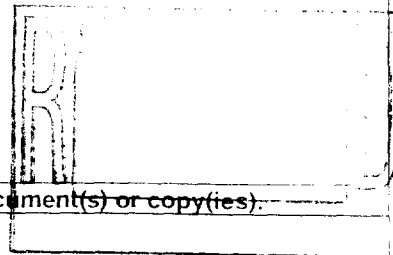


08-31-1999



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RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY



8/26/99

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)  
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- Correction of PTO Error  
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- Corrective Document  
Reel # \_\_\_\_\_ Frame # \_\_\_\_\_

Conveyance Type

- Assignment  License
  - Security Agreement  Nunc Pro Tunc Assignment
  - Merger  Change of Name
  - Other \_\_\_\_\_
- Effective Date  
Month Day Year  
\_\_\_\_\_

Conveying Party

Mark if additional names of conveying parties attached  
Execution Date  
Month Day Year

Name Student Advantage, LLC - 04/02/1999

Formerly \_\_\_\_\_

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other LLC
- Citizenship/State of Incorporation/Organization DE

Receiving Party

Mark if additional names of receiving parties attached

Name Student Advantage, Inc.

DBA/AKA/TA \_\_\_\_\_

Composed of \_\_\_\_\_

Address (line 1) 280 Summer Street

Address (line 2) \_\_\_\_\_

Address (line 3) Boston MA/USA 02108  
City State/Country Zip Code

- Individual  General Partnership  Limited Partnership  If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation  Association
- Other \_\_\_\_\_
- Citizenship/State of Incorporation/Organization DE

08/31/1999 DNGUYEN 00000005 122315 75441115

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01 FC:481 40.00 CH  
02 FC:482 100.00 CH

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

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

617-350-6800

Name

Susan M. Mulholland, Esc.

Address (line 1)

Lucash, Gesmer & Updegrove, LLP

Address (line 2)

40 Broad Street

Address (line 3)

Boston, MA 02109-4310

Address (line 4)

**Pages**

Enter the total number of pages of the attached conveyance document including any attachments.

#

3

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

75/441,115

75/470,520

75/470,368

1,813,986

75/457,226

**Number of Properties**

Enter the total number of properties involved.

#

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$

140.00

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

122315

Authorization to charge additional fees:

Yes

No

**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. Charges to deposit account are authorized, as indicated herein.

Susan M. Mulholland

Name of Person Signing

Signature

08/25/99

Date Signed

TRADEMARK ASSIGNMENT

Student Advantage, LLC, a Delaware limited liability company, having a place of business at 280 Summer Street, Boston, Massachusetts, has used and is using the trademarks identified on Schedule A and is the owner of the trademark applications and registrations identified on Schedule A, 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, Student Advantage, LLC hereby assigns to Student Advantage, Inc., a Delaware corporation, the entire right, title and interest in and to the trademark applications and registrations on Schedule A and the trademarks which are the subjects thereof, including the goodwill of the business connected with the use of, and symbolized by, said marks.

Student Advantage, LLC, 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 2<sup>nd</sup> day of April, 1998.

STUDENT ADVANTAGE, LLC

By: *Randy V. G...*  
Title: *President*

County of Suffolk )  
Commonwealth of Massachusetts)

Then personally appeared the above named Randy Scizzi and acknowledged the foregoing act to be his free act and deed, before me, this 2<sup>nd</sup> day of April, 1999.

*James McLaughlin*  
Notary Public

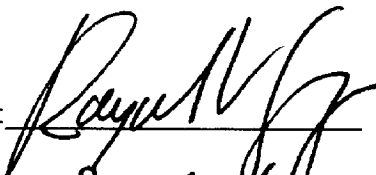
My commission expires: 2/15/02

DECLARATION OF ACCEPTANCE

Student Advantage, Inc. hereby agrees to the attached assignment of the listed trademark applications and registrations from Student Advantage, LLC to Student Advantage, Inc. and applies for recording of the assignment in the registers of the corresponding Trademark offices.

Witness my hand and seal this 2<sup>nd</sup> day of April, 1999.

**STUDENT ADVANTAGE, INC.**

By:   
Title: President

Commonwealth of Massachusetts)  
County of SUFFOLK ) ss.

Then personally appeared the above named Ray Sizzi and acknowledged the foregoing act to be his free act and deed, before me, this 2<sup>nd</sup> day of April, 1999.

  
Notary Public

My commission expires: 11/15/02

## SCHEDULE A

### Trademark Applications and Registrations Assigned from Student Advantage, LLC to Student Advantage, Inc.

<b>TRADEMARK</b>	<b>COUNTRY</b>	<b>SERIAL NO.</b>	<b>FILING DATE</b>
Web Creator	United States	75-470,520	4/20/98
Student Research Group	United States	75-470,368	4/20/98
Life is Calling	United States	75-457,226	3/26/98
Student Advantage Next Steps	United States	75-441,115	2/26/98

<b>TRADEMARK</b>	<b>COUNTRY</b>	<b>REG. NO.</b>	<b>REG. DATE</b>
Student Advantage	United States	1,813,986	12/28/93