

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest in U.S. Trademarks		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Nebraska Book Company, Inc.		06/03/2013	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	MAST Select Opportunities Master Fund L.P., as Administrative Agent		
Street Address:	200 Clarendon Street, 51st Floor		
City:	Boston		
State/Country:	MASSACHUSETTS		
Postal Code:	02116		
Entity Type:	LIMITED PARTNERSHIP: CAYMAN ISLANDS		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Serial Number:	85900562	PRISM360	
Serial Number:	85900568	PRISM360+	
Serial Number:	85917114	INTUITION	
Serial Number:	85917115	BOOKSMART	
CORRESPONDENCE DATA			
Fax Number:			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Email:	mfischer@morganlewis.com		
Correspondent Name:	Marney Smyth Fischer		
Address Line 1:	Morgan Lewis & Bockius, LLP		
Address Line 2:	225 Franklin Street, 16th Floor		
Address Line 4:	Boston, MASSACHUSETTS 02110		
NAME OF SUBMITTER:	Marney Smyth Fischer		
Signature:	/Marney Smyth Fischer/		

OP \$115.00 85900562

Date:

06/04/2013

Total Attachments: 3

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Notice of Grant of Security Interest in U.S. Trademarks

June 3, 2013

To: United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to that certain Credit and Security Agreement dated as of March 4, 2013 (as the same may be amended, modified, extended or restated from time to time, the “Security Agreement”) by and among NEBRASKA BOOK COMPANY, INC., a Delaware corporation (“Parent”), CAMPUS AUTHENTIC LLC, a Delaware limited liability company (“Campus Authentic”), NBC TEXTBOOKS LLC, a Delaware limited liability company (“NBC Textbooks”), NET TEXTSTORE LLC, a Delaware limited liability company (“Net Textstore”), SPECIALTY BOOKS, INC., a Delaware corporation (“Specialty Books”; together with Parent, Campus Authentic, NBC Textbooks, and Net Textstore, collectively, the “Borrowers” and each, a “Borrower”), NEEBO, INC., a Delaware corporation (“Neebo”), NEEBO HOLDING COMPANY, a Delaware corporation (“Neebo Holding”; together with Neebo, the “Guarantors”), MAST SELECT OPPORTUNITIES MASTER FUND L.P., in its capacity as “Administrative Agent,” and the “Lenders” from time to time party thereto, the undersigned have granted a continuing security interest in and to, and Lien (as defined in the Security Agreement) upon, all right, title, and interest in the trademarks shown below to the Administrative Agent for the benefit of the Lenders:

U.S. TRADEMARK REGISTRATIONS

Mark	Reg. No.	Reg. Date	Serial No.	App. Date	Owner of Record
PRISM360	Pending	Pending	85/900562	4/10/2013	Nebraska Book Company, Inc.
PRISM360+	Pending	Pending	85/900568	4/10/2013	Nebraska Book Company, Inc.
InTuition	Pending	Pending	85/917114	4/29/2013	Nebraska Book Company, Inc.
BookSmart	Pending	Pending	85/917115	4/29/2013	Nebraska Book Company, Inc.

[Signature pages to follow]

The undersigned and the Administrative Agent hereby acknowledge and agree that the security interest in the foregoing trademarks (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or any of the goodwill associated therewith.

Very truly yours,

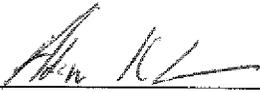
NEBRASKA BOOK COMPANY, INC.

By: 
Name: Kevan D. Hessel
Title: SELLER

Acknowledged and Accepted:

MAST SELECT OPPORTUNITIES MASTER FUND L.P.,
as Administrative Agent

By: Mast Select Opportunities GP, LLC
its General Partner

By: 
Name: Adam Kleinman
Title: Authorized Signatory