

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Great American Opportunities, Inc.		04/21/2008	CORPORATION: TENNESSEE

RECEIVING PARTY DATA

Name:	FRP, Inc.
Street Address:	2451 Atrium Way
City:	Nashville
State/Country:	TENNESSEE
Postal Code:	37214
Entity Type:	CORPORATION: TENNESSEE

PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Registration Number:	2086446	CHILDREN'S MARKETPLACE
Registration Number:	2007786	COOKBOOK MARKETPLACE
Registration Number:	0800717	FAVORITE RECIPES
Registration Number:	3238684	FRP
Registration Number:	3219257	FRP COOKBOOK UNIVERSITY
Registration Number:	3200137	FRP LIFESTYLE COOKBOOKS
Registration Number:	3319126	THE BOOKSMITH GROUP

CORRESPONDENCE DATA

Fax Number: (202)530-1055
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: (202) 530-1010
 Email: ehaughey@fchs.com
 Correspondent Name: Edmund J. Haughey
 Address Line 1: 30 Rockefeller Plaza
 Address Line 4: New York, NEW YORK 10112-3800

CH \$190.00 2086446

ATTORNEY DOCKET NUMBER:	03866.500100
NAME OF SUBMITTER:	Edmund J. Haughey
Signature:	/ehaughey/
Date:	04/21/2008
Total Attachments: 7 source=SCAN3410_000#page1.tif source=SCAN3410_000#page2.tif source=SCAN3410_000#page3.tif source=SCAN3410_000#page4.tif source=SCAN3410_000#page5.tif source=SCAN3410_000#page6.tif source=SCAN3410_000#page7.tif	

BILL OF SALE
(Intellectual Property and Related Assets)

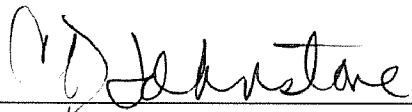
KNOW ALL PERSONS BY THESE PRESENTS, that GREAT AMERICAN OPPORTUNITIES, INC., a Tennessee corporation, with principal offices at 2451 Atrium Way, Nashville, Tennessee 37214 (the "Transferor"), doing business as FRP, a division thereof, in furtherance of action of the Board of Directors of Transferor and its sole shareholder, Southwestern/Great American, Inc., and for valuable and good consideration given Transferor, the receipt and sufficiency of which Transferor hereby acknowledges, does hereby grant, sell, transfer, assign and set over unto FRP, Inc, a Tennessee corporation, duly organized on December 17, 2007 (the "Transferee"), and which is also a wholly-owned subsidiary of Southwestern/Great American, Inc., all of Transferor's rights, title and interest (including the goodwill associated therewith), and immediate possession relative to that certain compilation of intellectual property and related assets of the former FRP division of Transferor, (the "Assets"), and said Assets are further defined in the Addendum attached hereto and made a part hereof.

Transferor warrants its full authority and lawful right to enter into this legal instrument and to transfer the Assets to Transferee, free and clear of any rights, liens or encumbrances of any other person or entity. Transferor conveys said Assets to Transferee free and clear of any known challenges, rights, liens, and encumbrances of any third parties, whatsoever, for Transferee to have and to hold forever.

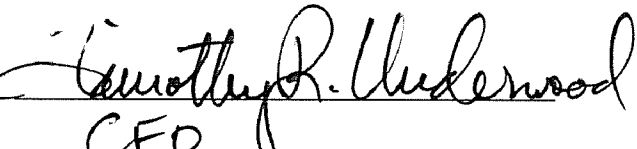
Transferor, its officers and legal representatives will execute and deliver to Transferee such other documents necessary for the Transferee to effect fully this conveyance.

IN WITNESS WHEREOF, Transferor has caused this Bill of Sale to be executed on this 21st day of April, 2008.

TRANSFEROR:

Signed by:  Date: 4/21/08
Its: VP & Treasurer

ACKNOWLEDGED
by TRANSFEE:

By:  Date: 4/21/08
Its: CFO

ADDENDUM

Schedule of Assets

MARK	COUNTRY	GOODS/ SERVICES	APPLN. NO.	FILING DATE	REG. NO.	REG. DATE
CHILDREN'S MARKETPLACE	United States	Class 42: Distributorship featuring books for and about children	75/028,209	Nov. 14, 1995	2,086,446	Aug. 5, 1997
COOKBOOK MARKETPLACE	United States	Class 42: Wholesale distributorships featuring cookbooks	74/677,044	May 19, 1995	2,007,786	Oct. 15, 1996
FAVORITES RECIPES	United States	Class 16: Recipe books	72/194,871	Jun. 4, 1964	800,717	Dec. 21, 1965
FRP	United States	Class 16: Books, namely, cookbooks, history books, commemorative books about historic institutions and organizations in both the business and not- for-profit sectors, educational books featuring subject-by- subject study guides for homework and reference at the elementary and secondary levels, and children's books Class 35: Consulting services in the field of marketing books Class 41: Book- publishing services	76/661,142	Jun. 6, 2006	3,238,684	May 8, 2007
FRP COOKBOOK UNIVERSITY	United States	Class 41: Providing information and instruction in the field of cookbook publishing	76/645,145	Aug. 18, 2005	3,219,257	Mar. 20, 2007

