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original documents or copy thereof.

To the Honorable Commissioner of Patents and

1. Name of conveying party(ies):

Student Advantage, LLC

- Individual(s)
- General Partnership
- Corporation-State
- Association
- Limited Partnership

Other Massachusetts limited liability company

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: December 17, 1999

2. Name and address of receiving party(ies)

Name: Student Advantage, Inc.

Internal Address:

Street Address: 280 Summer Street

City: Boston State: MA ZIP: 02210

- 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

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

A. Trademark Application No.(s)

See attached Schedule "A".

B. Trademark Registration No.(s)

See attached Schedule "B".

Additional numbers attached?  Yes  No

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

Name: Richard S. Eisert, Esq.

Internal Address: DAVIS & GILBERT LLP

1/19/2000 JSHABAZZ 00000254 75457226

01 FC:481  
02 FC:482

40.00 DP  
75.00 DP

Street Address: 1740 Broadway

City: New York State: NY ZIP: 10019

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41).....\$ 115.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

(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.

Richard S. Eisert, Esq.

Name of Person Signing

Signature

12/23/99

Date

Total number of pages including cover sheet, attachments, and document: 6

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents & Trademarks, Box Assignments

Washington, D.C. 20231

TRADEMARK

REEL: 002010 FRAME: 0248

**Schedule "A"**

<b><u>Mark</u></b>	<b><u>Serial No.</u></b>	<b><u>Filing Date</u></b>
LIFE IS CALLING	75/457226	March 26, 1998

**Schedule "B"**

<b><u>Mark</u></b>	<b><u>Reg. No.</u></b>	<b><u>Reg. Date</u></b>
STUDENT ADVANTAGE and Design	1,813,986	December 28, 1993
SA and Design	1,922,386	September 26, 1995
GET CARDED EVERYWHERE	1,924,027	October 3, 1995

TRADEMARK

REEL: 002010 FRAME: 0250

ASSIGNMENT

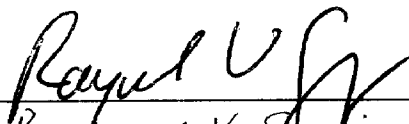
**WHEREAS**, STUDENT ADVANTAGE, LLC, a limited liability company organized under the laws of the State of Delaware located at 280 Summer Street, Boston, Massachusetts 02210 (hereinafter "Assignor"), is the owner of the marks listed on the attached Schedule "A" which are the subject of applications for registration in the United States Patent and Trademark Office, and the owner of the marks listed on the attached Schedule "B" which are registered in the United States Patent and Trademark Office:

**WHEREAS**, STUDENT ADVANTAGE, INC., a corporation of the State of Delaware with its principal place of business at 280 Summer Street, Boston, Massachusetts 02210 (hereinafter "Assignee"), is desirous of acquiring said marks and said applications and registrations thereof.

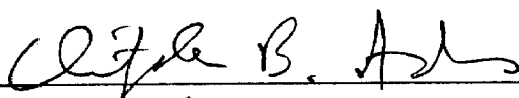
**THEREFORE**, for good and valuable consideration receipt of which is hereby acknowledged, said Assignor does hereby assign unto said Assignee all right, title and interest in and to said marks, together with the goodwill of the business symbolized by the marks, and the applications and registrations thereof, and all rights to damages or profits, due or accrued, arising out of past infringement of said marks or injury to said goodwill, and the right to sue for and recover the same in the Assignee's own name.

**IN WITNESS WHEREOF**, this Assignment has been executed to be effective as of the 17<sup>th</sup> day of December 1999.

STUDENT ADVANTAGE, LLC

By:   
Name: Raymond V. Spizzi  
Title: President and CEO

STUDENT ADVANTAGE, INC.

By:   
Name: Chris B. Andrews  
Title: Vice President