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

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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

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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):
LaSalle Business Credit, LLC

- [ ] Individual(s)
- [ ] Association
- [ ] General Partnership
- [ ] Limited Partnership
- [ ] Corporation-State
- [x] Other LLC

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

2. Name and address of receiving party(ies)
Name: Baker & Taylor, Inc.
Internal Address:
Street Address: 2550 West Tyvola Rd., Ste. 300
City: Charlotte State: NC Zip: 28217

- [ ] Individual(s) citizenship
- [ ] Association
- [ ] General Partnership
- [ ] Limited Partnership
- [x] Corporation-State Delaware
- [ ] Other

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

3. Nature of conveyance:

- [ ] Assignment
- [ ] Merger
- [x] Security Agreement
- [ ] Change of Name
- [ ] Other

Execution Date: 05/06/04

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

A. Trademark Application No.(s)
See Schedule A

B. Trademark Registration No.(s)
See Schedule A

Additional number(s) attached [x] Yes [ ] No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Adam M. Grandy, Legal Assistant
Internal Address: c/o Palmer & Dodge LLP
Street Address: 111 Huntington Avenue
City: Boston State: MA Zip: 02199

6. Total number of applications and registrations involved: 42

7. Total fee (37 CFR 3.41).....$ 1,065

- [ ] Enclosed
- [x] Authorized to be charged to deposit account

8. Deposit account number:
16/0085

DO NOT USE THIS SPACE

9. Signature.

Adam M. Grandy — Name of Person Signing
Signature
05/07/04 — Date

Total number of pages including cover sheet, attachments, and document: 9

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

CH $1065.00 160085 75506922

SCHEDULE A

TRADEMARK REGISTRATIONS

Grantor	Mark	Registry	Registration No.	Reg. Date	Status
BT1	ACADEMIA	United States	2,143,981	3/17/98	Registered
BT1	ACQUIRE	United States	1,500,012	8/9/88	Registered
BT1	AUTOMATICALLY YOURS	United States	2,079,090	7/15/97	Registered **8 & 15 due 7/15/03**
BT1	A/V ACCESS	United States	1,721,624	10/6/92	Registered Assigned to B&T on 9/27/02
BT1	B&T LINK	United States	1,670,916	12/31/91	Registered
BT1	B&T MARC	United States	1,852,716	9/6/94	Registered
BT1	BAKER&TAYLOR	United States	1,131,530	2/26/80	Registered
BT1	BATAPHONE	United States	1,308,295	12/4/84	Registered
BT1	BATASYSTEMS	United States	1,330,009	4/9/85	Registered
BT1	BIBLIOSTAT	United States	2,355,831	6/6/00	Registered
BT1	BIBLIOSTAT COLLECT	United States	2,372,567	8/1/00	Registered
BT1	BIBLIOSTAT CONNECT	United States	2,355,830	6/6/00	Registered
BT1	BOOK ALERT	United States	1,546,395	7/4/89	Registered
BT1	BOOKFINDER	United States	1,134,490	5/6/80	Registered
BT1	FORECAST	United States	1,546,394	7/4/89	Registered
BT1	HOT PICKS	United States	1,542,512	6/6/89	Registered
BT1	INFORMATA	United States	2,730,077	6/24/03	Registered
BT1	LIBRIS	United States	1,131,988	3/11/80	Registered
BT1	LIBRIS 2020	United States	1,994,373	8/20/96	Registered
BT1	MUSICFINDER	United States	1,652,544	7/30/91	Registered
BT1	PUBLISHERS' FRONT & CENTER	United States	2,439,838	4/3/01	Registered
BT1	SOUND VIDEO UNLIMITED	United States	1,263,274	1/3/84	Registered
BT1	STEPS	United States	1,653,849	8/13/91	Registered
BT1	TALKMEDIA	United States	1,944,697	12/26/95	Registered
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BT1	TITLETRACK (Stylized)	United States	2,382,229	9/5/00	Registered
BT1	VIDEO FINDER	United States	1,898,856	6/13/95	Registered

