Form PTO-1594 RECORDATION FORM CO			
Form PTO-1594 RECORDATION FORM COVER SHEET (Rev. 03/01)  RECORDATION FORM COVER SHEET U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office			
OMB No. 0651-0027 (exp. 5/31/2002) TRADEMARKS	ONLY		
Tab settings ⇔ ⇔ ⇔ ▼  To the Honorable Commissioner of Patents and Trademarks: Please rec	ord the attached original documents or copy thereof.		
TO THE TOTAL CONTINUOUS OF THE			
1. Name of conveying party(ies):  2. Name	e and address of receiving party(ies)		
	ne: <u>Student Advantage, Inc.</u>		
650 Madison Avenue New York, New York 10022 Inter	nal		
Addr	ess:		
☐ Individual(s) ☐ Association Stree ☐ General Partnership ☐ Limited Partnership	et Address: 280 Summer Street		
City	Boston State: MA Zip: 02210		
☐ Corporation-State . ☐ Other: ☐ □	ndivídual(s) citizenship		
Additional name(s) of conveying party(ies) attached?  Yes  No	Association		
	General Partnership imited Partnership		
5. Nature of conveyance.	Corporation-State Delaware		
	Other		
	gnee Is not domictled in the United States, a domestic entative designation is attached: Tyes X No		
[Desk]	nations must be a separate document from assignment)		
2347 and Frame 0992	onal name(s) & address( es) attached? X Yea No		
Execution Date: March 15, 2004			
4. Application number(s) or registration number(s):			
	emark Registration No.(s) TACHED LIST		
Additional number(s) attached 🛛 Yes 🔲 No			
5. Name and address of party to whom correspondence 6. Total concerning document should be mailed: registrat	ions involved: 39		
Name: <u>Michael Bevilacqua, Esquire</u> 7. Total	fee (37 CFR 3.41)\$ <u>990.00</u> Enclosed		
Internal Address: Hale and Dorr LLP	Authorized to be charged to deposit account		
Street Address: 60 State Street			
8. Depo City: <u>Boston</u> State: <u>Massachusetts</u> Zip: <u>02109</u>	sit account number: 08-0219		
	ttach 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 Bevilacqua, Esquire March 18, 2004			
Name of Person Signing Hale and Dorr LLP Attorney Reference Number: 108.543.154	Date		

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

Please return via facsimile to 617-526-5000

Michael J. FRADEWARKIA

**REEL: 002824 FRAME: 0382** 

#### Trademark Continuation Sheet for

Termination of Security Agreement recorded on July 20, 2001 at Reel 2347 and Frame 0992

Assignor:

Reservoir Capital Partners, LP as Administrative Agent

Assignee:

Student Advantage, Inc.

#### Additional Assignees:

College411.com, Inc., a Delaware corporation 1085 Mission Street, San Francisco, California 94103

Scholaraid, Inc., a Delaware corporation 11232-7 St. Johns Industrial Parkway, North Jacksonville, Florida 32246

eStudentloan, Inc., a Delaware corporation 280 Summer Street, Boston, Massachusetts 02210

Student Advantage Securities Corporation, a Delaware corporation 280 Summer Street, Boston, Massachusetts 02210

OCM Direct, Inc., a Delaware corporation 280 Summer Street, Boston, Massachusetts 02210

Collegiate Carpet, Inc., a Delaware corporation 280 Summer Street, Boston, Massachusetts 02210

