

10-03-2001



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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Allbooks4less.com, Inc.

9.27.01

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State, Other

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: The Chase Manhattan Bank Internal Address: 16th Floor

Street Address: 1166 Avenue of the Americas City: New York State: NY Zip: 10036

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State, Other New York Banking corporation

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment, Merger, Security Agreement, Change of Name, Other

Execution Date: September 7, 2001

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 2,381,990

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: David Conroy Internal Address: 15th Floor Room 15-42 Kaye Scholer LLP

Street Address: 425 Park Avenue City: New York State: NY Zip: 10022

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 3.41) \$ 40.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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.

David Conroy Name of Person Signing

Signature

9/29/01 Date

Total number of pages including cover sheet, attachments, and document: 4

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

ASSIGNMENT FOR SECURITY INTEREST

(TRADEMARKS)

WHEREAS, Allbooks4less.com, a Delaware corporation (herein referred to as "Assignor"), has adopted, used and is using the trademarks listed on the annexed Schedule 1 annexed hereto as part hereof, which trademarks are registered in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, Assignor is obligated to The Chase Manhattan Bank, a New York banking corporation, as administrative and collateral agent (referred to herein as the "Assignee") and the other Secured Parties as defined in the Omnibus Pledge and Security Agreement dated as of September 7, 2001 (the "Security Agreement") among Assignor, the other Pledgors named therein and the Assignee for the payment and performance of the Secured Obligations (as defined in the Security Agreement); and

WHEREAS, pursuant to the Security Agreement, Assignor has granted to Assignee a security interest in, all right, title and interest of Assignor in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations;

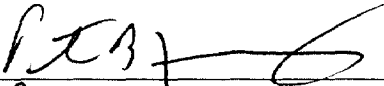
NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby grant to Assignee a security interest in the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

Assignor does hereby further acknowledge and affirm that the rights and remedies of Assignee with respect to the assignment of, security interest in and mortgage on the Collateral made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

Assignee's address is 1166 Avenue of the Americas, New York, New York 10036.

IN WITNESS WHEREOF, Assignor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of the 7 day of September, 2001.

(Signature page to follow)

By: 
Name: Peter Frantz
Title: Vice-President