

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Grant of Security Interest in U.S. Trademarks

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
NEW NEBRASKA BOOK COMPANY, INC.		06/29/2012	CORPORATION: DELAWARE
SPECIALTY BOOKS, INC.		06/29/2012	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	U.S. BANK NATIONAL ASSOCIATION
Street Address:	214 North Tryon Street
Internal Address:	26th Floor
City:	Charlotte
State/Country:	NORTH CAROLINA
Postal Code:	28202
Entity Type:	NATIONAL BANKING ASSOCIATION: UNITED STATES

PROPERTY NUMBERS Total: 36

Property Type	Number	Word Mark
Serial Number:	76294619	GOT USED
Serial Number:	76119855	CONNECT2ONE
Serial Number:	75925323	WEBPRISM
Serial Number:	75925321	NBCPRISM
Serial Number:	75820627	NBC GRAPHICS COLLEGIATE WEAR "NO BETTER CHOICE"
Serial Number:	73457327	NBC
Serial Number:	75925306	CAMPUSHUB
Serial Number:	77663051	CAMPUSHUB
Serial Number:	77663067	CAMPUSHUB
Serial Number:	77674052	ULOAD
Serial Number:	78869361	JUMPBOOKS
Serial Number:	77006352	VALIDIS

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Serial Number:	77006427	RIPPLE
Serial Number:	77105056	CAMPUS AUTHENTIC
Serial Number:	77358131	COLLEGE STORE DESIGN
Serial Number:	77358201	FOUNDERS
Serial Number:	77358228	WINPRISM
Serial Number:	77358077	NBC TEXTBOOKS
Serial Number:	77413706	COLLEGE DINING DESIGN
Serial Number:	77452337	CAMPUS AUTHENTIC
Serial Number:	78344625	TRADITIONS
Serial Number:	76082507	GIVE US A CLICK
Serial Number:	77967452	COLLEGE CONVENIENCE STORE DESIGN
Serial Number:	85018521	MOBILE BUYBACK UNIT
Serial Number:	85018476	MOBILE BUYBACK
Serial Number:	85021123	NEEBO
Serial Number:	85021073	NEEBO
Serial Number:	85975202	NEEBO
Serial Number:	85290374	NEEBO
Serial Number:	85286876	NEEBO
Serial Number:	85976290	NEEBO
Serial Number:	85021117	NEEBO
Serial Number:	85021087	NEEBO
Serial Number:	85301084	NEEBO
Serial Number:	85301095	NEEBO
Serial Number:	78649357	SPECIALTY BOOKS

**CORRESPONDENCE DATA**

Fax Number: 6173417701

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*

Phone: 6173417729

Email: [kschmidt@morganlewis.com](mailto:kschmidt@morganlewis.com)

Correspondent Name: Katarzyna Schmidt

Address Line 1: 225 Franklin Street

Address Line 2: 16th Fl., c/oMorgan, Lewis & Bockius LLP

Address Line 4: Boston, MASSACHUSETTS 02110

NAME OF SUBMITTER:

Katarzyna Schmidt

Signature:

/Katarzyna Schmidt/

**TRADEMARK**

**REEL: 004829 FRAME: 0123**

07/25/2012

**Total Attachments: 5**

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## Notice of Grant of Security Interest in U.S. Trademarks

To: United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to that certain Term Loan and Security Agreement dated as of June 29, 2012 (as the same may be amended, modified, extended or restated from time to time, the "Security Agreement") by and among NEW NEBRASKA BOOK COMPANY, INC., a Delaware corporation, which will be renamed Nebraska Book Company, Inc. on or about the Closing Date ("Parent"), CAMPUS AUTHENTIC LLC, a Delaware limited liability company ("Campus Authentic"), COLLEGE BOOKSTORES OF AMERICA, INC., an Illinois corporation ("College Bookstores"), NBC TEXTBOOKS LLC, a Delaware limited liability company ("NBC Textbooks"), NET TEXTSTORE LLC, a Delaware limited liability company ("Net Textstore"), SPECIALTY BOOKS, INC., a Delaware corporation ("Specialty Books"; together with Parent, Campus Authentic, College Bookstores, NBC Textbooks, and Net Textstore, collectively, the "Borrowers" and each, a "Borrower"), NEEBO, INC., a Delaware corporation ("Neebo"), NEEBO HOLDING COMPANY, a Delaware corporation ("Neebo Holding"; together with Neebo, the "Guarantors"), U.S. BANK NATIONAL ASSOCIATION, a national banking association, in its capacity as "Administrative Agent," and the "Lenders" from time to time party thereto, the undersigned have granted a continuing security interest in and to, and Lien (as defined in the Security Agreement) upon, all right, title, and interest in the trademarks shown below to the Administrative Agent for the benefit of the Lenders:

### U.S. TRADEMARK REGISTRATIONS

Mark	Reg. No.	Reg. Date	Serial No.	App. Date	Owner of Record
GOT USED	2,633,247	10/8/2002	76/294,619	8/6/2001	New Nebraska Book Company, Inc.
CONNECT2ONE	2,480,012	8/21/2001	76/119,855	8/31/2000	New Nebraska Book Company, Inc.
WEBPRISM	2,817,707	2/24/2004	75/925,323	2/9/2000	New Nebraska Book Company, Inc.
NBCPRISM	2,568,157	5/7/2002	75/925,321	2/9/2000	New Nebraska Book Company, Inc.
NBC GRAPHICS COLLEGIATE WEAR "NO BETTER CHOICE" and Design	2,530,469	1/15/2002	75/820,627	10/12/1999	New Nebraska Book Company, Inc.
NBC and Design	1,312,759	1/1/1985	73/457,327	12/16/1983	New Nebraska Book Company, Inc.
CAMPUSHUB	2,867,029	7/27/2004	75/925,306	2/9/2000	New Nebraska Book Company, Inc.
CAMPUSHUB	3,669,119	8/18/2009	77/663,051	2/4/2009	New Nebraska Book Company, Inc.

