

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

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|-----------------------------------|--|-----------------------------------|-----------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Book-Of-The-Month-Club, Inc. | | 09/04/2008 | CORPORATION: NEW YORK |
| RECEIVING PARTY DATA | | | |
| Name: | BD Book Clubs G.P. | | |
| Doing Business As: | DBA Bookspan | | |
| Street Address: | 501 Franklin Avenue | | |
| City: | Garden City | | |
| State/Country: | NEW YORK | | |
| Postal Code: | 11530 | | |
| Entity Type: | General Partnership: DELAWARE | | |
| PROPERTY NUMBERS Total: 18 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 1059199 | BOOK-OF-THE-MONTH | |
| Registration Number: | 0516488 | BOOK-OF-THE-MONTH CLUB | |
| Registration Number: | 0968359 | BOOK-OF-THE-MONTH CLUB | |
| Registration Number: | 2256398 | BOOK-OF-THE-MONTH CLUB | |
| Registration Number: | 1029328 | BOOK-OF-THE-MONTH CLUB NEWS | |
| Registration Number: | 3176966 | BOOK-OF-THE-MONTH NEWS | |
| Registration Number: | 2234916 | BOOKSPAN | |
| Registration Number: | 2158615 | CHILDREN'S BOOK-OF-THE-MONTH CLUB | |
| Registration Number: | 2158616 | CHILDREN'S BOOK-OF-THE-MONTH CLUB | |
| Registration Number: | 1823444 | CRAFTER'S CHOICE | |
| Registration Number: | 1493727 | HOMESTYLE BOOKS | |
| Registration Number: | 2074321 | ONE SPIRIT | |
| Registration Number: | 2080004 | ONE SPIRIT | |
| | | | |

OP \$465.00 1059199

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TRADEMARK
REEL: 003918 FRAME: 0970

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|----------------------|---------|-----------------------------|
| Registration Number: | 1549625 | QPB |
| Registration Number: | 1100947 | QUALITY PAPERBACK BOOK CLUB |
| Registration Number: | 2079919 | THE GOOD COOK |
| Registration Number: | 1392691 | THE HISTORY BOOK CLUB |
| Registration Number: | 1804463 | TRIANGLE CLASSICS |

CORRESPONDENCE DATA

Fax Number: (404)881-7777

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 404-881-7000

Email: betsy.perkins@alston.com

Correspondent Name: Laura Kees

Address Line 1: 1201 West Peachtree Street

Address Line 2: c/o Alston & Bird LLP

Address Line 4: Atlanta, GEORGIA 30309-3424

| | |
|-------------------------|---------------|
| ATTORNEY DOCKET NUMBER: | 055205/223608 |
| NAME OF SUBMITTER: | Laura Kees |
| Signature: | /Laura Kees/ |
| Date: | 01/14/2009 |

Total Attachments: 7

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BILL OF SALE AND ASSIGNMENT

BILL OF SALE AND ASSIGNMENT, dated as of the 4th day of September, 2008, by and between Book-Of-The-Month Club, Inc., a New York corporation ("BOMC"), Time Inc., a Delaware corporation ("Time", and collectively with BOMC, the "Sellers"), and BD Book Clubs G.P. d/b/a Bookspan, a Delaware general partnership ("Buyer").

WHEREAS, Book-of-the-Month Club Holdings LLC, a subsidiary of BOMC ("BOMC Holdings"), Bookspan Holdings LLC, Time, Bertelsmann AG and Doubleday Direct, Inc. have entered into a Purchase Agreement, dated as of April 9, 2007, which provided for BOMC Holdings' sale to Bookspan Holdings of all of BOMC Holdings' partnership interest in Buyer;

WHEREAS, BOMC now desires to sell, assign, transfer, convey and deliver to Buyer, and Buyer now desires to purchase, acquire and accept from BOMC, all of BOMC's right, title and interest in and to the Book-of-the-Month Club related trademarks listed on the attached Schedule A (the "Trademarks"), together with all good will associated therewith and the right to sue for past infringements; and

WHEREAS, the Sellers now desire to sell, assign, transfer, convey and deliver to Buyer, and Buyer now desires to purchase, acquire and accept from Sellers, all of Sellers' right, title and interest in and to the Book-of-the-Month Club related domain names listed on the attached Schedule B, together with all good will associated therewith and the right to sue for past infringements (the "Domain Names").

