

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Corrective Filing

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: 3

Property Type	Number	Word Mark
Registration Number:	2456857	STUDENTCITY.COM
Registration Number:	2456858	DO IT!
Registration Number:	2440739	STUDENTCITY

CORRESPONDENCE DATA

Fax Number: (781)622-5933
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

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 \$90.00 2456857

Attachment To Corrective Recordation For Reg. Nos. 2440739, 2456857 and 2456858

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 2/8/2002 the grant of security interests 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. Nos. 2,456,857, 2,456,858, and 2,440,739 (collectively, the "Marks") 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 Marks. StudentCity.com, LLC did not own any rights in the Marks 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. acquired all rights in the assets of SC.com, LLC, thereby becoming the owner of the Marks prior to the Grant Date. It was also an error to record the grant of security interests from the other six entities in the Marks 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 Marks. This incorrect recordation resulted in the need to file this corrective recordation specifying that the grant of security interests in the Marks from all seven entities in favor of Pegasus on 2/8/2002 was erroneous.

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

1. 10/27/1999: Applications filed by StudentCity.com, LLC that matured to Reg. Nos. 2,456,857 and 2,456,858;
2. 12/15/1999: Change in name from StudentCity.com, LLC to SC.com, LLC., the recordation of which was submitted on July 6, 2004;
3. 12/15/1999: Assignment of the two above-referenced marks from SC.com, LLC to StudentCity.com, Inc., the recordation of which was

submitted on July 6, 2004;

4. 2/25/2000: Application filed by StudentCity.com, Inc. in an application that matured to Reg. No. 2,440,739 (StudentCity.com, Inc., a Delaware corporation, was incorrectly identified at the time of filing as "StudentCity.com, Inc. a Massachusetts Limited Liability Company," a corrective recordation for which error is being filed concurrently herewith).

StudentCity.com, Inc. has been and continues to be the owner of the registrations at issue.

Date: July 7, 2004

STUDENTCITY.COM, INC.

By:



Thomas F. Dunn
Counsel for registrant