

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	Corrective Filing
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
StudentCity.com, Inc		02/08/2002	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	StudentCity.com, Inc
Street Address:	8 Essex Center Dr.
City:	Peabody
State/Country:	MASSACHUSETTS
Postal Code:	01907
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1		
Property Type	Number	Word Mark
Registration Number:	2440739	STUDENTCITY

CORRESPONDENCE DATA	
Fax Number:	(781)622-5933
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	781 622 5930
Email:	tfd@mbbp.com
Correspondent Name:	Thomas F. Dunn
Address Line 1:	1601 Trapelo Road
Address Line 2:	Suite 205
Address Line 4:	Waltham, MASSACHUSETTS 02451

NAME OF SUBMITTER:	Thomas F. Dunn
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Total Attachments: 2
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OP \$40.00 2440739

Attachment To Corrective Recordation For Reg. No. 2,440,739

Pursuant to Section 503.06(c) of the Trademark Manual Examining Procedure (TMEP), the registrant hereby provides to the Assignment Services Division the following information in order to correct an improperly recorded assignment against three registrations owned by StudentCity.com, Inc.: (1) a completed electronic cover sheet identifying the application or registration against which the assignment was improperly recorded; (2) an affidavit or declaration identifying itself as the correct owner, stating that the previously recorded document was submitted with erroneous information, and providing the reel and frame number of the previously recorded document (below); and (3) the required fee (37 C.F.R. §§2.6 and 3.41) for each application or registration to be corrected.

Declaration of StudentCity.com, Inc.

On 2/25/2000 a trademark application for the mark that matured to U.S. Reg. No. 2,440,739 was filed by StudentCity.com, Inc., a Delaware corporation, but the applicant was inaccurately identified as a Massachusetts Limited Liability Company.

Following is a summary of the true chain of title for the Mark:

1. 02/25/2000: Application filed by StudentCity.com, Inc., a Delaware corporation that was incorrectly identified as a Massachusetts Limited Liability Company, for the STUDENTCITY mark that matured to U.S. Reg. No. 2,440,739;
2. On 2/8/2002 the grant of a security interest effective 3/20/2000 (the "Grant Date") from seven entities, one of which was identified as StudentCity.com, LLC, in favor of Pegasus Partners II, LLC ("Pegasus") in U.S. Reg. No. 2,440,739 (the "Mark") was recorded in the United States Patent and Trademark Office (the "PTO") at reel/frame 2349/0559. This recordation was made in error, however, as none of those entities owned any rights in the Mark. StudentCity.com, LLC did not own any rights in the Mark because the name of that entity had been changed to SC.com, LLC on 12/13/1999 (prior to the Grant Date), subsequent to which on 12/15/1999 StudentCity.com, Inc., a Delaware corporation, acquired all rights in the assets of SC.com, LLC, thereby becoming the owner of the Mark prior to the Grant Date. It was also an error to record the grant of security interests from the other six

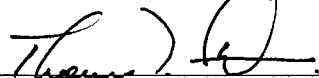
entities in the Mark in favor of Pegasus because the underlying agreement granted security interests only in those assets that each party to the agreement owned individually; while each party owned rights in certain assets, perhaps including trademarks, none owned any rights in the Mark. This incorrect recordation resulted in the filing of a corrective recordation on 07/07/2004 specifying that the grant of security interests in the Mark from all seven entities in favor of Pegasus on 2/8/2002 was in error.

StudentCity.com, Inc., a Delaware corporation, has been and continues to be the owner of U.S. Reg. No. 2,440,739.

Date: July 8, 2004

STUDENTCITY.COM, INC.

By:



Thomas F. Dunn
Counsel for registrant