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 3. Nature of conveyance: 6-7-99 ✓ Assignment ☐ Merger ☐ Security Agreement ☐ Change of Name ☐ Other	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 □ Limited Partnership □ Corporation-State Delaware □ Other If assignee is not domiciled in the United States, a domestic representative
Execution Date: May 27, 1999	designation is attached:
	(Designations must be a separate document from assignment) Additional name(s) & address(es) attached? □ Yes ☒ No
4. Application number(s) or trademark number(s):	
A. Trademark Application No.(s) 75/321330 75/321328	B. Trademark Registration No.(s)
Additional numbers at	rached? □ Yes ⊠ No
 Name and address of party to whom correspondence concerning document should be mailed: Name: Michael J. Bevilacqua, Esquire Internal Address: Hale and Dorr LLP 	6. Total number of applications and registration involved:
Street Address: 60 State Street	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.
City: <u>Boston</u> State: <u>MA</u> ZIP: <u>02109</u>	8. Deposit account number: 08-0219 (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 original document. Michael J. Bevilacqua Name of Person Signing	Signature Date
06/06/1999 NTHAI1 00000264 180219 75321330 01 FG:401 40.00 CH Mail documents to be recorded with required cover sheet information to:	
02 FC:482 25.00 CH Mail documents to be recorded with required cover sheet information to:	

Commissioner of Patents & Trademarks, Box Assignments

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Washington, D.C. 20231

TRADEMARK REEL: 001908 FRAME: 0127

TRADEMARK ASSIGNMENT

For good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Mentor Interactive Corp., a Massachusetts corporation (the "Assignor"), hereby assigns, sells and conveys to Student Advantage, Inc., a Delaware corporation (the "Assignee"), Assignor's entire right, title, and interest in and to each of the trademarks, trade names, service marks, registration and applications for registrations set forth in Schedule A attached hereto, including the goodwill of the business associated with each of said marks and names, together with the entire right, title and interest in and to any and all causes of action for infringement thereof, including the right to recover for past infringement, and the same to be held and enjoyed by the Assignee, its successors and assigns:

Assignor further agrees, for itself, its successors and assigns, to execute such further documents and to perform such further lawful acts as may be reasonably requested by the Assignee to effectuate this Trademark Assignment.

IN WITNESS WHEREOF, the Assignor has caused this Trademark Assignment to be duly executed this 27th day of May, 1999.

MENTOR INTERACTIVE CORP.

Leonard J. Rosen, President

Commonwealth of Massachusetts SS. County of Suffolk

On the 27th day of May, 1999, before me personally came Leonard J. Rosen, the President of Mentor Interactive Corp., who, being duly sworn, acknowledged the he has the authority to execute this Trademark Assignment on behalf of Mentor Interactive Corp. and that the execution of this Trademark Assignment is his free act and deed.

Notary Public

My Commission Expires: 3/8/0>

- 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.

RECORDED: 06/07/1999

TRADEMARK REEL: 001908 FRAME: 0129