

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT																
<b>NATURE OF CONVEYANCE:</b>	QUITCLAIM TRADEMARK ASSIGNMENT																
<b>CONVEYING PARTY DATA</b>																	
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 30%;">Name</th> <th style="width: 30%;">Formerly</th> <th style="width: 20%;">Execution Date</th> <th style="width: 20%;">Entity Type</th> </tr> </thead> <tbody> <tr> <td>Book Wholesalers, Inc.</td> <td></td> <td>08/03/2012</td> <td>CORPORATION: ILLINOIS</td> </tr> <tr> <td>Follett Library Resources, Inc.</td> <td></td> <td>08/03/2012</td> <td>CORPORATION: ILLINOIS</td> </tr> <tr> <td>Follett Corporation</td> <td></td> <td>08/03/2012</td> <td>CORPORATION: ILLINOIS</td> </tr> </tbody> </table>	Name	Formerly	Execution Date	Entity Type	Book Wholesalers, Inc.		08/03/2012	CORPORATION: ILLINOIS	Follett Library Resources, Inc.		08/03/2012	CORPORATION: ILLINOIS	Follett Corporation		08/03/2012	CORPORATION: ILLINOIS	
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Follett Corporation		08/03/2012	CORPORATION: ILLINOIS														
<b>RECEIVING PARTY DATA</b>																	
Name:	BWI Acquisition, LLC																
Street Address:	2550 West Tyvola Road																
Internal Address:	Suite 300																
City:	Charlotte																
State/Country:	NORTH CAROLINA																
Postal Code:	28217																
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE																
<b>PROPERTY NUMBERS Total: 2</b>																	
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 20%;">Property Type</th> <th style="width: 20%;">Number</th> <th style="width: 60%;">Word Mark</th> </tr> </thead> <tbody> <tr> <td>Registration Number:</td> <td>3278843</td> <td>TITLETALES</td> </tr> <tr> <td>Registration Number:</td> <td>1741956</td> <td>BWI</td> </tr> </tbody> </table>	Property Type	Number	Word Mark	Registration Number:	3278843	TITLETALES	Registration Number:	1741956	BWI								
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Registration Number:	3278843	TITLETALES															
Registration Number:	1741956	BWI															
<b>CORRESPONDENCE DATA</b>																	
Fax Number:	2125935955																
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>																	
Phone:	212-756-2336																
Email:	melissa.karp@srz.com																
Correspondent Name:	M. Karp c/o Schulte Roth & Zabel LLP																
Address Line 1:	919 Third Avenue																
Address Line 2:	22nd Floor																
Address Line 4:	New York, NEW YORK 10022																
<b>ATTORNEY DOCKET NUMBER:</b>	005655/0024																

CH \$65.00 3278843

NAME OF SUBMITTER:	Melissa Karp (005655/0024)
Signature:	/kc for mk/
Date:	08/15/2012
<b>Total Attachments: 5</b> source=Trademark Quitclaim Assignment for Book Wholesalers, Inc. - BWI Acquisition, LLC#page1.tif source=Trademark Quitclaim Assignment for Book Wholesalers, Inc. - BWI Acquisition, LLC#page2.tif source=Trademark Quitclaim Assignment for Book Wholesalers, Inc. - BWI Acquisition, LLC#page3.tif source=Trademark Quitclaim Assignment for Book Wholesalers, Inc. - BWI Acquisition, LLC#page4.tif source=Trademark Quitclaim Assignment for Book Wholesalers, Inc. - BWI Acquisition, LLC#page5.tif	

## **QUITCLAIM TRADEMARK ASSIGNMENT**

This QUITCLAIM TRADEMARK ASSIGNMENT (the "Assignment") is made and entered into as of August 3, 2012 (the "Effective Date") by and among Book Wholesalers, Inc., an Illinois corporation ("BWI"), Follett Library Resources, Inc., an Illinois corporation ("FLR"), and Follett Corporation, an Illinois corporation ("Follett" and, together with BWI and FLR, "Assignors"), on the one hand, and BWI Acquisition, LLC, a Delaware limited liability company ("Assignee"), on the other hand.