### SCHEDULE OF REGISTERED TRADEMARKS

ABSOLUTELY SCHOLARSHIPS  Ser. No. 76171310  Providing online information at the Internet in the field of financial aid and scholarships for education; assisting students in seeking financial aid; and providing an Internet search engine in the field of financial aid and scholarships, in Cl. 36  ABSOLUTELYSCHOL ARSHIPS LOGO  ACADEMIC WEB SITE DIRECTORY  Ser. No. 76134726  Educational services, namely, providing an on-line directory of websites for use by high school and college students in conducting research, in Cl. 41; and  Computer services, namely, providing search engines for obtaining academic research information all via the global computer network, in Cl. 42  Administration of an interactive telephone based college course registration network; and promoting the goods and services of others through the distribution of sampling and promotional materials, in Cl. 35  COLLEGE ADVANTAGE  Ser. No. 76036731  Promoting the goods and services of others through the issuance of discount cards; and discount buying club services
students in seeking financial aid; and providing an Internet search engine in the field of financial aid and scholarships, in Cl. 36  ABSOLUTELYSCHOL ARSHIPS LOGO  ACADEMIC WEB SITE DIRECTORY  Ser. No. 76134726  Educational services, namely, providing an on-line directory of websites for use by high school and college students in conducting research, in Cl. 41; and  Computer services, namely, providing search engines for obtaining academic research information all via the global computer network, in Cl. 42  CAMPUS DIRECT (& Reg. No. 1899132 Design)  Ser. No. 74468096  Ser. No. 74468096  COLLEGE ADVANTAGE  Ser. No. 76036731  Ser. No. 76036731  Promoting the goods and services of others through the issuance of discount
ABSOLUTELYSCHOL ARSHIPS LOGO  ACADEMIC WEB SITE DIRECTORY  Ser. No. 76134726  Computer services, namely, providing an on-line directory of websites for use by high school and college students in conducting research, in CI. 41; and  Computer services, namely, providing search engines for obtaining academic research information all via the global computer network, in CI. 42  CAMPUS DIRECT (& Reg. No. 1899132 Administration of an interactive telephone based college course registration network; and promoting the goods and services of others through the distribution of sampling and promotional materials, in CI. 35  COLLEGE Ser. No. 76036731  Promoting the goods and services of others through the issuance of discount
ACADEMIC WEB SITE DIRECTORY  Ser. No. 76134726  ACADEMIC WEB SITE DIRECTORY  Ser. No. 76134726  Educational services, namely, providing an on-line directory of websites for use by high school and college students in conducting research, in Cl. 41; and  Computer services, namely, providing search engines for obtaining academic research information all via the global computer network, in Cl. 42  CAMPUS DIRECT (& Reg. No. 1899132 Design)  Reg. No. 74468096  Ser. No. 74468096  COLLEGE ADVANTAGE  Ser. No.  Fromoting the goods and services of others through the issuance of discount
ACADEMIC WEB SITE DIRECTORY  Ser. No. 76134726  Computer services, namely, providing an on-line directory of websites for use by high school and college students in conducting research, in Cl. 41; and  Computer services, namely, providing search engines for obtaining academic research information all via the global computer network, in Cl. 42  CAMPUS DIRECT (& Reg. No. 1899132 Design)  Reg. No. 74468096  Ser. No. 74468096  COLLEGE ADVANTAGE  Ser. No. 76134726  Educational services, namely, providing an on-line directory of websites for use by high school and college students in conducting research, in Cl. 41; and  Computer services, namely, providing search engines for obtaining academic research information all via the global computer network, in Cl. 42  Administration of an interactive telephone based college course registration network; and promoting the goods and services of others through the distribution of sampling and promotional materials, in Cl. 35  COLLEGE ADVANTAGE  Promoting the goods and services of others through the issuance of discount
ACADEMIC WEB SITE DIRECTORY  Ser. No. 76134726  Educational services, namely, providing an on-line directory of websites for use by high school and college students in conducting research, in Cl. 41; and  Computer services, namely, providing search engines for obtaining academic research information all via the global computer network, in Cl. 42  CAMPUS DIRECT (& Reg. No. 1899132 Administration of an interactive telephone based college course registration network; and promoting the goods and services of others through the distribution of sampling and promotional materials, in Cl. 35  COLLEGE Ser. No. 76036731  Promoting the goods and services of others through the issuance of discount
ACADEMIC WEB SITE DIRECTORY  Ser. No. 76134726  Educational services, namely, providing an on-line directory of websites for use by high school and college students in conducting research, in Cl. 41; and  Computer services, namely, providing search engines for obtaining academic research information all via the global computer network, in Cl. 42  CAMPUS DIRECT (& Reg. No. 1899132 Design)  Reg. No. 1899132 Ser. No. 74468096  Ser. No. 74468096  COLLEGE ADVANTAGE  Ser. No. 76036731  Educational services, namely, providing an on-line directory of websites for use by high school and college students in conducting research, in Cl. 41; and  Computer services, namely, providing search engines for obtaining academic research information all via the global computer network, in Cl. 42  Administration of an interactive telephone based college course registration network; and promoting the goods and services of others through the distribution of sampling and promotional materials, in Cl. 35  COLLEGE ADVANTAGE  Promoting the goods and services of others through the issuance of discount
