

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
LMS Intellibound, Inc.		05/02/2007	CORPORATION: GEORGIA
RECEIVING PARTY DATA			
Name:	MCG Capital Corporation, as Administrative Agent		
Street Address:	1100 Wilson Boulevard		
Internal Address:	Suite 300		
City:	Arlington		
State/Country:	VIRGINIA		
Postal Code:	22209		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	2910835	LMS LMS INTELLIBOUND INC	
Registration Number:	2887677	LMS INTELLIBOUND, INC.	
CORRESPONDENCE DATA			
Fax Number:	(919)416-8363		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	9192868041		
Email:	pto_tmconfirmation@mvalaw.com		
Correspondent Name:	Moore & Van Allen PLLC		
Address Line 1:	430 Davis Drive		
Address Line 2:	Suite 500		
Address Line 4:	Morrisville, NORTH CAROLINA 27560		
ATTORNEY DOCKET NUMBER:	20286.23NTSENIORMCGLMSEAR		
NAME OF SUBMITTER:	Ellen A. Rubel		

OP \$65.00 2910835

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TRADEMARK
REEL: 003543 FRAME: 0103

Signature:	/Ellen A. Rubel/
Date:	05/16/2007
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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Senior Security Agreement (as amended, modified, supplemented, extended and/or restated from time to time, the "Agreement") dated as of May 2, 2007 by and among the Grantors party thereto (each a "Grantor" and collectively, the "Grantors") and MCG Capital Corporation, in its capacity as administrative agent (in such capacity, the "Administrative Agent") for the holders of the Secured Obligations, as such term is defined therein, the undersigned Grantor has granted a continuing security interest in and continuing lien upon the trademarks and trademark applications shown on Schedule 1 hereto, to the Administrative Agent for the benefit of the holders of the Secured Obligations.

The undersigned Grantor and the Administrative Agent hereby acknowledge and agree that the security interest in the foregoing intellectual property (i) may only be terminated in accordance with the terms of the Agreement and (ii) is not to be construed as an assignment of any intellectual property.

Very truly yours,

LMS INTELLIBOUND, INC.,
a Georgia corporation

By: 

Name: Steven Taylor

Title: Chief Executive Officer

Acknowledged and Accepted:

MCG CAPITAL CORPORATION, as Administrative Agent

By: 

Name: William Ford

Title: Managing Director and Senior Vice President

Notice of Grant of Security Interest in Trademarks (Senior)
Signature Page

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Schedule 1

LMS Intellibound, Inc.
(Georgia corporation)

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
LMS LMS INTELLIBOUND INC and Design	2910835	12/14/04
LMS INTELLIBOUND, INC.	2887677	9/21/04