, conducting market analysis; computer programming for others, namely web site design and development.	Response to Office Action due May 19, 2002.

360 YOUTH TRADEMARKS REGISTERED OR PENDING

<u>MARK</u>	<u>SERIAL NO.</u>	<u>DATE FILED</u>	<u>CL</u>	<u>DESCRIPTION OF GOODS OR SERVICES</u>	<u>STATUS AND REMARKS</u>
Spring Into Action Pack	75/602255	12/09/1998	35	Promoting the goods of others, namely by distributing a sample package of manufactured goods.	ITU. Approved for publication without date, then file was lost by USPTO. Susan Goldsmith submitted copies from her files to Tom Shaw, supervisor for Law Office 102 at USPTO.

FOREIGN REGISTRATION - CANADA

<u>MARK</u>	<u>TMA</u>	<u>DATE REG</u>	<u>WARES</u>	<u>STATUS</u>
The Campus Source	387582	8/9/91	Electronic display panel or board.	Registered

ASSIGNMENT OF TRADEMARKS

This Assignment (this "Assignment") is made by MarketSource Corporation, a Delaware corporation having a place of business at 10 Abeel Road, Cranbury, New Jersey 08512 ("Assignor"), to 360 Youth, Inc. (f/k/a Alloy Acquisition Sub, Inc.), a Delaware corporation having a place of business at 151 West 26th Street, 11th Floor, New York, New York 10001 ("Assignee").


FOR GOOD AND VALUABLE CONSIDERATION, the receipt and adequacy of which are hereby acknowledged, Assignor does hereby assign unto Assignee, Assignor's entire right, title and interest in and to the trademarks listed in the **Exhibit A** attached hereto (the "Marks") in the United States and all foreign countries, including all common-law rights, all registrations and applications for registration thereof, and in and to the goodwill symbolized by the Marks, for Assignee's own use and benefit and for the use and benefit of its successors, assigns and other legal representatives, together with all claims for damages by reasons of past infringement of the Marks, with the right to sue for, and collect the same for its own use and benefit, and for the use and benefit of its successors, assigns and other legal representatives.

ASSIGNOR HEREBY AGREES to take all actions, and to execute and deliver all additional instruments and documents, as Assignee may reasonably request for the purpose of carrying out this Assignment and the transactions contemplated hereby including, but not limited to, all instruments and documents necessary to transfer the Marks in the United States and any foreign countries.

ASSIGNOR HEREBY COVENANTS that it has full right to convey the entire interest herein assigned, and that it has not executed, and will not execute, any agreements inconsistent herewith.

IN WITNESS WHEREOF, Assignor has caused this Assignment to be executed this 26th day of November, 2001.

MARKETSOURCE CORPORATION

By: 
Name: Martin D. Levine
Title: President

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