ACADEMIC WEB SITE DIRECTORY  Ser. No. 76134726  Educational services, namely, providing an on-line directory of websites for use by high school and college students in conducting research, in Cl. 41; and  Computer services, namely, providing search engines for obtaining academic research information all via the global computer network, in Cl. 42  CAMPUS DIRECT (& Reg. No. 1899132 Administration of an interactive telephone based college course registration network; and promoting the goods and services of others through the distribution of sampling and promotional materials, in Cl. 35  COLLEGE Ser. No. 76036731  Promoting the goods and services of others through the issuance of discount
DIRECTORY  an on-line directory of websites for use by high school and college students in conducting research, in Cl. 41; and  Computer services, namely, providing search engines for obtaining academic research information all via the global computer network, in Cl. 42  CAMPUS DIRECT (& Reg. No. 1899132 Administration of an interactive telephone based college course registration network; and promoting the goods and services of others through the distribution of sampling and promotional materials, in Cl. 35  COLLEGE Ser. No. 76036731  Promoting the goods and services of others through the issuance of discount
DIRECTORY  an on-line directory of websites for use by high school and college students in conducting research, in Cl. 41; and  Computer services, namely, providing search engines for obtaining academic research information all via the global computer network, in Cl. 42  CAMPUS DIRECT (& Reg. No. 1899132 Administration of an interactive telephone based college course registration network; and promoting the goods and services of others through the distribution of sampling and promotional materials, in Cl. 35  COLLEGE Ser. No. 76036731  Promoting the goods and services of others through the issuance of discount
high school and college students in conducting research, in Cl. 41; and  Computer services, namely, providing search engines for obtaining academic research information all via the global computer network, in Cl. 42  CAMPUS DIRECT (& Reg. No. 1899132 Administration of an interactive telephone based college course registration network; and promoting the goods and services of others through the distribution of sampling and promotional materials, in Cl. 35  COLLEGE Ser. No. 76036731 Promoting the goods and services of others through the issuance of discount
conducting research, in Cl. 41; and  Computer services, namely, providing search engines for obtaining academic research information all via the global computer network, in Cl. 42  CAMPUS DIRECT (& Reg. No. 1899132 Administration of an interactive telephone based college course registration network; and promoting the goods and services of others through the distribution of sampling and promotional materials, in Cl. 35  COLLEGE Ser. No. 76036731 Promoting the goods and services of others through the issuance of discount
Computer services, namely, providing search engines for obtaining academic research information all via the global computer network, in Cl. 42  CAMPUS DIRECT (& Reg. No. 1899132 Administration of an interactive telephone based college course registration network; and promoting the goods and services of others through the distribution of sampling and promotional materials, in Cl. 35  COLLEGE Ser. No. 76036731 Promoting the goods and services of others through the issuance of discount
search engines for obtaining academic research information all via the global computer network, in Cl. 42  CAMPUS DIRECT (& Reg. No. 1899132 Administration of an interactive telephone based college course registration network; and promoting the goods and services of others through the distribution of sampling and promotional materials, in Cl. 35  COLLEGE Ser. No. 76036731 Promoting the goods and services of others through the issuance of discount
search engines for obtaining academic research information all via the global computer network, in Cl. 42  CAMPUS DIRECT (& Reg. No. 1899132 Administration of an interactive telephone based college course registration network; and promoting the goods and services of others through the distribution of sampling and promotional materials, in Cl. 35  COLLEGE Ser. No. 76036731 Promoting the goods and services of others through the issuance of discount
research information all via the global computer network, in Cl. 42  CAMPUS DIRECT (& Reg. No. 1899132 Administration of an interactive telephone based college course registration network; and promoting the goods and services of others through the distribution of sampling and promotional materials, in Cl. 35  COLLEGE Ser. No. Promoting the goods and services of others through the issuance of discount
CAMPUS DIRECT (& Reg. No. 1899132 Administration of an interactive telephone based college course registration network; and promoting the goods and services of others through the distribution of sampling and promotional materials, in Cl. 35  COLLEGE Ser. No. Promoting the goods and services of others through the distribution of sampling and promotional materials, in Cl. 35  COLLEGE Ser. No. Promoting the goods and services of others through the issuance of discount
Design)  Ser. No. 74468096  COLLEGE ADVANTAGE  Ser. No. 76036731
Ser. No. 74468096 and promoting the goods and services of others through the distribution of sampling and promotional materials, in Cl. 35  COLLEGE Ser. No. Promoting the goods and services of others through the issuance of discount
others through the distribution of sampling and promotional materials, in Cl. 35  COLLEGE Ser. No. Promoting the goods and services of others through the issuance of discount
sampling and promotional materials, in Cl. 35  COLLEGE Ser. No. Promoting the goods and services of others through the issuance of discount
Cl. 35  COLLEGE Ser. No. Promoting the goods and services of others through the issuance of discount
COLLEGE Ser. No. Promoting the goods and services of others through the issuance of discount
ADVANTAGE 76036731 others through the issuance of discount
for students, in Cl. 35;
Providing information and research to
students on selected educational research
topics via a global computer network, in
Cl. 41; and
Computer on-line services, namely,
producing and providing interactive home
pages on the Web; and providing
information in the field of general news
and analysis thereof to students via a
global computer network, in Cl. 42

