

06-09-1999



RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

101058761

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Mentor Interactive Corp.
199 Babcock Street
Brookline, Massachusetts 02146

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

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

2. Name and address of receiving party(ies):

Name: Student Advantage, Inc.

Internal Address: _____

Street Address: 280 Summer Street

City: Boston State: MA ZIP: 02110

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: **6-7-99**

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: May 27, 1999

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

A. Trademark Application No.(s)
75/321330 75/321328

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

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

Name: Michael J. Bevilacqua, Esquire

Internal Address: Hale and Dorr LLP

Street Address: 60 State Street

City: Boston State: MA ZIP: 02109

6. Total number of applications and registration involved: 2

7. Total fee (37 CFR 3.41) \$ 65.00

Enclosed
 Authorized to be charged to deposit account
Charge any additional fees associated with this paper or during the pendency of this application, or credit any overpayment, to deposit account.

8. Deposit account number: 08-0219 **65E**

(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.

Michael J. Bevilacqua *Michael J. Bevilacqua* 6/2/99
Name of Person Signing Signature Date

06/08/1999 NTHA11 00000264 080219 75321330 Total number of pages including cover sheet, attachments, and document:

01 FC:481 40.00 CH
02 FC:482 25.00 CH

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

1. United States Trademark/Service Mark Application for "Q Notes & Design", Ser. No. 75/321330, originally filed on July 9, 1997.
2. United States Trademark/Service Mark Application for "Control the Flood", Ser. No. 75/321328, originally filed on July 9, 1997.