


09/12/2005
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Form PTO-1694 (rev 06/04)		RECORDATION FORM COVER SHEET TRADEMARKS ONLY		U. S. Department of Commerce Patent and Trademark Office	
To the Director of the U.S. Patent and Trademark Office: Please record the attached documents or the new address(es) below:					
1. Name of conveying party(ies)/Execution Date(s): RVS Ventures, Inc. <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation Delaware <input type="checkbox"/> Other <input type="checkbox"/> Citizenship Effective date - March 1, 2005 Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		2. Name and Address of receiving party(ies) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Student Advantage, LLC Street Address: 280 Summer Street City: Boston State: Massachusetts Country: USA Zip: 02210 Association - Citizenship <input type="checkbox"/> <input type="checkbox"/> General Partnership - Citizenship <input type="checkbox"/> <input type="checkbox"/> Limited Partnership - Citizenship <input type="checkbox"/> <input type="checkbox"/> Corporation <input checked="" type="checkbox"/> Other limited liability company Delaware If assignee is not domiciled in the United States, a domestic representative designation is attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No.			
3. Nature of conveyance: <input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Government Interest <input type="checkbox"/> Other Change of Address					
4. Application number(s) or registration number(s): A. Trademark Application No(s). 1 76036732 Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		B. Trademark Registration No(s).			
5. Name and address of party to whom correspondence concerning document should be mailed: Richard S. Elsert, Esq. DAVIS & GILBERT LLP 1740 Broadway New York, New York 10019 Tel: (212) 468-4800 Fax: (212) 468-4888 REisert@DGLaw.com		6. Total number of applications and registrations involved: 1		7. Total fee (37 CFR 1.21(h) and 3.41) \$40.00 <input checked="" type="checkbox"/> All fees and any deficiencies are authorized to be charged to Deposit Account (Our Ref. 6581-9999)	
		8. Payment Information Deposit Account No. 502293 Authorized User Name: Lore Traband			
9. Signature.  Signature Richard S. Elsert Name of Person Signing		Date 9/12/2005		Total number of pages including cover sheet, and documents: 5	

TRADEMARK ASSIGNMENT

WHEREAS, RVS Ventures, Inc., a corporation organized and existing under the laws of the state of Delaware, with a business address of 280 Summer Street, Boston, Massachusetts 02210 (the "Assignor") is the owner of trademarks and service marks (the "Marks") and U.S. Patent and Trademark Office applications and registrations therefor as set forth on the attached Schedule "A", and the goodwill of the business symbolized thereby: and

WHEREAS, Assignor agrees to assign its entire right, title and interest in and to the Marks to Student Advantage, LLC, a limited liability company, organized and existing under the laws of the State of Delaware, with a business address of 280 Summer Street, Boston, Massachusetts 02210 (the "Assignee"), together with the goodwill of the business symbolized by the Marks;

WHEREAS, the Assignee agrees to acquire Assignor's entire right, title, and interest in and to the Marks and the goodwill of the business symbolized by the Marks and to become the successor to the portion of Assignor's business to which any Marks filed on the basis of intent-to-use apply, which business is ongoing and existing.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby assigns, effective as of the date written below to Assignee, its successors, and assigns, its entire right, title and interest in and to the Marks; all registrations and applications which may have been or may be filed or issued in respect thereto and any renewals thereof, the goodwill of the business symbolized by the Marks and with respect to any trademark or service mark applications as listed on the attached Schedule "A" filed on the basis of Assignor's intent-to-use, the portion of the business of Assignor to which such Marks apply; all income, royalties, damages, and payments now or hereafter due or

TRADEMARK

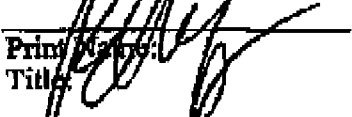
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payable in respect to the Marks and all causes of action (either in law or equity) and the right to sue, counterclaim, and recover for past present, and future infringement, misappropriation, or dilution of the rights assigned to Assignee hereunder, and all rights corresponding thereto throughout the world.

IN WITNESS WHEREFORE, this Trademark Assignment has been executed effective as of March 1, 2005.

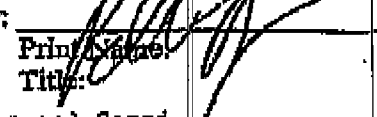
("Assignor")

RVS VENTURES, INC.

By: 
Print Name:
Title:
Raymond Sozzi
President

("Assignee")

STUDENT ADVANTAGE, LLC

By: 
Print Name:
Title:
Raymond Sozzi
President

SCHEDULE "A"

MARK:

APPLICATION NO.:

FILING DATE:

UNIVERSITY ADVANTAGE

76/036732

April 28, 2000

TRADEMARK

RECORDED: 12/05/2005

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