- 2 -

<u> </u>		Z -
COLLEGE411	Ser. No. 75828692	Providing information and directories of resources relating to business, management, employment and shopping; dissemination of advertising for others; computerized on-line shopping and ordering services featuring a wide variety of goods and services; electronic retailing services via computer featuring goods and services of interest to college students, pre-college students and their parents, and the academic community; providing information on products and services for sale or trade, business, investment, and employment opportunities, housing and real estate, personal relationship opportunities, pet adoption, and community and online events; online auction services for a wide variety of merchandise via computer and communication networks, in Cl. 35; network users, in Cl. 42
CONNECT-TO- COLLEGE	Ser. No. 75798790	Providing computer facilities for accessing scholarship information on a global computer information network, in Cl. 42
CONTROL THE FLOOD	Reg. No. 2310234 Ser. No. 75321328	Computer software for use in taking notes, and organizing, sorting and retrieving them electronically, in Cl. 9
CUSTOM LOANFINDER	Ser. No. 76171311	Providing online information via the Internet in the field of financial aid for education; and assisting students in obtaining financial aid, in Cl. 36

- 3 -

	= ;	<del>-</del>
edu.com.com	Ser. No. 75607975	Advertising and promoting the goods and services of others to high school, college, university and graduate school students, and to the parents of such students through mailings, print advertisements, television, radio, and via a global computer network; computerized on-line retail and ordering services featuring a wide variety of goods and services of others of interest to high school, college, university and graduate school students, and to the parents of such students; providing information regarding the goods and services of others via a global computer network; discount buying club services for high school, college, university and graduate school students, and for parents of such students; market research and analysis services for others in the field of high school, college, university and graduate school students, and parents of such students, in Cl. 35
edu.com (stylized)	Reg. No. 2439468  Ser. No. 75752240	Advertising and promoting the goods and services of others to high school, college, university and graduate school students, and to the parents of such students through mailings, print advertisements, television, radio, and via a global computer network; computerized on-line retail and ordering services featuring a wide variety of goods and services of others of interest to high school, college, university and graduate school students, and to the parents of such students; providing information regarding the goods and services of others via a global computer network; discount buying club services for high school, college, university and graduate school students, and for parents of such students; market research and analysis services for others in the field of high school, college, university and graduate school students, and parents of such students., in Cl. 35

<del></del>	· ,	<u>-4-</u>
eduPoints	Reg. No. 2383349 Ser. No. 75837495	Retail store services for students featuring a frequent patron program in which credits are accumulated which may be redeemed for free prizes or for discounts on future purchases; promoting the goods and services of others by means of a credit accumulation program in which credits may be redeemed for free prizes or for discounts on future purchases, in Cl. 35
E and circle design	Ser. No. 75854967	Advertising and promoting the goods and services of others to high school, college, university and graduate school students, and to the parents of such students through mailings, print advertisements, television, radio, and via a global computer network; computerized on-line retail and ordering services featuring a wide variety of goods and services of others of interest to high school, college, university and graduate school students, and to the parents of such students; providing information regarding the goods and services of others via a global computer network; discount buying club services for high school, college, university and graduate school students, and for parents of such students; market research and analysis services for others in the field of high school, college, university and graduate school students, and parents of such students, in Cl. 35
E and circle design	Reg. No. 2385775 Ser. No.	Hats and shirts, in Cl. 25
	75854905	· ·
ESL LOGO		In process
ESTUDENTLOAN	Ser. No. 76171312	Providing online information via the Internet in the field of financial aid and scholarships for education; and assisting students in obtaining financial aid, in Cl. 36

-	5 -
Ser. No. 76171313	Providing online information via the Internet in the field of financial aid for education and educational financing options, in Cl. 36
Reg. No. 2320066 Ser. No. 75333979	Providing athletic information by computer by means of a global computer network, in Class 41
Ser. No. 75810766	Ticket agency services provided via global computer networks for a wide variety of entertainment and sporting events, in Cl. 35
Reg. No. 1924027 Ser. No. 74579473	Promoting the goods and services of merchants through the issuance of discount cards, in Class 35
Ser. No. 75457226	Telephone Calling Card Services, in Class 36
	In process
Reg. No. 2126772 Ser. No. 75136660	Interactive voice-response software for use in the provision of student information services, namely, grade reporting, course registration, financial aid status reporting, and transcript ordering and purchase, that may be downloaded from a global computer information network database, in Cl. 9
Reg. No. 2408903 - Ser. No. 75909148	Computer software for use in taking notes, and organizing, sorting, and retrieving them electronically, in Cl. 9
	Ser. No. 76171313  Reg. No. 2320066  Ser. No. 75333979  Ser. No. 75810766  Reg. No. 1924027  Ser. No. 74579473  Ser. No. 75457226  Reg. No. 2126772  Ser. No. 75136660  Reg. No. 2408903  Ser. No. 2408903

