

07-18-2001

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

Submission Type

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

Name Execution Date
Month Day Year

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

Receiving Party

Mark if additional names of receiving parties attached

- Name
- DBA/AKA/TA
- Composed of
- Address (line 1)
- Address (line 2)
- Address (line 3)
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

07/18/2001 OWNED1 00000002 501765 75607975

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

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

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

#

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)

<input type="text" value="75607975"/>	<input type="text" value="75854967"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="2383349"/>	<input type="text" value="2385775"/>	<input type="text" value="2439468"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

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:

#

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.

Richard S. Eisert, Esq.

Name of Person Signing

Signature

7/10/01

Date Signed

ASSIGNMENT

WHEREAS, EDU.COM, INC., a corporation of the State of Delaware, located at 125 Lincoln Street, Boston, Massachusetts 02111 (hereinafter "Assignor"), is the owner of the marks listed on the attached Schedule A which are the subjects 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, located at 280 Summer Street, Boston, Massachusetts 02210 (hereinafter "Assignee"), is the successor of the portion of the business of Assignor, which is ongoing and existing, to which the Marks pertain, and is desirous of acquiring said Marks and said applications and registrations thereof, and the goodwill of the business in connection therewith.

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.

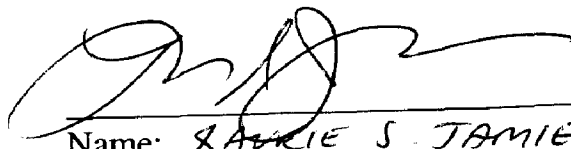
IN WITNESS WHEREOF, this Assignment has been executed effective as of the 10th day of May, 2001.

EDU.COM, INC.

Beju Somra

Name: BEJU SOMRA
Title: SVP

STUDENT ADVANTAGE, INC.



Name: LAURIE S. JAMIESON
Title: VICE PRESIDENT +
GENERAL COUNSEL

SCHEDULE A

<u>Mark</u>	<u>Serial No.</u>	<u>Filing Date</u>
EDU.COM	75/607975	December 18, 1998
E and Design	75/854967	November 22, 1999

SCHEDULE B

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
EDUPOINTS	2,383,349	September 5, 2000
E and Design	2,385,775	September 12, 2000
EDU.COM and Design	2,439,468	March 27, 2001