

06-17-1999

FORM PTO-1594

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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

(Rev. 6-93)

OMB No. 0651-001 (exp. 4/94)

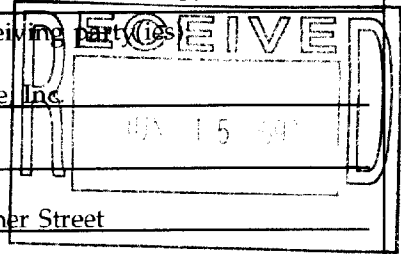
Tab settings

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

1. Name of conveying party(ies):
 The Main Quad, Inc.
 1770 Union Street
 San Francisco, California 94123
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State California
 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: 02110-1131
 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:
 MRD 6.15.99 Assignment Merger
 Security Agreement Change of Name
 Other _____
 Execution Date: June 8, 1999

4. Application number(s) or trademark number(s):
 A. Trademark Application No.(s)
75/276899 75/276363
 B. Trademark Registration No.(s)
2,144,969
 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
60 State Street
 City: Boston State: MA ZIP: 02109

6. Total number of applications and registration involved: 3

7. Total fee (37 CFR 3.41) \$ 90.00
 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
 (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
 Name of Person Signing Michael J. Bevilacqua Signature 6/11/99 Date

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

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

TRADEMARK
 REEL: 001914 FRAME: 0557

TRADEMARK ASSIGNMENT

The Main Quad, Inc., a California corporation, having a place of business at 1770 Union Street, San Francisco 94123, is the owner of the trademark applications and registration identified below, including the goodwill of the business connected with the use of, and symbolized by, said marks.

For good and valuable consideration, the receipt of which is hereby acknowledged, The Main Quad, Inc. acknowledges it has transferred its entire business associated with the trademarks identified below and simultaneously hereby assigns to Student Advantage, Inc., a Delaware corporation, 280 Summer Street, Boston, Massachusetts 02110-1131, the entire right, title and interest in and to the trademark applications and registration identified below and the trademarks which are the subjects thereof, including the goodwill of the business connected with the use of, and symbolized by, said marks:

U-WIRE	75/276899	April 11, 1998
VIRTUAL BACKPACK	75/276363	April 17, 1997
THE MAIN QUAD	2,144,969	March 17, 1998

The Main Quad, Inc. further agrees, for itself, its successors and assigns, to execute such further documents and to perform such further lawful acts as may reasonably be requested by Student Advantage, Inc., to effectuate this assignment.

Witness my hand and seal this 8 day of June, 1999.

The Main Quad, Inc.

By: Mason Myers

Title: President

County of)
State of)

Then personally appeared the above named M. Myers and acknowledged the foregoing act to be his free act and deed, before me, this 8 day of June, 1999.

Karen McLaughlin Pizzi
Notary Public

My commission expires: 2/15/02