-6-

	<del> </del>	5 -
Q NOTES & DESIGN	Ser. No. 75321330	Note making and organization software for electronic media in Cl. 9
SA DESIGN PLUS WORDS, LETTERS,	Reg. No. 1922386	Promoting the goods and services of merchants through the issuance of discount cards, in Class 35
AND/OR NUMBERS	Ser No. 74579334	,
SA CASH	Reg. No. 2437260 Scr. No. 76037891	Promoting the goods and services of others by administering a benefit program which allows college students to pay for dining, shopping and leisure activities and purchase other consumer goods and services by using an identification card or identification number, in Cl. 35
SA CASH and Design	Ser, No. 76094835	Promoting the goods and services of others by administering a benefit program which allows college students to pay for dining, shopping and leisure activities and purchase other consumer goods and services by using an identification card or identification number, in Cl. 35
SCHOLARAID.COM	Ser. No. 75798775	Providing multiple-user access to a global computer information network in the field of scholarship information, and providing on-line chat rooms for transmission of messages among computer users concerning scholarship information and higher education, in Cl. 38; and
		Computer services, namely, providing search engines for obtaining data in the field of scholarship information on a global computer network, and providing an on-line computer database in the field of scholarship information, in Cl. 42
SPRING BREAK	Reg. No.	Travel information services, namely,
REVEALED	2370318	providing Spring Break travel
	Ser. No. 75621352	information, including tips and information on travel packages via a global computer network, in Cl. 39

-7-

<u> </u>		
STUDENT ADVANTAGE	Ser. No. 76039536	Promoting the goods and services of others through the issuance of discount cards; and discount buying club services for students, in Cl. 35;
		Providing information and research to students on selected educational research topics via a global computer network, in Cl. 41; and
		Computer on-line services, namely, producing and providing interactive home pages on the Web; and providing information in the field of general news and analysis thereof to students via a global computer network, in Cl. 42
STUDENT ADVANTAGE  (Amended to plain type)	Reg. No. 1813986 Ser. No. 74295729	Discount buying club services for high school and college students, in Class 35
STUDENT ADVANTAGE SA and Circle Design	Ser. No. 76056678 Prior Reg: 1922386	Promoting the goods and services of others through the issuance of discount cards; and discount buying club services for students, in Cl. 35;
		Providing information and research to students on selected educational research topics via a global computer network, in C1. 41; and
		Computer on-line services, namely, producing and providing interactive home pages on the Web; and providing information in the field of general news and analysis thereof to students via a global computer network, in Cl. 42
THE MAIN QUAD	Reg. No. 2144969	Producing and providing home pages, and interactive services, namely, chat groups, list services and bulletin boards, via
	Ser. No. 74700173	world-wide computer communications networks on topics of interest to college students, in Cl. 42

- 8 -

TO A NICCO INT	I Dog No. 2220260	Pueinace support servives for seedersic
TRANSCRIPT	Reg. No. 2320360	Business support services for academic
EXPRESS		institutions, namely, accepting requests
	Ser No.	for academic transcripts, providing related
	75478612	data entry and fee processing services,
1		and providing reports of academic
		transcript request activity to academic
		institutions, in Cl. 35
UNIVERSITY	Ser. No.	Promoting the goods and services of
ADVANTAGE	76036732	others through the issuance of discount
ABVILLINGE	10030732	cards; and discount buying club services
	1	for students, in Cl. 35;
	1	tot students, at Cr. 55,
		Providing information and research to
		students on selected educational research
		topics via a global computer network, in
		CL 41; and
		A
	·	Computer on-line services, namely,
		producing and providing interactive home
		pages on the Web; and providing
İ		information in the field of general news
		and analysis thereof to students via a
		global computer network, in Cl. 42
U-WIRE	Reg. No. 2272757	Gathering, reporting, dissemination and
		syndication of news and content related to
	Ser. No.	colleges and universities provided over a
	75276899	global computer network, in Cl. 42
VIRTUAL BACKPACK	Reg. No.	Suite of computer services, namely,
	2352240	electronic mail, document creation and
		storage, address book and news and
1	Ser. No.	information services for students provided
<b>l</b>	75276363	via a computer communication network,
1		in Cl. 42
VOICE FX	Reg. No.	Telecommunications services, namely,
1	2100737	interactive voice response telephone
		services which enable marketers to
	Ser. No.	exchange information with their
	74728661	<u> </u>
	/4/20001	employees and others in fields such as
		marketing, sales activity, sales
1		promotions, research, and other relevant
L <u></u>	<u>l</u> .	information, in Cl. 38

-9-

	verification; credit card verification; credit inquiry and consultation; debit card services; electronic funds transfer; electronic payment, namely, electronic processing and transmission of bill payment data; financial information provided by electronic means; financial information provided by telephone in the nature of account and loan balances and related status information, in Cl. 36
Reg. No. 2183469 Ser. No. 75216297	Business information provided via a global computer network and via interactive voice-response telephone, relating to marketing, product sales, business research and sales promotions which enable marketers to exchange information with their employees and others, in Cl. 35  Telecommunications services, namely, interactive voice response telephone services which enable marketers to exchange information with their employees and others in fields such as marketing, sales activity, sales promotions, research, and other relevant information, in Cl. 38
Reg. No. 2291427 Ser. No. 75346230	Providing a web page of information in the field of college sports over a global computer communications network, in Cl. 41
	Ser. No. 75216297  Reg. No. 2291427  Ser. No.

