

08-14-2001

Patent and Trademark Office



101811535

To the Honorable Commissioner of Patents and Trademarks

Documents or copy thereof.

1. Submission Type

- New
- Resubmission (Non-Recordation)
- Correction of PTO Error
- Corrective Document

Name of receiving party:

Capital Partners, LP, as administrative

DBA/AKA/TA:

Address: 650 Madison Ave.

City: New York State: NY Zip: 10022

- Individual
- Association
- General Partnership
- Corporation
- Limited Partnership
- Other

3. Name of Conveying Party:

Name: Student Advantage, Inc.

Formerly:

MONTH DAY YEAR

Execution Date

6/25/01

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

Citizenship/State of Incorporation/Organization:

Delaware

Citizenship/State of Incorporation:

JUL 20 2001

Additional name(s) of receiving parties attached: [] Yes [X] No

Additional name(s) of conveying parties attached? [X] Yes [] No

4. Conveyance Type:

- Assignment
- Security Agreement
- Merger
- Change of Name
- License
- Nunc Pro Tunc Assignment
- Other

Effective Date: (if nunc pro tunc assignment)

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)

5. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark registration No.(s)

Additional numbers attached? [X] Yes [] No

6. Name and address of party to whom correspondence concerning document should be mailed (and Domestic Representative Address, if applicable):

Name: Tracey L. Schell

MILBANK, TWEED, HADLEY & McCLOY LLP

08/14/2001 LMJELLER 00000035 133250 76171810

01 FC:481 40.00 CH
02 FC:482 950.00 CH

Address: One Chase Manhattan Plaza

City: New York State: NY Zip: 10005

Area Code and Telephone No: (212) 530-5000

7. Total number of applications and registration involved: 39

8. Total fee (37 CFR 3.41): \$990.00

[] Enclosed

[X] Authorized to be charged to deposit account

9. Deposit account number:

13-3250

Authorized to charge additional fees [X] Yes [] No

FOR OFFICE USE ONLY

10. 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.

Tracey L. Schell

Name of Person Signing

Signature

7/19/01

Date

Total number of pages: 2
in cover sheet

Mail Documents to Commissioner of Patents and Trademarks, Box Assignments, Washington DC 20231

TRADEMARK
REEL: 002347 FRAME: 0992

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

U.S. Department of Commerce

Patents and Trademark Office

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

11. Conveying Party

Mark if additional names of conveying parties attached.

Enter Additional Conveying Party

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

12. Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed

Address (line 1)

Address (line 2)

Address (line 3)

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 the Assignment).

Corporation Association

Other

Citizenship/State of Incorporation/Organization

13. 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)

**SCHEDULE OF ADDITIONAL NAMES
OF CONVEYING PARTIES**

Entity	Type of entity	State of Incorporation
College411.com, Inc.	Corporation	DE
ScholarAid.com, Inc.	Corporation	DE
eStudentLoan, Inc.	Corporation	DE
Student Advantage Securities Corp.	Corporation	MA
OCM Direct, Inc.	Corporation	DE
Collegiate Carpet, Inc.	Corporation	DE

SCHEDULE OF REGISTERED TRADEMARKS

TRADEMARK	REGISTRATION NUMBER	APPLICATION NUMBER
ABSOLUTELY SCHOLARSHIPS		76171310
ACADEMIC WEB SITE DIRECTORY		76134726
CAMPUS DIRECT (& Design)	1899132	
COLLEGE ADVANTAGE		76036731
COLLEGE411		75828692
CONNECT-TO-COLLEGE		75798790
CONTROL THE FLOOD	2310234	
CUSTOM LOANFINDER		76171311
edu.com.com		75607975
edu.com (stylized)	2439468	
eduPoints	2383349	
E and circle design		75854967
E and circle design	2385775	
ESTUDENTLOAN		76171312
FA OFFICE BUILDER		76171313
FANS ONLY	2320066	
FANSEATS		75810766
GET CARDED EVERYWHERE	1924027	
LIFE IS CALLING		75457226
MISCELLANEOUS DESIGN	2126772	
Q NOTES (Design plus words, letters, and/or numbers)	2408903	
Q NOTES & DESIGN		75321330
SA DESIGN PLUS WORDS, LETTERS, AND/OR NUMBERS	1922386	
SA CASH	2437260	
SA CASH and Design		76094835
SCHOLAR.AID.COM		75798775
SPRING BREAK REVEALED	2370318	

TRADEMARK	REGISTRATION NUMBER	APPLICATION NUMBER
STUDENT ADVANTAGE		76039536
STUDENT ADVANTAGE (Amended to plain type)	1813986	
STUDENT ADVANTAGE SA and Circle Design		76056678
THE MAIN QUAD	2144969	
TRANSCRIPT EXPRESS	2320360	
UNIVERSITY ADVANTAGE		76036732
U-WIRE	2272757	
VIRTUAL BACKPACK	2352240	
VOICE FX	2100737	
VOICE FX CORPORATION (& Design)		75424607
VOICE FX CORPORATION (& Design)	2183469	
YOUR TICKET TO COLLEGE SPORTS	2291427	

SHORT-FORM TRADEMARK SECURITY AGREEMENT

WHEREAS, each of the signatories hereto (the "Grantors") has adopted, used, is using and is the owner of all rights, titles and interests in, to and under the trademarks listed in the attached Schedule of Registered Trademarks and the registrations and pending applications associated therewith;

WHEREAS, the Grantors have contemporaneously with the execution of this Short-Form Trademark Security Agreement (the "Short-Form Agreement") entered into the Security Agreement dated as of June 25, 2001 (the "Security Agreement") in which Grantors have granted certain security interests in favor of RESERVOIR CAPITAL PARTNERS, L.P. as administrative agent, for the lenders and other financial institutions or entities party, as lenders, to the Loan Agreement (as defined in the Security Agreement) (the "Secured Party");

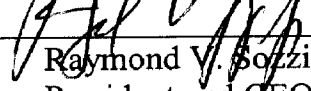
WHEREAS, pursuant to the Security Agreement, the Grantors have agreed with the Secured Party to execute this Short-Form Agreement;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Grantors hereby pledge and grant to the Secured Party, according to the terms of the Security Agreement, a security interest in all of their rights, titles and interests in, to and under all the Trademark Collateral (as defined in the Security Agreement), including without limitation the trademarks listed on the attached Schedule of Registered Trademarks, (all of the foregoing are hereinafter individually and collectively referred to as the "Trademarks"), as collateral security for the prompt and complete payment and performance when due of all Secured Obligations (as defined in the Security Agreement). Grantors hereby agree that, upon Secured Party's written request, Grantors shall execute and deliver to Secured Party one or more supplements to this Short-Form Agreement, each in form and content substantially similar to this Short-Form Agreement, in respect of any and all new Trademarks hereafter owned by Grantors.

IN WITNESS WHEREOF, the Grantors have caused this Short-Form Security Agreement to be duly executed by their respective officers thereunto as of the dates next to their respective signatures.

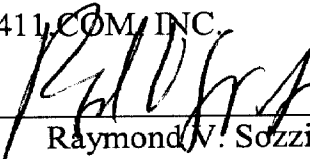
Dated: 6/25/2001

STUDENT ADVANTAGE, INC.

By: 
Raymond V. Sozzi, Jr.
Title: President and CEO

Dated: 6/25/2001

COLLEGE411.COM, INC.

By: 
Raymond V. Sozzi, Jr.
Title: President