

05-11-2000



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OPR/FINANCE
**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
 - Security Agreement Nunc Pro Tunc Assignment
 - Merger Change of Name
 - Other
- Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

- Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

FOR OFFICE USE ONLY

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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 002069 FRAME: 0941

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Registration Number(s)

<input type="text" value="1,827,826"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

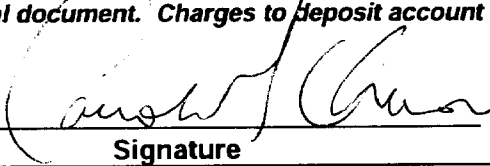
Yes

No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Caroline G. Chicoine
Name of Person Signing


Signature

April 17, 2000
Date Signed

NUNC PRO TUNC TRADEMARK ASSIGNMENT

WHEREAS, AMERICAN WHOLESALE BOOK COMPANY, INC. a corporation duly organized under the laws of the State of Alabama, (hereinafter "Assignor"), having its principal office and place of business at 202 North Court Street, Florence, Alabama 35630, is the owner of the entire right, title and interest in and to the mark BOOK\$MART, including U.S. Registration No. 1,827,826.

WHEREAS, BOOKS-A-MILLION, INC. a corporation duly organized under the laws of the State of Delaware (hereinafter "Assignee"), having its principal office and place of business at P.O. Box 19768, Birmingham, Alabama 35219, is desirous of acquiring all rights, title and interest in and to said trademark, the registration therefor and the goodwill of the business associated therewith.

NOW, THEREFORE, for and in consideration of good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby sell, assign and transfer unto Assignee all of its right, title and interest in the United States in and to said trademark and the registration therefor, together with the goodwill of the business symbolized by said trademark.

Executed as of this 1st day of January, 1999.

AMERICAN WHOLESALE BOOK COMPANY, INC.
(Assignor)

Name: *Latoy S Jones*
Title: *Sr. Vice President*

Nunc Pro Tunc Trademark Assignment
American Wholesale Book Company, Inc. -
Books-A-Million, Inc.
Page 2

STATE OF ALABAMA)
) SS
COUNTY OF JEFFERSON)

On this 14th day of April, 2000 before me, the undersigned, a Notary Public in and for said State, personally appeared Patsy S. Jones known to me to be a Sr. Vice President of the corporation that executed the within instrument on behalf of the corporation therein named, and acknowledged to me that such corporation executed the within instrument pursuant to its by-laws or a resolution of its Board of Directors.

WITNESS my hand and official seal.

Tammy D. Mantau

Notary Public

My Commission Expires:

NOTARY PUBLIC, ALABAMA STATE AT LARGE
MY COMMISSION EXPIRES MARCH 18, 2002