NOW, THEREFORE, in consideration of the premises, and of other good and valuable consideration the receipt and adequacy of which are hereby acknowledged, the Sellers and Buyer hereby agree as follows:

1. BOMC by this Bill of Sale and Assignment does, effective from and after the date hereof, hereby sell, assign, transfer, convey and deliver to Buyer, its successors and assigns forever, all of its right, title and interest as of the date hereof in the Trademarks, together with all good will associated therewith and the right to sue for past infringements.

2. The Sellers by this Bill of Sale and Assignment do, effective from and after the date hereof, hereby sell, assign, transfer, convey and deliver to Buyer, its successors and assigns forever, all of their right, title and interest as of the date hereof in the Domain Names, together with all good will associated therewith and the right to sue for past infringements.

3. The total consideration for all of Sellers' obligations hereunder shall be the payment by Buyer to Sellers of Fifty Thousand Dollars (\$50,000) to be paid by Buyer upon the execution of this Agreement.

4. BOMC hereby agrees that it will, concurrently herewith, execute the Trademark Assignment document attached hereto, and that it will hereafter take any other additional actions necessary to effectuate the transfer of the Trademarks to Buyer, including, but not limited to, the execution of documents and responding to correspondence that seeks confirmation of the transfer.

5. The Sellers hereby agree that they will hereafter take any other additional actions necessary to effectuate the transfer of the Domain Names to Buyer, including, but not limited to, the execution of documents and responding to correspondence that seeks confirmation of the transfer.

6. The Sellers represent and warrant that: (1) BOMC is the owner of the Trademarks; (2) BOMC and Time, as applicable, are the registrants of the Domain Names; (3) no rights in the Trademarks or Domain Names have been assigned or pledged to any party except to Buyer; (4) they are not aware of any asserted or unasserted claim by any third party with respect to the use of the Trademarks or Domain Names; and (5) they have the right, power and authority to enter into this Agreement, to grant the rights herein, and to perform their obligations hereunder, and to do so will not violate or conflict with any material term or provisions of their bylaws or any agreement, instrument, statute, rule, regulation, order or decree to which they are a party or by which they are bound.

7. The parties agree that effective as of the date of this Bill of Sale and Assignment the License Agreement dated as of February 29, 2000 between BOMC and Buyer shall terminate and shall be of no further force and effect.

8. The total liability of Sellers hereunder shall not in any event exceed \$50,000 and Sellers shall not be liable in any event for any individual liability which is less than \$10,000.

9. This Bill of Sale and Assignment shall be governed by and construed in accordance with the laws of the State of New York (other than its rules of conflicts of laws to the extent that the application of the law of another jurisdiction would be required thereby).

10. This Bill of Sale and Assignment may be executed in one or more counterparts, each of which shall be an original and all of which, when taken together, shall constitute one and the same instrument.

IN WITNESS WHEREOF, the Sellers and Buyer have caused this Bill of Sale and Assignment to be duly executed as of the date first above written.

Book-Of-The-Month Club, Inc.

By: Lauren E. Klein
 Name: Lauren E. Klein
 Title: Assistant Secretary

Time Inc.

By: Lauren E. Klein
 Name: Lauren E. Klein
 Title: Assistant Secretary

BD Book Clubs G.P. d/b/a Bookspan

By: Eileen Conboy
 Name: Eileen Conboy
 Title: Assistant Secretary

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TRADEMARK/SERVICE MARK ASSIGNMENT

WHEREAS Book-Of-The-Month Club, Inc., a New York corporation (the "Assignor"), with offices located at 1271 Avenue of the Americas, New York, NY 10020, is the owner of the trademark(s)/service mark(s) registered or applied for in the United States Patent and Trademark Office listed on the attached Schedule (hereinafter the "Trademark(s)");

WHEREAS BD Book Clubs G.P. d/b/a Bookspan, a Delaware general partnership (the "Assignee"), having its principal place of business at 501 Franklin Avenue, Garden City, NY 11530, is desirous of acquiring the Trademark(s) and all applications and registrations therefor; and

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Assignor does hereby assign to the Assignee all right, title and interest in and to the Trademark(s), and any applications or registrations therefor, together with the goodwill of the business symbolized by the Trademark(s) and the right to sue for past infringement.

Book-Of-The-Month Club, Inc

By: Lauren E. Klein
Name: Lauren E. Klein
Title: Assistant Secretary

Date: September 4, 2008

State of New York :
County of New York : ss

On the 4th day of September, 2008, before me personally came Lauren E. Klein, to me known, who, being by me duly sworn, did depose and say that he/she resides at 40 East 88th Street, New York, NY 10128; that she is the individual described in and which executed the above instrument; and that she signed her name thereto by authority duly held.