#### SECURITY AGREEMENT TERMINATION

WHEREAS, Student Advantage, Inc., a Delaware corporation and each of the parties listed on Schedule 1 (the "Debtors") and Reservoir Capital Partners, L.P., ("Secured Party") entered into a certain Security Agreement and Short-Form Trademark Security Agreement (collectively, the "Security Agreement"), each dated as of June 25, 2001, which was recorded in the United States Patent and Trademark Office on July 20, 2001 at Reel 2347 and Frame 0992, that by its terms granted Secured Party a security interest in certain intellectual property (the "Trademarks") listed in the Security Agreement;

WHEREAS, the Debtors have or have caused to be paid and satisfied in full the obligations for which the security interest in the Trademarks were granted.

NOW THEREFORE the Secured Party, without any recourse, representation or warranty whatsoever, hereby reassigns and releases to the Debtors the security interest in the Trademarks listed in the attached Schedule 2 granted to the Secured Party under the Security Agreement. The Secured Party also hereby releases its security interest in the Trademarks.

IN WITNESS WHEREOF the Secured Party by the signature below of its duly authorized representative agrees to be bound by the provisions of this Security Agreement Termination as of the date of execution, this 15 day of March, 2004.

RESERVOIR CAPITAL PARTNERS, L.P., As Administrative Agent

By: Reservoir Capital Group, L.L.C.

Name: G-regg Kertim
Title: Meneging Director

County of  $N \cdot y$  ) State of  $N \cdot y$  )

Then personally appeared the above named <u>Greege</u> <u>Zenthin</u> and acknowledged the foregoing act to be his/her free act and deed, before me, this <u>/S</u> day of <u>March</u>, 2004.

Notary Public

My commission expires:

ANNE COLUCCI
NOTARY PUBLIC, STATE OF NEW YORK
NO. OICO6085008
QUALIFIED IN QUEENS COUNTY
COMMISSION EXPIRES DECEMBER 16.

√2004 18:18 FAX ☑013

### Schedule 1

College411.com, Inc.
Scholaraid.com, Inc.
eStudentloan, Inc.
Student Advantage Securities Corporation
OCM Direct, Inc.
Collegiate Carpet, Inc.

# Schedule 2

**-** 1 -

## SCHEDULE OF REGISTERED TRADEMARKS

ABSOLUTELY	Ser. No. 76171310	Providing online information via the
SCHOLARSHIPS		Internet in the field of financial aid and
5312		scholarships for education; assisting
		students in seeking financial aid; and
}		providing an Internet search engine in the
		field of financial aid and scholarships, in
		C1. 36
ABSOLUTELYSCHOL	-	In process
ARSHIPS LOGO		<u></u>
		1
ACADEMIC WEB SITE	Ser. No. 76134726	Educational services, namely, providing
DIRECTORY		an on-line directory of websites for use by
		high school and college students in
		conducting research, in Cl. 41; and
·		Computer services, namely, providing
	i i	search engines for obtaining academic
	·	research information all via the global
		computer network, in Cl. 42
CAMPUS DIRECT (&	Reg. No. 1899132	Administration of an interactive telephone
Design)	0 31 01/2000	based college course registration network;
	Ser. No. 74468096	and promoting the goods and services of
		others through the distribution of
		sampling and promotional materials, in Cl. 35
COLLEGE	Ser, No.	Promoting the goods and services of
ADVANTAGE	76036731	others through the issuance of discount
ADVANTAGE	70030731	cards; and discount buying club services
		for students, in Cl. 35;
		, '
	<b>,</b>	
		Providing information and research to
		students on selected educational research
	1	topics via a global computer network, in
		Cl. 41; and
		·
1		1
1		Computer on-line services, namely,
		producing and providing interactive home
	}	pages on the Web; and providing
		information in the field of general news
		and analysis thereof to students via a
		global computer network, in Cl. 42

- 2 -

	<del>-</del> ,	2
COLLEGE411	Ser. No. 75828692	Providing information and directories of resources relating to business, management, employment and shopping; dissemination of advertising for others; computerized on-line shopping and ordering services featuring a wide variety of goods and services; electronic retailing services via computer featuring goods and services of interest to college students, pre-college students and their parents, and the academic community; providing information on products and services for sale or trade, business, investment, and employment opportunities, housing and real estate, personal relationship opportunities, pet adoption, and community and online events; online auction services for a wide variety of merchandise via computer and communication networks, in Cl. 35; network users, in Cl. 42
CONNECT-TO- COLLEGE	Ser. No. 75798790	Providing computer facilities for accessing scholarship information on a global computer information network, in Cl. 42
CONTROL THE FLOOD	Reg. No. 2310234 Ser. No. 75321328	Computer software for use in taking notes, and organizing, sorting and retrieving them electronically, in Cl. 9
CUSTOM LOANFINDER	Ser. No. 76171311	Providing online information via the Internet in the field of financial aid for education; and assisting students in obtaining financial aid, in Cl. 36