WHEREAS, BWI, FLR and Assignee are parties to that certain Asset Purchase Agreement made and entered into as of the date hereof (the "Agreement"), pursuant to which, among other things, BWI and FLR did agree to sell, convey, transfer, assign and deliver to Assignee all of their right, title and interest in and to the Purchased First Closing Assets (as defined in the Agreement), including, without limitation, their interest in the trademarks, service marks and trade names listed on Schedule A attached hereto (the "Trademarks");

WHEREAS, the current owner of certain of the Trademarks, as reflected on Schedule A attached hereto, is Follett; and

WHEREAS, Assignee wishes to acquire all of Assignors' right, title and interest in and to the Trademarks, and Assignors wish to assign same to Assignee.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, each Assignor hereby assigns, sells and transfers to Assignee, all of its right, title and interest, including common law rights, , in and to the Trademarks, together with the goodwill associated therewith, and the entire business and/or portion thereof to which the Trademarks pertain, and the right to sue and recover for all past, present and future infringements and other violations of the Trademarks, the same to be held and enjoyed by Assignee, its successors and assigns to the same extent that such would have been held and enjoyed by such Assignor had the Assignment not been made; provided that Assignee hereby acknowledges and agrees that Assignors make no representations or warranties whatsoever with respect to the Trademarks or with respect to any ownership of any right, title or interest therein or thereto, under common law or otherwise.

[remainder of page intentionally left blank]

IN WITNESS WHEREOF, Assignors and Assignee have executed this  
Quitclaim Trademark Assignment as of the Effective Date.

**ASSIGNORS:**

BOOK WHOLESALERS, INC.

By: Thomas J. Schenck  
Name: ~~Todd A. Litzsinger~~ Thomas J. Schenck  
Title: ~~President~~ Vice President

FOLLETT LIBRARY RESOURCES, INC.

By: Thomas J. Schenck  
Name: ~~Todd A. Litzsinger~~ Thomas J. Schenck  
Title: ~~President~~ Vice President

FOLLETT CORPORATION

By: \_\_\_\_\_  
Name: Alison E. O'Hara  
Title: Chairman

**ASSIGNEE:**

BWI ACQUISITION, LLC

By: \_\_\_\_\_  
Name:  
Title:

IN WITNESS WHEREOF, Assignors and Assignee have executed this  
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**ASSIGNORS:**

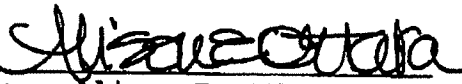
BOOK WHOLESALERS, INC.

By: \_\_\_\_\_  
Name: Todd A. Litzsinger  
Title: President

FOLLETT LIBRARY RESOURCES, INC.

By: \_\_\_\_\_  
Name: Todd A. Litzsinger  
Title: President

FOLLETT CORPORATION

By:  \_\_\_\_\_  
Name: Alison E. O'Hara  
Title: Chairman

**ASSIGNEE:**

BWI ACQUISITION, LLC

By: \_\_\_\_\_  
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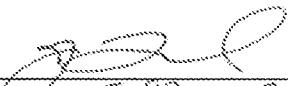
By: \_\_\_\_\_  
Name:  
Title:

FOLLETT CORPORATION

By: \_\_\_\_\_  
Name:  
Title:

ASSIGNEE:

BWI ACQUISITION, LLC

By:  \_\_\_\_\_  
Name: Jeffrey S. Leonard  
Title: Chief Financial Officer

Schedule A

United States Federal Trademarks

Trademark	Owner of Record	Application Number	Registration Number	Registration Date	Status
TITLETALES	Follett Corporation	77,026,278	3,278,843	8/14/2007	Registered
BWI	Book Wholesalers, Inc.	74,257,430	1,741,956	12/22/1992	Renewed

Common Law Trademarks and Trade Names

Book Wholesalers, Inc.  
Book Wholesalers  
TitleTales