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:	U.S. Bank National Association, as Administrative Agent
Street Address:	214 North Tyron Street, 26th Floor
City:	Charlotte
State/Country:	NORTH CAROLINA
Postal Code:	28202
Entity Type:	National Banking Association: UNITED STATES

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

OP $115.00 85900562

CORRESPONDENCE DATA

Fax Number:

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

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/

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 Term Loan and Security Agreement dated as of June 29, 2012 (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"), U.S. BANK NATIONAL ASSOCIATION, a national banking association, 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: Kevin D. Hedges
Title: Secretary

TRADEMARK
REEL: 005040 FRAME: 0763

Acknowledged and Accepted:

U.S. BANK NATIONAL ASSOCIATION,
as Administrative Agent

By:_____
Name:
Title: James A. Hanley
Vice President