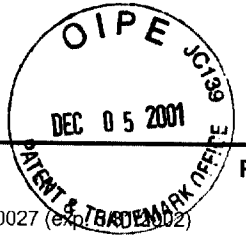


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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (Rev. 03/02)

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

1. Name of conveying party(ies):
Thelma Kidd and Karen B. Davis

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: Joseph-Beth Booksellers, LLC
Internal Address: _____
Address: _____

Street Address: 2692 Madison Road
City: Cincinnati State: OH Zip: 45208

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other Limited Liability Company

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: _____

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s) _____

B. Trademark Registration No.(s) 1,808,194
 1,796,000

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Mary Ward
 Internal Address: _____
 Boulton, Cummings, Connors & Berry, PLC

Street Address: 414 Union Street, Suite 1600

City: Nashville State: TN Zip: 37219

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41)..... \$ 65.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____

DO NOT USE THIS SPACE

9. Signature.
 Mary Ward _____ December 4, 2001
 Name of Person Signing Signature Date
 Total number of pages including cover sheet, attachments, and document:

12/07/2001 LMJELLER 00000003 1808194
 01 FC:481 40.00 OP
 02 FC:482 25.00 OP

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

TRADEMARK
 REEL: 002404 FRAME: 0862

RELEASE AND REASSIGNMENT

Thelma Kidd and Karen B. Davis, successor in interest to DK Booksellers, Inc. (collectively, "Lender"), hereby release in full their security interest arising under that Security Agreement dated October 31, 1997, of record at Reel 1690, Frame 0390, as amended by that certain First Amendment to Security Agreement dated May 29, 1998, and as further amended by that certain Second Amendment to Security Agreement dated October 9, 1998, both of record at Reel 1813, Frame 0426 (the "Security Agreement") which Security Agreement is of record at the United States Patent and Trademark Office.

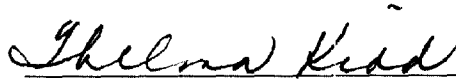
In addition, by this Release and Reassignment, and for the sole purpose of further evidencing the release of Lender's security interest, Lender hereby reassigns and transfers to Joseph-Beth Booksellers, LLC ("Borrower"), without any representation or warranty, all of Lender's interest in the following trademark registrations:

Registration No. 1,808,194, registered November 30, 1993; and

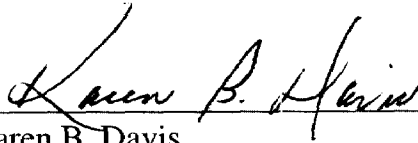
Registration No. 1,796,600, registered October 5, 1993

This document may be filed in the United States Patent and Trademark Office and in any other appropriate public offices, all at Borrower's expense.

Dated this 3rd day of December, 2001.



Thelma Kidd



Karen B. Davis

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, duly commissioned and qualified, Thelma Kidd, the within named bargainor, with whom I am personally acquainted, or proved to me on the basis of satisfactory evidence, and who acknowledged that she executed the foregoing instrument for the purposes therein contained.

Witness my hand seal at office this 4th day of December, 2001.

Mary C. Ward
Notary Public

My Commission Expires:

11/26/05

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, duly commissioned and qualified, Karen B. Davis, the within named bargainor, with whom I am personally acquainted, or proved to me on the basis of satisfactory evidence, and who acknowledged that she executed the foregoing instrument for the purposes therein contained.

Witness my hand seal at office this 4th day of December, 2001.

Mary C. Ward
Notary Public

My Commission Expires:

11/26/05