

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
ON CAMPUS MARKETING, LLC		04/22/2011	LIMITED LIABILITY COMPANY: DELAWARE
CARE PACKAGES, LLC		04/22/2011	LIMITED LIABILITY COMPANY: DELAWARE
COLLEGIATE CARPETS, LLC		04/22/2011	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	NXT CAPITAL, LLC, as Agent
Street Address:	191 North Wacker Drive, Suite 1200
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60606
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 9

Property Type	Number	Word Mark
Registration Number:	3213393	CAMPUSBEDDING.COM
Registration Number:	3072302	CAMPUS LINENS
Registration Number:	3139891	
Registration Number:	3133850	UNIVERSITAS VETIS OFFICE OF THE DIRECTOR
Registration Number:	2297875	OCM
Registration Number:	2070926	RESIDENCE HALL LINENS
Registration Number:	2096782	DIPLOMADISPLAY
Registration Number:	2400034	COUCH POTATO
Registration Number:	2100519	RESIDENCE HALL CARPETS

CORRESPONDENCE DATA

900190069

**TRADEMARK
 REEL: 004527 FRAME: 0420**

OP \$240.00 3213393

Fax Number: (312)863-7806
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 312-863-7198
Email: nancy.brougher@goldbergkohn.com
Correspondent Name: Nancy Brougher
Address Line 1: Goldberg Kohn Ltd.
Address Line 2: 55 East Monroe Street, Suite 3300
Address Line 4: Chicago, ILLINOIS 60603

ATTORNEY DOCKET NUMBER:	6492.030
NAME OF SUBMITTER:	Nancy Brougher
Signature:	/njb/
Date:	04/22/2011

Total Attachments: 5
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TRADEMARK SECURITY AGREEMENT

THIS TRADEMARK SECURITY AGREEMENT (the "Agreement") made as of this 22 day of April 2011, by On Campus Marketing, LLC, a Delaware limited liability company ("OCM"), Care Packages, LLC, a Delaware limited liability company ("Care Packages") and Collegiate Carpets, LLC, a Delaware limited liability company ("Collegiate Carpets", and together with OCM and Care Packages, each a "Grantor" and collectively the "Grantors"), in favor of NXT Capital, LLC, in its capacity as Agent for the Lenders party to the Credit Agreement (defined below) (herein, "Grantee"):

WITNESSETH

WHEREAS, OCM, Grantee and the lenders identified therein are parties to a certain Credit Agreement of even date herewith (as the same may be amended or otherwise modified from time to time, the "Credit Agreement") providing for the extensions of credit to be made to OCM (or one or more affiliates thereof) by Grantee and Lenders;

WHEREAS, pursuant to the terms of a certain Guarantee and Collateral Agreement of even date herewith among Grantors and Grantee (as the same may be amended or otherwise modified from time to time, the "Collateral Agreement"), each Grantor has granted to Grantee, for the benefit of Secured Parties, a security interest in substantially all of the assets of such Grantor including all right, title and interest of such Grantor in, to and under all now owned and hereafter acquired Trademarks (as defined in the Collateral Agreement), together with the goodwill of the business symbolized by such Grantor's Trademarks, and all products and proceeds thereof, to secure payment and performance of the Obligations;

NOW, THEREFORE, in consideration of the premises set forth herein and for other good and valuable consideration, receipt and sufficiency of which are hereby acknowledged, each Grantor agrees as follows:

1. Incorporation of Credit Agreement and Collateral Agreement. The Credit Agreement and Collateral Agreement and the terms and provisions thereof are hereby incorporated herein in their entirety by this reference thereto. All terms capitalized but not otherwise defined herein shall have the same meanings herein as in the Collateral Agreement.

2. Grant and Reaffirmation of Grant of Security Interests. To secure payment and performance of the Obligations, each Grantor hereby grants to Grantee, for the benefit of Secured Parties, and hereby reaffirms its grant pursuant to the Collateral Agreement of, a continuing security interest in such Grantor's entire right, title and interest in and to the following (all of the following items or types of property being herein collectively referred to as the "Trademark Collateral"), whether now owned or existing or hereafter created, acquired or arising:

- (i) each Trademark listed on Schedule 1 annexed hereto, together with any reissues, continuations or extensions thereof, and all of the goodwill

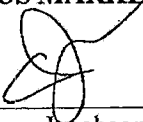
of the business connected with the use of, and symbolized by, each Trademark; and

(ii) all products and proceeds of the forgoing, including without limitation, any claim by such Grantor against third parties for past, present or future (a) infringement or dilution of any Trademark, or (b) injury to the goodwill associated with any Trademark.

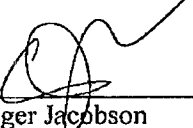
[Signature page follows]

IN WITNESS WHEREOF, each Grantor has duly executed this Agreement as of the date first written above.

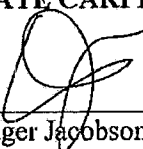
ON CAMPUS MARKETING, LLC

By 
Name: Rodger Jacobson
Its: Treasurer and Chief Financial Officer

CARE PACKAGES, LLC


By 
Name: Rodger Jacobson
Its: Treasurer and Chief Financial Officer

COLLEGIATE CARPETS, LLC

By 
Name: Rodger Jacobson
Its: Treasurer and Chief Financial Officer

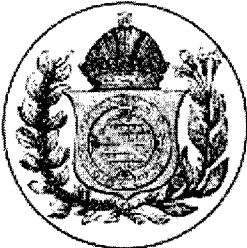
Agreed and Accepted
As of the Date First Written Above

NXT CAPITAL, LLC,
as Agent

By 
Name: Ted Denniston
Title: Managing Director

SCHEDULE 1

TRADEMARK REGISTRATIONS

MARK	SERIAL NUMBER	REGIS. NUMBER	REGIS. DATE
Campusbedding.com	78881781	3213393	02/27/07
Campus Linens	78518856	3072302	03/21/06
	78389648	3139891	09/05/06
Universitas Vetis Office of the Director	78389647	3133850	08/22/06
OCM	75539292	2297875	12/07/99
Residence Hall Linens	75126372	2070926	06/10/97
Diplomadisplay	75074152	2096782	09/16/97
Couch Potato	75850937	2400034	10/31/00
Residence Hall Carpets	75126373	2100519	09/23/97