- 3 -

		·
edu.com.com	Ser. No. 75607975	Advertising and promoting the goods and services of others to high school, college, university and graduate school students, and to the parents of such students through mailings, print advertisements, television, radio, and via a global computer network; computerized on-line retail and ordering services featuring a wide variety of goods and services of others of interest to high school, college, university and graduate school students, and to the parents of such students; providing information regarding the goods and services of others via a global computer network; discount buying club services for high school, college, university and graduate school students, and for parents of such students; market research and analysis services for others in the field of high school, college, university and graduate school students, and parents of such students, in Cl. 35
edu.com (stylized)	Reg. No. 2439468  Ser. No. 75752240	Advertising and promoting the goods and services of others to high school, college, university and graduate school students, and to the parents of such students through mailings, print advertisements, television, radio, and via a global computer network; computerized on-line retail and ordering services featuring a wide variety of goods and services of others of interest to high school, college, university and graduate school students, and to the parents of such students; providing information regarding the goods and services of others via a global computer network; discount buying club services for high school, college, university and graduate school students, and for parents of such students; market research and analysis services for others in the field of high school, college, university and graduate school students, and parents of such students., in Cl. 35

- 4 -

·		<u> </u>
eduPoints	Reg. No. 2383349 Ser. No. 75837495	Retail store services for students featuring a frequent patron program in which credits are accumulated which may be redeemed for free prizes or for discounts on future purchases; promoting the goods and services of others by means of a credit accumulation program in which credits may be redeemed for free prizes or for discounts on future purchases, in Cl. 35
E and circle design	Ser. No. 75854967	Advertising and promoting the goods and services of others to high school, college, university and graduate school students, and to the parents of such students through mailings, print advertisements, television, radio, and via a global computer network; computerized on-line retail and ordering services featuring a wide variety of goods and services of others of interest to high school, college, university and graduate school students, and to the parents of such students; providing information regarding the goods and services of others via a global computer network; discount buying club services for high school, college, university and graduate school students, and for parents of such students; market research and analysis services for others in the field of high school, college, university and graduate school students, and parents of such students, in Cl. 35
E and circle design	Reg. No. 2385775 Ser. No. 75854905	Hats and shirts, in Cl. 25
ESL LOGO		In process
ESTUDENTLOAN	Ser. No. 76171312	Providing online information via the Internet in the field of financial aid and scholarships for education; and assisting students in obtaining financial aid, in Cl. 36

-5-

	-	5
FA OFFICE BUILDER	Ser. No. 76171313	Providing online information via the Internet in the field of financial aid for education and educational financing options, in Cl. 36
FANS ONLY	Reg. No. 2320066 Ser. No. 75333979	Providing athletic information by computer by means of a global computer network, in Class 41
FANSEATS	Ser. No. 75810766	Ticket agency services provided via global computer networks for a wide variety of entertainment and sporting events, in Cl. 35
GET CARDED EVERYWHERE	Reg. No. 1924027 Ser. No. 74579473	Promoting the goods and services of merchants through the issuance of discount cards, in Class 35
LIFE IS CALLING	Ser. No. 75457226	Telephone Calling Card Services, in Class 36
LOANFINDER LOGO		In process
MISCELLANEOUS DESIGN	Reg. No. 2126772 Ser. No. 75136660	Interactive voice-response software for use in the provision of student information services, namely, grade reporting, course registration, financial aid status reporting, and transcript ordering and purchase, that may be downloaded from a global computer information network database, in Cl. 9
Q NOTES  (Design plus words, letters, and/or numbers)	Reg. No. 2408903 - Ser. No. 75909148	Computer software for use in taking notes, and organizing, sorting, and retrieving them electronically, in Cl. 9

- 6 -

Q NOTES & DESIGN	Ser. No. 75321330	Note making and organization software for electronic media in Cl. 9
SA DESIGN PLUS WORDS, LETTERS, AND/OR NUMBERS	Reg. No. 1922386 Ser No. 74579334	Promoting the goods and services of merchants through the issuance of discount cards, in Class 35
SA CASH	Reg. No. 2437260 Ser. No. 76037891	Promoting the goods and services of others by administering a benefit program which allows college students to pay for dining, shopping and leisure activities and purchase other consumer goods and services by using an identification card or identification number, in Cl. 35
SA CASH and Design	Ser. No. 76094835	Promoting the goods and services of others by administering a benefit program which allows college students to pay for dining, shopping and leisure activities and purchase other consumer goods and services by using an identification card or identification number, in Cl. 35
SCHOLARAID.COM	Ser. No. 75798775	Providing multiple-user access to a global computer information network in the field of scholarship information, and providing on-line chat rooms for transmission of messages among computer users concerning scholarship information and higher education, in Cl. 38; and
		Computer services, namely, providing search engines for obtaining data in the field of scholarship information on a global computer network, and providing an on-line computer database in the field of scholarship information, in Cl. 42
SPRING BREAK REVEALED	Reg. No. 2370318 Ser. No. 75621352	Travel information services, namely, providing Spring Break travel information, including tips and information on travel packages via a global computer network, in CL 39

