

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Security Agreement

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Bookspan		04/11/2012	General Partnership: DELAWARE

RECEIVING PARTY DATA

Name:	Bank of Montreal, as Agent
Street Address:	111 West Monroe Street
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60603
Entity Type:	Bank: CANADA

PROPERTY NUMBERS Total: 21

Property Type	Number	Word Mark
Registration Number:	2256398	BOOK-OF-THE-MONTH CLUB
Registration Number:	1029328	BOOK-OF-THE-MONTH CLUB NEWS
Registration Number:	0968359	BOOK-OF-THE-MONTH CLUB
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:	3305635	FANTASTIC FINDS
Registration Number:	3080811	HEAVEN SENT
Registration Number:	3314326	HEAVEN SENT HEARTBEAT
Registration Number:	1493727	HOMESTYLE BOOKS
Registration Number:	2533065	INSIGHTOUT
Registration Number:	2757456	MOSAICO
Registration Number:	2074321	ONE SPIRIT
Registration Number:	2080004	ONE SPIRIT

OP \$540.00 2256398

TRADEMARK

Registration Number:	1100947	QUALITY PAPERBACK BOOK CLUB
Registration Number:	3177107	SERVICES THAT WORK TOGETHER FOR YOU
Registration Number:	2079919	THE GOOD COOK
Registration Number:	1392691	THE HISTORY BOOK CLUB
Registration Number:	1804463	TRIANGLE CLASSICS
Registration Number:	3137231	YES SOLUTIONS
Registration Number:	3132300	ZOOBA

CORRESPONDENCE DATA

Fax Number: 8668265420
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Phone: 301-638-0511
Email: ipresearchplus@comcast.net
Correspondent Name: IP Research Plus, Inc.
Address Line 1: 21 Tadcaster Circle
Address Line 2: attn: Penelope J.A. Agodoa
Address Line 4: Waldorf, MARYLAND 20602

ATTORNEY DOCKET NUMBER:	37879
NAME OF SUBMITTER:	Penelope J.A. Agodoa
Signature:	/pja/
Date:	04/17/2012

Total Attachments: 7
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TRADEMARK SECURITY AGREEMENT

This 11th day of April, 2012, Bookspan, a Delaware general partnership ("Debtor"), with its principal place of business and mailing address at 501 Franklin Avenue, Garden City, NY 11530, in consideration of ten dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, assigns, mortgages and pledges to BANK OF MONTREAL, a Canadian chartered bank acting through its Chicago Branch ("BMO"), with its mailing address at 111 West Monroe Street, Chicago, Illinois 60603, as successor to Harris N.A., acting as administrative agent for the Secured Creditors defined in that certain Security Agreement hereinafter defined (BMO acting as such administrative agent and any successor or successors to BMO acting in such capacity being hereinafter referred to as "Agent"), and grants to the Agent for the benefit of the Secured Creditors, a lien on and a continuing security interest in, the following property:

(i) Each trademark, trademark registration and trademark application listed on Schedule A hereto, and all of the goodwill of the business connected with the use of, and symbolized by, each such trademark, trademark registration and trademark application; and

(ii) All proceeds of the foregoing, including without limitation any claim by Debtor against third parties for damages by reason of past, present or future infringement of any trademark, trademark registration or trademark application listed on Schedule A hereto or by reason of injury to the goodwill associated with any such trademark, trademark registration or trademark application, in each case together with the right to sue for and collect said damages;

to secure performance of all Secured Obligations of Debtor as set out in that certain Security Agreement dated as of December 1, 2005 among Debtor, the other debtors party thereto and Agent, as successor to Harris N.A., as the same may be amended, modified, supplemented or restated from time to time (the "Security Agreement").