Melinda Chu

Notary Public

MELINDA CHU
Notary Public, State of New York
No. 01CH5010955
Qualified in Kings County
Commission Expires May 12, 2011

Schedule A

| JULY 2008 | | Trademark List | | Page 11 | |
|---|--|---|----------------------------|-----------------------------|--|
| Trademark | Docket Number/Subcase Country Name | Status Class(es) | Application Number/Date | Registration Number/Date | |
| BOOK-OF-THE-MONTH | 92/00128/TI/ United States of America | registered 16 Int. | 73/055395 17-Jun-1975 | 1,059,199 15-Feb-1977 | |
| Goods: 16 Int.: FICTIONAL & NON-FICTIONAL BOOKS. | | | | | |
| Product Group(s): | | | | | |
| BOOK-OF-THE-MONTH CLUB | 92/00116/TI/ United States of America | registered 16 Int. | 71/549415 11-Feb-1948 | 516,488 18-Oct-1949 | |
| Goods: 16 Int.: FICTIONAL AND NON-FICTIONAL BOOKS | | | | | |
| Product Group(s): | | | | | |
| BOOK-OF-THE-MONTH CLUB | 92/00120/TI/ United States of America | registered 35 Int. | 72/418835 20-Mar-1972 | 968,359 11-Sep-1973 | |
| Goods: 35 Int.: MAIL ORDER SERVICES RELATING TO THE SALE OF BOOKS AND PHONOGRAPH RECORDS | | | | | |
| Product Group(s): | | | | | |
| BOOK-OF-THE-MONTH CLUB | 97/00150/TI/ United States of America | registered 35 Int., 41 Int. | 75/319643 07-Jul-1997 | 2,256,398 29-Jun-1999 | |
| Goods: 35 Int.: computerized on-line retail book club and ordering services featuring fiction and non-fiction books | | | | | |
| 41 Int.: computerized on-line information services in the field of fiction and non-fiction books | | | | | |
| Product Group(s): | | | | | |
| BOOK-OF-THE-MONTH CLUB NEWS | 92/00125/TI/ United States of America | registered 16 Int. | 73/023497 06-Jun-1974 | 1,029,328 06-Jan-1976 | |
| Goods: 16 Int.: PERIODICAL PUBLICATIONS-NAMELY, MAGAZINES RELATING PRIMARILY TO BOOKS | | | | | |
| Product Group(s): | | | | | |
| BOOK-OF-THE-MONTH NEWS | 05/00665/TI/ United States of America | Registered 16 Int. | 78/791060 13-Jan-2006 | 3,176,966 28-Nov-2006 | |
| Goods: 16 Int.: periodical publications namely, magazines and newsletters in the field of books. | | | | | |
| Product Group(s): | | | | | |
| BOOKSPAN | 96/00780/TI/ United States of America | registered 16 Int., 35 Int., 41 Int. | 75/226204 16-Jan-1997 | 2,234,916 23-Mar-1999 | |
| Goods: 16 Int.: newsletters featuring information about books and authors | | | | | |
| 35 Int.: and on-line ordering services featuring books | | | | | |
| 41 Int.: providing information about books and authors via a global computer network | | | | | |
| Product Group(s): | | | | | |
| CHILDREN'S BOOK-OF-THE-MONTH CLUB | 96/00668/TI/ United States of America | Registered 16 Int. | 75/257083 14-Mar-1997 | 2158615 19-May-1998 | |
| Goods: 16 Int.: books on a variety of topics for children; newsletters and magazines containing information on books, audiocassettes, videocassettes and other products of interest to children | | | | | |
| Product Group(s): | | | | | |
| CHILDREN'S BOOK-OF-THE-MONTH CLUB | 96/00669/TI/ United States of America | registered 35 Int. | 75/257085 14-Mar-1997 | 2158616 19-May-1998 | |
| Goods: 35 Int.: mail order book club services | | | | | |
| Product Group(s): | | | | | |

