08-02-2004

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Form PTO-1594
1-31-92

RE

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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

1. Name of conveying party(ies):
Library Publications, Inc.

☐ Individuals ☐ Association
☐ General Partnership - ☐ Limited Partnership
☐ Corporation-State - Pennsylvania
☐ Other –

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

2. Name and address of receiving party(ies):

Name: Silver Point Finance, LLC
Internal Address:
Street Address: 600 Steamboat Road
City: Greenwich State: CT ZIP: 06830

☐ Individual(s) citizenship
☐ Association
☐ General Partnership
☐ Limited Partnership
☐ Corporation-
X Other Collateral Agent

3. Nature of conveyance:

☐ Assignment ☐ Merger
X Security Interest ☐ Change of Name
☐ Other

Execution Date: June 30, 2004

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

Trademark Registration No.(s)
1,799,313 and 2,602,663

Additional numbers attached? ☐ Yes X No

2004 JUL 27 AM 8:12
OPR/FINANCE

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Elizabeth A. Nunn, Senior Legal Assistant
Internal Address: c/o White & Case LLP
Street Address: 1155 Avenue of the Americas
City: New York State: New York ZIP: 10036

6. Total number of applications and registration involved 2

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

8. Deposit account number:
23-1705 (in event of deficiency)
(Attach duplicate copy of this page if paying by deposit account)

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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.

Elizabeth A. Nunn — Name of Person Signing
Signature
July 27, 2004 — Date

Total number of pages comprising cover sheet: 5

OMB No. 0651-0011 (exp. 4/94)

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Mail documents to be recorded with required cover sheet information to:

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Director of US Patent and Trademark Office
PO Box 1450
Alexandria, VA 22313-1450

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

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02 FC:8522 25.00 OP

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GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, LIBRARY PUBLICATIONS, INC., a Pennsylvania corporation (the "Grantor") with principal offices at 125 S. 22nd Street, Philadelphia, PA 19103, hereby grants to SILVER POINT FINANCE, LLC, as Collateral Agent, with principal offices at 600 Steamboat Road, Greenwich, CT 06830, (the "Grantee"), a security interest in (i) all of the Grantor's right, title and interest in and to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT is made to secure the satisfactory performance and payment of all the Obligations of the Grantor, as such term is defined in the Security Agreement among the Grantor, the other assignors from time to time party thereto and the Grantee, dated as of June 30, 2004 (as amended, modified, restated and/or supplemented from time to time, the "Security Agreement"). Upon the occurrence of the Termination Date (as defined in the Security Agreement), the Grantee shall execute, acknowledge, and deliver to the Grantor an instrument in writing releasing the security interest in the Marks acquired under this Grant.

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the 30th day of June, 2004.

LIBRARY PUBLICATIONS, INC., Grantor

By_____

Name: David Steinberger

Title: President and Chief Executive Officer

STATE OF NEW YORK
) ss:
COUNTY OF NEW YORK

On this 30th day of June, 2004, before me personally came DAVID STEINBERGER who, being by me duly sworn, did state as follows: that he is PRESIDENT AND CHIEF EXECUTIVE OFFICER of LIBRARY PUBLICATIONS, INC., that he is authorized to execute the foregoing Grant on behalf of said corporation and that he did so by authority of the Board of Directors of said corporation.

Notary Public

MICHAEL R. STEWART
Notary Public, State of New York
No. 01ST6047403
Qualified in Kings County
Commission Expires 08-28-2006

SILVER POINT FINANCE, LLC,
as Collateral Agent and Grantee

By_____
Name: Thomas J. Steiglehner
Title: Authorized Signatory

STATE OF CONNECTICUT)
) ss:
COUNTY OF FAIRFIELD)

On this 30th day of June, 2004, before me personally came Thomas J. Steiglehner who, being by me duly sworn, did state as follows: that [s]he is authorized signatory of SILVER POINT FINANCE, LLC, that [s]he is authorized to execute the foregoing Grant on behalf of said corporation and that [s]he did so by authority of the Board of Directors of said corporation.

Notary Public

BRIAN A. JARMAIN
NOTARY PUBLIC, State of New York
No. 01JA5044011
Qualified in New York County
Commission Expires May 22, 2007

SCHEDULE A

Trademark	Owner	Serial Number Filing Date	Registration Number and Date
RUNNING PRESS	Library Publications, Inc.	74/325,786 October 26, 1992	1,799,313 October 19, 1993
BUSY BLOCK BOOKS	Library Publications, Inc.	76/212,680 February 9, 2001	2,602,663 July 30, 2002