TRADEMARK APPLICATIONS

Grantor	Mark	Registry	Registration No.	Reg. Date	Status
BT1	A/V ACCESS PLUS	United States	76/504,385	4/8/03	Pending
BT1	B&T CATS	United States	76/506,917	4/16/03	Pending
BT1	B&T LINK ONLINE	United States	76/471,766	11/22/02	Pending
BT1	BT BOUND	United States	75/506,922	4/16/03	Pending
BT1	DISTRIBUTION SOLUTIONS GROUP	United States	76/481,018	1/8/03	Pending
BT1	ED	United States	(76/395,754)	4/15/02	Pending
BT1	INFORMATA.COM	United States	(76/051,590)	5/18/00	Pending
BT1	INFORMATA.COM and Design	United States	(76/072,626)	6/19/00	Pending
BT1	POWERED BY ED	United States	(76/277,448)	6/25/01	Pending
BT1	POWERED BY ED and Design	United States	(76/277,449)	6/25/01	Pending
BT1	SCOPE	United States	76/506,916	4/16/03	Pending
BT1	THELIBRARYPLACE.COM	United States	(75/794,639)	1/16/01	Pending Statement of Use past due 1/10/03 – BTI Disclaims any representation and warranty in the Agreement as to the enforceability and validity of such mark.
BT1	THE LIBRARYPLACE.COM and Design	United States	(76/072,630)	6/19/00	Pending Statement of Use past due 4/2/03 – BTI Disclaims any representation and warranty in the Agreement as to the enforceability and validity of such mark.
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RELEASE OF SECURITY INTERESTS IN TRADEMARKS

THIS RELEASE OF SECURITY INTERESTS IN TRADEMARKS (this "Release") is made as of May 6, 2004 ("Effective Date") by and between Baker & Taylor, Inc., a Delaware corporation, with its principal office at Three Coliseum Center, 2550 West Tyvola Road, Suite 300, Charlotte, North Carolina 28217 ("Grantor"), and LaSalle Business Credit, LLC, a Delaware limited liability company, as agent, for itself and various other lenders, with its principal office at 135 South LaSalle Street, Chicago, Illinois 60603 ("Grantee").

WHEREAS, pursuant to the terms and conditions of that certain Trademark Security Agreement by and between Grantor and Grantee dated as of July 18, 2003 (the "Trademark Security Agreement"), Grantor granted to Grantee a continuing security interest in and to all of Grantor's right, title and interest in and to all of its now owned or existing and hereafter acquired or arising trademarks, trade names, corporate names, company names, business names, fictitious business names, trade styles, service marks, logos, other business identifiers, prints and labels on which any of the foregoing have appeared or appear, all registrations and recordings thereof, and all applications to register the foregoing (other than "intent-to-use" applications until a verified statement of sue is filed with respect to such applications), including, without limitation, the United States trademark registrations and applications set forth on Schedule A attached hereto in each case, together with the goodwill associated therewith, and all income, royalties, proceeds, damages and payments now or hereafter due and/or payable under or with respect to any of the foregoing, including, without limitation, damages and payments for past, present and future infringement of any of the foregoing and the right to sue for past, present and future infringements of any of the foregoing (collectively, the "Trademarks");

WHEREAS, Grantor has paid all of its outstanding indebtedness to Grantee.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Grantee hereby terminates the Trademark Security Agreement, and hereby terminates, cancels and releases any and all security interests it has against the Trademarks.

Grantee represents and warrants that: (i) it has the full power and authority to execute this Release; (ii) it has not assigned, transferred, restricted or otherwise encumbered any security interest it has against the Trademarks; (iii) it has not recorded or otherwise evidenced its security interest with respect to any trademark, or registration of an application to register the foregoing, or any trade name or assumed name, other than those of the foregoing set forth on Schedule A (attached hereto), in any jurisdiction throughout the world; and (iv) Schedule B attached hereto sets forth a complete and correct list of all the filings made by or, to its knowledge, on behalf of Grantee to record or otherwise evidence any security interest it has against the Trademarks in any jurisdiction throughout the world (other than such filings made in the United States Patent & Trademark Office).

Grantee shall, at Grantor's expense, take all further actions, and provide to Grantor, its successors, assigns or other legal representatives, all such cooperation and assistance (including, without limitation, the execution and delivery of any and all documents or other

instruments), requested by Grantor to more fully and effectively effectuate the purposes of this Release.

* * * * *

#1072943

IN WITNESS WHEREOF, Grantee has caused this Release to be executed by its duly authorized representative as of the Effective Date.

LASALLE BUSINESS CREDIT, LLC, as Agent

By: _____
Name: THOMAS J. BRENNAN
Title: VICE PRESIDENT

#1072943

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SCHEDULE B

TRADEMARK FILINGS

None.