Mark	Reg. No.	Reg. Date	Serial No.	App. Date	Owner of Record
CAMPUSHUB	3,739,013	1/19/2010	77/663,067	2/4/2009	New Nebraska Book Company, Inc.
ULOAD	3,685,557	9/22/2009	77/674,052	2/19/2009	New Nebraska Book Company, Inc.
JUMPBOOKS	3,346,005	11/27/2007	78/869,361	4/25/2006	New Nebraska Book Company, Inc.
VALIDIS	3,349,098	12/4/1007	77/006,352	9/25/2006	New Nebraska Book Company, Inc.
RIPPLE	3,373,501	1/22/2008	77/006,427	9/25/2006	New Nebraska Book Company, Inc.
CAMPUS AUTHENTIC	3,328,622	11/6/2007	77/105,056	2/12/2007	New Nebraska Book Company, Inc.
COLLEGE STORE DESIGN and Design	3,484,123	8/12/2008	77/358,131	12/21/2007	New Nebraska Book Company, Inc.
FOUNDERS	3,671,529	8/25/2009	77/358,201	12/21/2007	New Nebraska Book Company, Inc.
WINPRISM	3,484,126	8/12/2008	77/358,228	12/21/2007	New Nebraska Book Company, Inc.
NBC TEXTBOOKS	3,484,122	8/12/2008	77/358,077	12/21/2007	New Nebraska Book Company, Inc.
COLLEGE DINING DESIGN and Design	3,670,280	8/18/2009	77/413,706	3/5/2008	New Nebraska Book Company, Inc.
CAMPUS AUTHENTIC	3,640,881	6/16/2009	77/452,337	4/18/2008	New Nebraska Book Company, Inc.
TRADITIONS and Design	2,923,017	2/1/2005	78/344,625	12/23/2003	New Nebraska Book Company, Inc.
GIVE US A CLICK and Design	2,759,396	9/2/2003	76/082,507	7/3/2000	New Nebraska Book Company, Inc.
COLLEGE CONVENIENCE STORE DESIGN and Design	3,967,523	5/24/2011	77/967,452	3/24/2010	New Nebraska Book Company, Inc.
MOBILE BUYBACK UNIT	3,933,020	3/15/2011	85/018,521	4/20/2010	New Nebraska Book Company, Inc.
MOBILE BUYBACK	3,933,019	3/15/2011	85/018,476	4/20/2010	New Nebraska Book Company, Inc.
NEEBO	4,119,082	3/27/2012	85/021,123	4/22/2010	New Nebraska Book Company, Inc.
NEEBO	4,129,218	4/17/2012	85/021,073	4/22/2010	New Nebraska Book Company, Inc.
NEEBO	3,968,022	5/24/2011	85/975,202	4/22/2010	New Nebraska Book Company, Inc.
NEEBO and Design	4,016,137	8/23/2011	85/290,374	4/8/2011	New Nebraska Book Company, Inc.

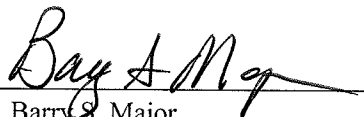
Mark	Reg. No.	Reg. Date	Serial No.	App. Date	Owner of Record
NEEBO and Design	N/A	N/A	85/286,876	4/5/2011	New Nebraska Book Company, Inc.
NEEBO and Design	4,129,909	4/17/2012	85/976,290	4/5/2011	New Nebraska Book Company, Inc.
NEEBO	N/A	N/A	85/021,117	4/22/2010	New Nebraska Book Company, Inc.
NEEBO	N/A	N/A	85/021,087	4/22/2010	New Nebraska Book Company, Inc.
NEEBO	N/A	N/A	85/301,084	4/21/2010	New Nebraska Book Company, Inc.
NEEBO DESIGN	N/A	N/A	85/301,095	4/21/2010	New Nebraska Book Company, Inc.
SPECIALTY BOOKS	3,185,880	12/19/2006	78/649,357	6/13/2005	Specialty Books, Inc.

[Signature pages to follow]

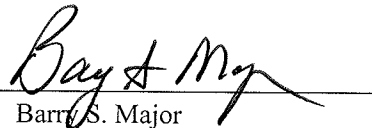
The undersigned and the Administrative Agent hereby acknowledge and agree that the security interest in the foregoing trademarks (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or any of the goodwill associated therewith.

Very truly yours,

**NEW NEBRASKA BOOK COMPANY, INC.,**  
as successor in interest to Nebraska Book Company, Inc.  
and which will be renamed Nebraska Book Company,  
Inc. on or about the Closing Date

By:   
Name: Barry S. Major  
Title: President

**SPECIALTY BOOKS, INC.**

By:   
Name: Barry S. Major  
Title: President

[SIGNATURE PAGE TO NOTICE OF SECURITY INTEREST - TRADEMARKS]

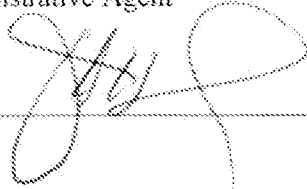
**TRADEMARK**  
**REEL: 004829 FRAME: 0128**

Acknowledged and Accepted:

**U.S. BANK NATIONAL ASSOCIATION,**

as Administrative Agent

By: \_\_\_\_\_  
Name:  
Title:



**James A. Hanley**  
**Vice President**

[SIGNATURE PAGE TO NOTICE OF SECURITY INTEREST - TRADEMARKS]