

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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| 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: | MAST SELECT OPPORTUNITIES MASTER FUND L.P. |
| Street Address: | 200 Clarendon Street |
| Internal Address: | 51st Floor |
| City: | Boston |
| State/Country: | MASSACHUSETTS |
| Postal Code: | 02110 |
| Entity Type: | LIMITED PARTNERSHIP: CAYMAN ISLANDS |

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
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

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|--------------------|-------------------|
| NAME OF SUBMITTER: | Katarzyna Schmidt |
|--------------------|-------------------|

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|------------|---------------------|
| Signature: | /Katarzyna Schmidt/ |
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TRADEMARK

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 Credit 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"), MAST SELECT OPPORTUNITIES MASTER FUND L.P., 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: Barry S. Major
Name: Barry S. Major
Title: President

SPECIALTY BOOKS, INC.

By: Barry S. Major
Name: Barry S. Major
Title: President

[Signature Page to Notice of Security Interest - Trademarks]

TRADEMARK
REEL: 004829 FRAME: 0142

Acknowledged and Accepted:

MAST SELECT OPPORTUNITIES MASTER FUND L.P.,
as Administrative Agent

By: Mast Select Opportunities GP, LLC,
its General Partner

By: Peter A. Reed

Name: Peter A. Reed

Title: Authorized Signatory