MARK	COUNTRY	GOODS/ SERVICES	APPLN. NO.	FILING DATE	REG. NO.	REG. DATE
FRP LIFESTYLE COOKBOOKS	United States	Class 41: Providing information and instruction in the field of cookbook publishing by or on behalf of healthcare organizations	76/645,144	Aug. 18, 2005	3,200,137	Jan. 23, 2007
THE BOOKSMITH GROUP	United States	Class 35: Consulting services in the field of marketing books Class 41: Book- publishing services	76/650,135	Nov. 10, 2005	3,319,126	Oct. 23, 2007

... in addition to the following:

- All proprietary systems of the Transferor/Assignor which are being switched over to the Transferee/Assignee.
- All business confidential and proprietary information of Transferor/Assignor, including trade secrets and special know-how, which pertain to and promote the operations and goodwill of the Transferee/Assignee.
- All unregistered copyrights, trademarks and service marks of Transferor/Assignor that relate to and promote the operations and goodwill of the Assignee/Transferee, including without limitation all proprietary data, images and text contained on the Company's web site(s).
- All domain names and URL's that include @frpbooks.com or any derivative thereof.
- Any registered trademarks, service marks, copyrights and patents owned by the Transferor/Assignee that relate to and promote the operations and goodwill of the Transferee/Assignee that are not listed above but nevertheless exist and continue to be valid and enforceable.

ASSIGNMENT OF INTELLECTUAL PROPERTY RIGHTS AND RELATED ASSETS

For valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the undersigned for GREAT AMERICAN OPPORTUNITIES, INC., a Tennessee corporation, with principal offices at 2451 Atrium Way, Nashville, Tennessee 37214 (the "Assignor"), hereby irrevocably assigns unto FRP, Inc., a Tennessee corporation duly organized and chartered on December 17, 2007, also with principal offices at 2451 Atrium Way, Nashville, Tennessee 37214, (hereinafter the "Assignee"), the following;

- A. All copyrights, titles, trade marks, service marks, trade names, logos, trade dress and all other intellectual property of Assignor and its former division formerly known as Favorite Recipes Press, doing business as FRP, (herein "FRP"), relative to FRP's publishing services and its marketing, production and sales of customer books and products, and commemorative books, including, without limitation, the trade marks and service marks outlined in the attached Addendum made an integral part hereof;
- B. The email domain, frpbooks.com and all derivatives thereof;
- C. All source code, data and contents of all web sites of FRP that contain or relate to the operations and intellectual property of FRP;
- D. All license agreements and other contracts and agreements of FRP, including any relative to items A. – C. set forth above; and

... all of Assignor's rights, title and interest thereto, together with the goodwill associated therewith, (hereinafter collectively referred to as the "Assigned Rights").

The principal purpose of this Assignment is to effect the orderly and lawful transfer of all of Assignor's intellectual property rights and other rights, title and interest (in including the related goodwill) to the Assigned Rights to Assignee in conjunction with Assignee becoming independently organized as a wholly-owned subsidiary of the parent of both the Assignor and the Assignee, namely, Southwestern/Great American, Inc., a Tennessee corporation.

The parties acknowledge that Assignee is materially relying on this Assignment in furtherance of its purchasing and receiving from Assignor substantially all of the intellectual property/assets of Assignor which constituted Assignor's previous business known as FRP to enable Assignee to continue the FRP business as a separate corporation without business interruption or loss of value. This Assignment is intended to be irrevocable.

This Assignment inures to the benefit of Assignee, its parent and their respective successors and permitted assigns. This Assignment is made in Nashville, Davidson County, Tennessee and is governed by the laws and legal interpretations of the State of Tennessee.

Assignor and Assignee intend for this Assignment to take effect, *nunc pro tunc*, as of December 17, 2007, when FRP, Inc., the Assignee, was chartered and duly organized under the laws of the State of Tennessee.

Done and signed by and for the undersigned Assignors, jointly and severally, on this 21st day of April, 2008.

ASSIGNOR:

By: C. D. Johnstone

Its: VP & Treasurer

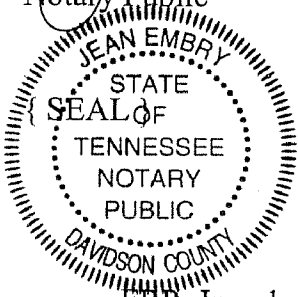
NOTARY ACKNOWLEDGEMENT

State of Tennessee)
County of Davidson)

Personally appeared before me, a Notary Public for said County and said State, Cynthia D. Johnstone, who, in his ^{her} capacity as the VP & Treasurer of Great American Opportunities, Inc., and who being known to me, and with full authority, signed the aforementioned Assignment on this 21st day of April, 2008.

Jean Embry
Notary Public

My commission expires: January 3, 2011



ACKNOWLEDGEMENT BY ASSIGNEE

FRP, Inc., by the undersigned, and as Assignee, hereby acknowledges its receipt of this Assignment and assumes and accepts all rights, title and interest formerly of Assignor of the Assigned Rights and the related intellectual property and goodwill of the Assignor.

By: Timothy R. Underwood

Title: CFO

Date: 4/21/08

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