-7-

		<u> </u>
STUDENT ADVANTAGE	Ser. No. 76039536	Promoting the goods and services of others through the issuance of discount cards; and discount buying club services for students, in Cl. 35;
		Providing information and research to students on selected educational research topics via a global computer network, in Cl. 41; and
		Computer on-line services, namely, producing and providing interactive home pages on the Web; and providing information in the field of general news and analysis thereof to students via a global computer network, in Cl. 42
STUDENT ADVANTAGE  (Amended to plain type)	Reg. No. 1813986 Ser. No. 74295729	Discount buying club services for high school and college students, in Class 35
STUDENT ADVANTAGE SA and Circle Design	Ser. No. 76056678 Prior Reg: 1922386	Promoting the goods and services of others through the issuance of discount cards; and discount buying club services for students, in Cl. 35;
		Providing information and research to students on selected educational research topics via a global computer network, in Cl. 41; and
		Computer on-line services, namely, producing and providing interactive home pages on the Web; and providing information in the field of general news and analysis thereof to students via a global computer network, in Cl. 42
THE MAIN QUAD	Reg. No. 2144969 Ser. No. 74700173	Producing and providing home pages, and interactive services, namely, chat groups, list services and bulletin boards, via world-wide computer communications networks on topics of interest to college students, in Cl. 42

-8-

		1 = -
TRANSCRIPT	Reg. No. 2320360	Business support services for academic
EXPRESS	1	institutions, namely, accepting requests
	Ser No.	for academic transcripts, providing related
	75478612	data entry and fee processing services,
	75476012	and providing reports of academic
	1	transcript request activity to academic
	<u> </u>	institutions, in Cl. 35
UNIVERSITY	Ser. No.	Promoting the goods and services of
ADVANTAGE	76036732	others through the issuance of discount
		cards; and discount buying club services
	}:	for students, in Cl. 35;
	1	,,
		Providing information and research to
1		
		students on selected educational research
1		topics via a global computer network, in
1		Cl. 41; and
	1 ·	Computer on-line services, namely,
		producing and providing interactive home
		pages on the Web; and providing
· ·	ł	information in the field of general news
		and analysis thereof to students via a
		global computer network, în Cl. 42
* T 717774	D N- 222257	
U-WIRE	Reg. No. 2272757	Gathering, reporting, dissemination and
		syndication of news and content related to
	Ser. No.	colleges and universities provided over a
	75276899	global computer network, in Cl. 42
VIRTUAL BACKPACK	Reg. No.	Suite of computer services, namely,
	2352240	electronic mail, document creation and
		storage, address book and news and
	Ser. No.	information services for students provided
	75276363	via a computer communication network,
	/32/0303	1
TEATANE THE	D 17.	in Cl. 42
VOICE FX	Reg. No.	Telecommunications services, namely,
	2100737	interactive voice response telephone
		services which enable marketers to
	Ser. No.	exchange information with their
	74728661	employees and others in fields such as
		marketing, sales activity, sales
		promotions, research, and other relevant
		information, in Cl. 38
<u> </u>	<u> </u>	I morniauon, in Ci. 30

-9-

VOICE FX CORPORATION (& Design)	Ser. No. 75424607	Providing bank account information by telephone; check processing and verification; credit card verification; credit inquiry and consultation; debit card services; electronic funds transfer; electronic payment, namely, electronic processing and transmission of bill payment data; financial information provided by electronic means; financial information provided by telephone in the nature of account and loan balances and related status information, in Cl. 36
VOICE FX CORPORATION (& Design)	Reg. No. 2183469 Ser. No. 75216297	Business information provided via a global computer network and via interactive voice-response telephone, relating to marketing, product sales, business research and sales promotions which enable marketers to exchange information with their employees and others, in Cl. 35
		Telecommunications services, namely, interactive voice response telephone services which enable marketers to exchange information with their employees and others in fields such as marketing, sales activity, sales promotions, research, and other relevant information, in Cl. 38
YOUR TICKET TO COLLEGE SPORTS	Reg. No. 2291427	Providing a web page of information in the field of college sports over a global computer communications network, in Cl.
	Ser. No. 75346230	41