Notwithstanding anything herein to the contrary, this Trademark Security Agreement shall not operate as a sale, transfer, conveyance or other assignment to Agent of any applications by Debtor for a trademark based on an intent to use the same if and so long as such application is pending without a Statement of Use having been filed and accepted (such pending applications which are based on intent to use being hereinafter referred to collectively as "Intent-To-Use Applications"), but rather, if and so long as Debtor's Intent-To-Use Application is pending without a Statement of Use having been filed and accepted, then this Trademark Security Agreement shall operate only to create a security interest for collateral purposes in favor of Agent, for the ratable benefit of the Secured Creditors, on such Intent-To-Use Application as collateral security for the Secured Obligations. When a Statement of Use is filed and accepted by the Trademark Office, then that application shall cease to be partly exempted from this Agreement.

Debtor does hereby further acknowledge and affirm that the rights and remedies of Agent with respect to the assignment, mortgage, pledge and security interest in

the trademarks, trademark registrations, and trademark applications made and granted hereby are more fully set forth in the Security Agreement.

[SIGNATURE PAGE TO FOLLOW]

IN WITNESS WHEREOF, Debtor has caused this Trademark Security Agreement to be duly executed as of the date and year last above written.

BOOKSPAN, a Delaware General Partnership

By: Clifton B. Knight Jr
Name: Clifton B. Knight, Jr.
Title: EVP, Legal & Business Affairs

BANK OF MONTREAL, as Agent


By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, Debtor has caused this Trademark Security Agreement to be duly executed as of the date and year last above written.

BOOKSPAN, a Delaware General Partnership

By: _____
Name: _____
Title: _____

BANK OF MONTREAL, as Agent

By:  _____
Name: Stephanie J. Savin
Title: Director

**SCHEDULE A
TO TRADEMARK SECURITY AGREEMENT**

**U.S. REGISTERED TRADEMARKS AND TRADEMARK APPLICATIONS
FEDERAL TRADEMARK REGISTRATIONS**

TRADEMARKS	FILED	SERIAL #	REG. DATE	REG. #
BOOK-OF-THE-MONTH CLUB	07/07/1997	75319643	06/29/1999	2256398
BOOK-OF-THE-MONTH CLUB NEWS	06/06/1974	73023497	01/06/1976	1029328
BOOK-OF-THE-MONTH-CLUB	03/20/1972	72418835	09/11/1973	0968359
CHILDREN'S BOOK-OF-THE- MONTH CLUB	03/14/1997	75257083	05/19/1998	2158615
CHILDREN'S BOOK-OF-THE- MONTH CLUB	03/14/1997	75257085	05/19/1998	2158616
CRAFTER'S CHOICE	06/01/1993	74396145	02/22/1994	1823444
FANTASTIC FINDS	12/11/2006	77061102	10/09/2007	3305635
HEAVEN SENT	11/03/2004	78510640	04/11/2006	3080811
HEAVEN SENT HEARTBEAT	02/08/2006	78809737	10/16/2007	3314326
HOMESTYLE BOOKS	10/09/1987	73689200	06/21/1998	1493727
INSIGHTOUT	06/12/2000	78012165	01/22/2002	2533065
MOSAICO	05/14/2001	78063466	08/26/2003	2757456
ONE SPIRIT	05/12/1995	74673286	06/24/1997	2074321
ONE SPIRIT	09/25/1995	74734066	07/15/1997	2080004
QUALITY PAPERBACK BOOK CLUB	12/03/1976	73108451	08/29/1978	1100947
SERVICES THAT WORK TOGETHER FOR YOU	01/23/2006	78796809	11/28/2006	3177107
THE GOOD COOK	08/07/1995	74712389	07/15/1997	2079919
THE HISTORY BOOK CLUB	05/27/1982	73366728	05/06/1986	1392691
TRIANGLE CLASSICS	03/10/1993	74366518	11/16/1993	1804463
YES SOLUTIONS	05/09/2005	78625288	08/29/2006	3137231

ZOOPA	05/02/2005	78620658	08/22/2006	3132300
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PENDING FEDERAL TRADEMARK APPLICATIONS

NONE

FOREIGN REGISTERED TRADEMARKS

NONE