TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Correction of an Error Made in a Security Interest Incorrectly Recorded Against Registration No. 2323493 At Reel/Frame 1926/0533

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Fleet National Bank, as Agent		07/29/2008	Unknown:

RECEIVING PARTY DATA

Name:	Fleet National Bank, As Agent
Street Address:	One Federal St.
City:	Boston
State/Country:	MASSACHUSETTS
Postal Code:	02110
Entity Type:	Unknown:

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2323493	SOLUTIONS CHALLENGE

CORRESPONDENCE DATA

Fax Number: (646)728-2614
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 212-596-9000
Email: tmfilings@fishneave.com
Correspondent Name: Nicholas J. Vogt, Ropes & Gray LLP
Address Line 1: 1211 Avenue of the Americas
Address Line 4: New York, NEW YORK 10036

ATTORNEY DOCKET NUMBER:	HHC-445 CORRECT SEC. INT
NAME OF SUBMITTER:	Nicholas J. Vogt
Signature:	/Nicholas J. Vogt/
Date:	07/30/2008

CH $40.00 2323493

Total Attachments: 2
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IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In The Matter Of

Reg. No.	:	2,323,493
Mark	:	SOLUTIONS CHALLENGE
Classes	:	42
Registrant	:	BIC Acquisition, LLC
Reg. Date	:	February 29, 2000

DECLARATION OF NICHOLAS VOGT

I, Nicholas Vogt, declare as follows:

1. I am an associate of the law firm of Ropes & Gray LLP, the attorneys for registrant, BIC Acquisition, LLC ("BIC"). BIC is the owner of U.S. Reg. No. 2,323,493, SOLUTIONS CHALLENGE. I make this declaration to correct the mark's chain-of-title, which contains an improperly recorded trademark security agreement.

2. On July 12, 1999, Audio Book Club, Inc., ABC Internet Services, Inc., ABC Investment Corp. and CH Acquisitions Corp. (collectively the "Assignors") filed a Trademark Security Agreement, dated December 31, 1998, with the United States Patent and Trademark Office ("USPTO"), under which Assignors granted a security interest to a number of their U.S. trademarks registrations to Fleet National Bank, One Federal Street, Boston, Massachusetts 02110. This Trademark Security Agreement was recorded in Reel 1926, Frame 0533.

3. The Assignors' schedule of trademarks, recorded in Reel 1926, Frame 0533, mistakenly contained the serial number for SOLUTIONS CHALLENGE

TRADEMARK
REEL: 003828 FRAME: 0065

(now U.S. Reg. No. 2,323,493), but this mark was never owned by any of the Assignors. At the time of the Assignors' security agreement with Fleet National Bank, Brigham's Inc. was the rightful owner of all right, title and interest to U.S. Reg. No. 2,323,493, and Brigham's, Inc. never consented to include its mark in this security agreement. My client, BIC, is the successor-in-interest to U.S. Reg. No. 2,323,493.

4. The Assignors' inclusion of U.S. Reg. No. 2,323,493 in their schedule of trademarks was a mistake, and I am filing this declaration to correct the chain-of-title of U.S. Reg. No. 2,323,493 to reflect this fact. Accordingly, I request that the conveyance recorded at Reel 1605, Frame 0981 be amended to reflect that (i) Brigham's Inc. was not a party to the Assignors' December 31, 1998 Trademark Security Agreement and (ii) U.S. Reg. No. 2,323,493, SOLUTIONS CHALLENGE was not the subject of the Assignors' December 31, 1998 Trademark Security Agreement.

5. All statements made herein of my own knowledge are true and all statements made on information and belief are believed to be true, and these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under 18 U.S.C. § 1001, and that such willful false statements may jeopardize the validity of the application or any resulting registration.

Dated: July 29, 2008

Nicholas Vogt