

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Notice of Grant of Security Interest in U.S. Trademarks

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Nebraska Book Company, Inc.		03/04/2013	CORPORATION: DELAWARE
Specialty Books, Inc.		03/04/2013	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	Mast Select Opportunities Master Fund L.P., as Administrative Agent
<b>Street Address:</b>	200 Clarendon Street
<b>Internal Address:</b>	51st Floor
<b>City:</b>	Boston
<b>State/Country:</b>	MASSACHUSETTS
<b>Postal Code:</b>	02116
<b>Entity Type:</b>	LIMITED PARTNERSHIP: DELAWARE

**PROPERTY NUMBERS Total: 34**

Property Type	Number	Word Mark
Serial Number:	76119855	CONNECT2ONE
Serial Number:	75925323	WEBPRISM
Serial Number:	75925321	NBCPRISM
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
Serial Number:	77006427	RIPPLE
Serial Number:	77105056	CAMPUS AUTHENTIC
Serial Number:	77358131	COLLEGE STORE DESIGN

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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:**

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

Phone: 617-341-7717  
 Email: mfisher@morganlewis.com  
 Correspondent Name: Marney Smyth Fischer  
 Address Line 1: Morgan Lewis & Bockius LLP  
 Address Line 2: 225 Franklin Street, 16th Floor  
 Address Line 4: Boston, MASSACHUSETTS 02110

NAME OF SUBMITTER:	Marney Smyth Fischer
Signature:	/Marney Smyth Fischer/
Date:	03/04/2013

Total Attachments: 5

**TRADEMARK**  
**REEL: 004974 FRAME: 0312**

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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 March 4, 2013 (as the same may be amended, modified, extended or restated from time to time, the "Security Agreement") by and among NEBRASKA BOOK COMPANY, INC., a Delaware corporation ("Parent"), CAMPUS AUTHENTIC LLC, a Delaware limited liability company ("Campus Authentic"), 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, 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
CONNECT2ONE*	2,480,012	8/21/2001	76/119,855	8/31/2000	Nebraska Book Company, Inc.
WEBPRISM	2,817,707	2/24/2004	75/925,323	2/9/2000	Nebraska Book Company, Inc.
NBCPRISM	2,568,157	5/7/2002	75/925,321	2/9/2000	Nebraska Book Company, Inc.
NBC and Design	1,312,759	1/1/1985	73/457,327	12/16/1983	Nebraska Book Company, Inc.
CAMPUSHUB	2,867,029	7/27/2004	75/925,306	2/9/2000	Nebraska Book Company, Inc.
CAMPUSHUB	3,669,119	8/18/2009	77/663,051	2/4/2009	Nebraska Book Company, Inc.
CAMPUSHUB	3,739,013	1/19/2010	77/663,067	2/4/2009	Nebraska Book Company, Inc.
ULOAD	3,685,557	9/22/2009	77/674,052	2/19/2009	Nebraska Book Company, Inc.
JUMPBOOKS	3,346,005	11/27/2007	78/869,361	4/25/2006	Nebraska Book Company, Inc.
VALIDIS	3,349,098	12/4/2007	77/006,352	9/25/2006	Nebraska Book Company, Inc.

Mark	Reg. No.	Reg. Date	Serial No.	App. Date	Owner of Record
RIPPLE	3,373,501	1/22/2008	77/006,427	9/25/2006	Nebraska Book Company, Inc.
CAMPUS AUTHENTIC	3,328,622	11/6/2007	77/105,056	2/12/2007	Nebraska Book Company, Inc.
COLLEGE STORE DESIGN and Design	3,484,123	8/12/2008	77/358,131	12/21/2007	Nebraska Book Company, Inc.
FOUNDERS	3,671,529	8/25/2009	77/358,201	12/21/2007	Nebraska Book Company, Inc.
WINPRISM	3,484,126	8/12/2008	77/358,228	12/21/2007	Nebraska Book Company, Inc.
NBC TEXTBOOKS	3,484,122	8/12/2008	77/358,077	12/21/2007	Nebraska Book Company, Inc.
COLLEGE DINING DESIGN and Design	3,670,280	8/18/2009	77/413,706	3/5/2008	Nebraska Book Company, Inc.
CAMPUS AUTHENTIC	3,640,881	6/16/2009	77/452,337	4/18/2008	Nebraska Book Company, Inc.
TRADITIONS and Design	2,923,017	2/1/2005	78/344,625	12/23/2003	Nebraska Book Company, Inc.
GIVE US A CLICK and Design	2,759,396	9/2/2003	76/082,507	7/3/2000	Nebraska Book Company, Inc.
COLLEGE CONVENIENCE STORE DESIGN and Design	3,967,523	5/24/2011	77/967,452	3/24/2010	Nebraska Book Company, Inc.
MOBILE BUYBACK UNIT	3,933,020	3/15/2011	85/018,521	4/20/2010	Nebraska Book Company, Inc.
MOBILE BUYBACK	3,933,019	3/15/2011	85/018,476	4/20/2010	Nebraska Book Company, Inc.
NEEBO	4,119,082	3/27/2012	85/021,123	4/22/2010	Nebraska Book Company, Inc.
NEEBO	4,129,218	4/17/2012	85/021,073	4/22/2010	Nebraska Book Company, Inc.
NEEBO	3,968,022	5/24/2011	85/975,202	4/22/2010	Nebraska Book Company, Inc.
NEEBO and Design	4,016,137	8/23/2011	85/290,374	4/8/2011	Nebraska Book Company, Inc.
NEEBO and Design	N/A	N/A	85/286,876	4/5/2011	Nebraska Book Company, Inc.
NEEBO and Design	4,129,909	4/17/2012	85/976,290	4/5/2011	Nebraska Book Company, Inc.
NEEBO	N/A	N/A	85/021,117	4/22/2010	Nebraska Book Company, Inc.
NEEBO	N/A	N/A	85/021,087	4/22/2010	Nebraska Book Company, Inc.

Mark	Reg. No.	Reg. Date	Serial No.	App. Date	Owner of Record
NEEBO	N/A	N/A	85/301,084	4/21/2011	Nebraska Book Company, Inc.
NEEBO DESIGN	N/A	N/A	85/301,095	4/21/2011	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,

NEBRASKA BOOK COMPANY, INC.

By: Alexi A. Wellman  
Name: Alexi A. Wellman  
Title: CFO


SPECIALTY BOOKS, INC.

By: Alexi A. Wellman  
Name: Alexi A. Wellman  
Title: CFO

Acknowledged and Accepted:

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

By: Mast Select Opportunities GP, LLC  
its General Partner

By:   
Name: Adam Kleinman  
Title: Authorized Signatory

[Signature Page to Notice of Grant of Security Interest - Trademarks]

RECORDED: 03/04/2013

**TRADEMARK**  
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