

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest in U.S. Trademarks		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Neebo, Inc.		06/29/2013	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Wilmington Trust, National Association		
Street Address:	246 Goose Lane, Suite 105		
City:	Guilford		
State/Country:	CONNECTICUT		
Postal Code:	06437		
Entity Type:	Bank: UNITED STATES		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Serial Number:	85900562	PRISM360	
Serial Number:	85900568	PRISM360+	
Serial Number:	85917114	INTUITION	
Serial Number:	85917115	BOOKSMART	
CORRESPONDENCE DATA			
Fax Number:			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	4048705651		
Email:	sue.wisch@agg.com		
Correspondent Name:	Sue Wisch		
Address Line 1:	171 17th St NW Suite 2100		
Address Line 2:	Arnall Golden Gregory LLP		
Address Line 4:	Atlanta, GEORGIA 30363		
ATTORNEY DOCKET NUMBER:	F145436		

OP \$115.00 85900562

NAME OF SUBMITTER:	Sue Wisch
Signature:	/Sue Wisch/
Date:	07/08/2013
Total Attachments: 3 source=0266_001#page2.tif source=0266_001#page3.tif source=0266_001#page4.tif	

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

June 29, 2013

To: United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to that certain Pledge 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 NEEBO, INC., a Delaware corporation, certain of its subsidiaries, and WILMINGTON TRUST, NATIONAL ASSOCIATION, in its capacity as "Collateral Agent", 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 Collateral Agent:

U.S. TRADEMARK REGISTRATIONS

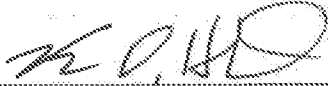
Mark	Reg. No.	Reg. Date	Serial No.	App. Date	Owner of Record
PRISM360	Pending	Pending	85/900562	4/10/2013	Nebraska Book Company, Inc.
PRISM360+	Pending	Pending	85/900568	4/10/2013	Nebraska Book Company, Inc.
InTuition	Pending	Pending	85/917114	4/29/2013	Nebraska Book Company, Inc.
BookSmart	Pending	Pending	85/917115	4/29/2013	Nebraska Book Company, Inc.

[Signature pages to follow]

The undersigned and the Collateral 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:   
Name: KEVIN P. HAGGARD  
Title: SECRETARY

Acknowledged and Accepted:

**WILMINGTON TRUST, NATIONAL ASSOCIATION,**  
as Collateral Agent

By: 

Name: Joseph P. O'Donnell

Title: Vice President

Notice of Grant of Security Interest in U.S. Trademarks  
5602740

RECORDED: 07/08/2013

TRADEMARK  
REEL: 005065 FRAME: 0416