| Trademark | Docket Number/Subcase Country Name | Status Class(es) | Application Number/Date | Registration Number/Date |
|--|--|--------------------------------|----------------------------|-----------------------------|
| CRAFTER'S CHOICE | 93/00144/TI/ United States of America | registered 42 Int. | 74/396145 01-Jun-1993 | 1,823,444 22-Feb-1994 |
| <i>Goods: 42 Int.: Mail order bookclubs</i> | | | | |
| <i>Product Group(s):</i> | | | | |
| HOMESTYLE BOOKS | 92/01300/TI/ United States of America | registered 42 Int. | 73/689200 09-Oct-1987 | 1,493,727 21-Jun-1988 |
| <i>Goods: 42 Int.: MAIL ORDER SERVICES RELATING TO THE SALE OF BOOKS</i> | | | | |
| <i>Product Group(s):</i> | | | | |
| ONE SPIRIT | 95/00255/TI/ United States of America | registered 42 Int. | 74/673286 12-May-1995 | 2,074,321 24-Jun-1997 |
| <i>Goods: 42 Int.: mail order book clubs</i> | | | | |
| <i>Product Group(s):</i> | | | | |
| ONE SPIRIT | 95/00483/TI/ United States of America | registered 16 Int. | 74/734066 25-Sep-1995 | 2,080,004 15-Jul-1997 |
| <i>Goods: 16 Int.: fiction and non-fiction books on a variety of topics; newsletters about books, authors and related topics</i> | | | | |
| <i>Product Group(s):</i> | | | | |
| QPB AND DESIGN | 92/01412/TI/ United States of America | Registered 42 Int. | 73/758780 20-Oct-1988 | 1,549,625 25-Jul-1989 |
| <i>Goods: 42 Int.: MAIL ORDER SERVICES RELATING TO THE SALE OF BOOKS</i> | | | | |
| <i>Product Group(s):</i> | | | | |
| QUALITY PAPERBACK BOOK CLUB | 92/00131/TI/ United States of America | Registered 35 Int. | 73/108,451 03-Dec-1976 | 1,100,947 29-Aug-1978 |
| <i>Goods: 35 Int.: MAIL ORDER SERVICES RELATING TO THE SALE OF BOOKS</i> | | | | |
| <i>Product Group(s):</i> | | | | |
| THE GOOD COOK | 95/00414/TI/ United States of America | registered 16 Int., 42 Int. | 74/712389 07-Aug-1995 | 2,079,919 15-Jul-1997 |
| <i>Goods: 16 Int.: newsletters in the field of foods, recipes, and culinary topics</i> | | | | |
| <i>42 Int.: book club services</i> | | | | |
| <i>Product Group(s):</i> | | | | |
| THE HISTORY BOOK CLUB | 92/01435/TI/ United States of America | Registered 42 Int. | 73/366728 27-May-1982 | 1,392,691 06-May-1986 |
| <i>Goods: 42 Int.: MAIL ORDER BOOK CLUB SERVICES</i> | | | | |
| <i>Product Group(s):</i> | | | | |
| TRIANGLE CLASSICS | 92/02170/TI/ United States of America | registered 16 Int. | 74/366518 10-Mar-1993 | 1,804,463 16-Nov-1993 |
| <i>Goods: 16 Int.: FICTION BOOKS</i> | | | | |
| <i>Product Group(s):</i> | | | | |

Schedule B

| DomainName | Registrant | DomainExtType |
|-------------------------------|------------------------------|---------------|
| bomclub.com | Time Inc. | gTLD |
| book-of-the-month.com | Time Inc. | gTLD |
| ebookofthemoth.com | Time Inc. | gTLD |
| bomc.biz | Time Inc. | gTLD |
| bomc.info | Book-Of-The-Month Club, Inc. | gTLD |
| bomc.tv | Book-Of-The-Month Club, Inc. | ccTLD |
| bomc.us | Time Inc. | ccTLD |
| bookofthemoth.net | Book-Of-The-Month Club, Inc. | gTLD |
| book-of-the-month.us | Time Inc. | ccTLD |
| book-of-the-monthclub.biz | Time Inc. | gTLD |
| book-of-the-monthclub.info | Time Inc. | gTLD |
| bookofthemothclub.net | Book-Of-The-Month Club, Inc. | gTLD |
| bookofthemothclub.tv | Book-Of-The-Month Club, Inc. | ccTLD |
| book-of-the-month-club.tv | Book-Of-The-Month Club, Inc. | ccTLD |
| book-of-the-monthclub.us | Time Inc. | ccTLD |
| bookspan.biz | Time Inc. | gTLD |
| bookspan.info | Time Inc. | gTLD |
| bookspan.tv | Book-Of-The-Month Club, Inc. | ccTLD |
| bookspan.us | Time Inc. | ccTLD |
| qpb.biz | Time Inc. | gTLD |
| qpb.info | Time Inc. | gTLD |
| qpb.us | Time Inc. | ccTLD |
| qualitypaperbackbookclub.biz | Time Inc. | gTLD |
| qualitypaperbackbookclub.info | Time Inc. | gTLD |
| qualitypaperbackbookclub.tv | Book-Of-The-Month Club, Inc. | ccTLD |
| qualitypaperbackbookclub.us | Time Inc. | ccTLD |