

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM426419

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
The First Marblehead Corporation		05/04/2017	Corporation: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Cognition Financial Corporation		
<b>Street Address:</b>	200 Clarendon Street 3rd Floor		
<b>City:</b>	Boston		
<b>State/Country:</b>	MASSACHUSETTS		
<b>Postal Code:</b>	02116		
<b>Entity Type:</b>	Corporation: DELAWARE		
<b>PROPERTY NUMBERS Total: 15</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4863314	UU	
<b>Registration Number:</b>	4157699	UNION FEDERAL	
<b>Registration Number:</b>	3040257	FIRSTMARBLEHEAD	
<b>Registration Number:</b>	2976008		
<b>Registration Number:</b>	2942103	FIRSTMARBLEHEAD	
<b>Registration Number:</b>	3890661	MONOGRAM	
<b>Registration Number:</b>	2143935	PREPGATE	
<b>Registration Number:</b>	2043472	GATE	
<b>Registration Number:</b>	2181067	GATE	
<b>Registration Number:</b>	2053926	NATIONAL COLLEGIATE TRUST	
<b>Registration Number:</b>	2047046	GATE GUARANTEED ACCESS TO EDUCATION	
<b>Serial Number:</b>	87170230		
<b>Serial Number:</b>	87142258	WELLFI	
<b>Serial Number:</b>	87142256	COGNITION	
<b>Serial Number:</b>	86593941	TUITIONWISE	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	6175265000		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent</i>			

OP \$390.00 4863314

TRADEMARK

*using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.*

**Phone:** 617-526-6448  
**Email:** janey.davidson@wilmerhale.com  
**Correspondent Name:** Michael J. Bevilacqua, Esquire  
**Address Line 1:** Wilmer Cutler Pickering Hale and DorrLLP  
**Address Line 2:** 60 State Street  
**Address Line 4:** Boston, MASSACHUSETTS 02109

<b>ATTORNEY DOCKET NUMBER:</b>	286.589.195
<b>NAME OF SUBMITTER:</b>	Michael J. Bevilacqua
<b>SIGNATURE:</b>	/michael j. bevilacqua/
<b>DATE SIGNED:</b>	05/05/2017

**Total Attachments: 3**  
source=first marblehead name change cognition#page1.tif  
source=first marblehead name change cognition#page2.tif  
source=first marblehead name change cognition#page3.tif

# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "THE FIRST MARBLEHEAD CORPORATION", CHANGING ITS NAME FROM "THE FIRST MARBLEHEAD CORPORATION" TO "COGNITION FINANCIAL CORPORATION", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF MARCH, A.D. 2017, AT 5:48 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE FOURTH DAY OF MAY, A.D. 2017 AT 12 O`CLOCK A.M.

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



  
Jeffrey W. Bullock, Secretary of State

2431130 8100  
SR# 20172084680

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Authentication: 202293456  
Date: 03-29-17

**TRADEMARK**  
**REEL: 006050 FRAME: 0964**

**CERTIFICATE OF AMENDMENT  
OF  
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
THE FIRST MARBLEHEAD CORPORATION**

The First Marblehead Corporation (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

FIRST: That the Board of Directors of the Corporation has duly adopted resolutions authorizing and approving an amendment to the Amended and Restated Certificate of Incorporation of the Corporation to change the name of the Corporation.

SECOND: That the amendment to the Amended and Restated Certificate of Incorporation of the Corporation set forth in this Certificate of Amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware by the Board of Directors of the Corporation.

THIRD: That upon the effectiveness of this Certificate of Amendment, Article FIRST of the Amended and Restated Certificate of Incorporation is hereby amended and restated as follows:

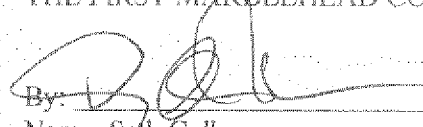
"FIRST: The name of the Corporation is: Cognition Financial Corporation"

FOURTH: That this Certificate of Amendment shall be effective as of 12:00 a.m. Eastern Daylight Time on May 4, 2017.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, this Certificate of Amendment of Amended and Restated Certificate of Incorporation has been executed by a duly authorized officer of the Corporation on this 22nd day of March, 2017.

THE FIRST MARBLEHEAD CORPORATION

By:   
Name: Seth Gelber  
Title: President