

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM371270

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Nebraska Book Company, Inc.		01/29/2016	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Mast OC I Master Fund L.P., as Agent		
Street Address:	200 Clarendon Street		
Internal Address:	Floor 51		
City:	Boston		
State/Country:	MASSACHUSETTS		
Postal Code:	02116		
Entity Type:	LIMITED PARTNERSHIP: CAYMAN ISLANDS		
PROPERTY NUMBERS Total: 18			
Property Type	Number	Word Mark	
Registration Number:	1312759	NBC	
Registration Number:	2867029	CAMPUSHUB	
Registration Number:	2568157	NBCPRISM	
Registration Number:	2817707	WEBPRISM	
Registration Number:	3484122	NBC TEXTBOOKS	
Registration Number:	3484123	COLLEGE STORE DESIGN	
Registration Number:	3484126	WINPRISM	
Registration Number:	3670280	COLLEGE DINING DESIGN	
Registration Number:	3669119	CAMPUSHUB	
Registration Number:	3739013	CAMPUSHUB	
Registration Number:	3685557	UPLOAD	
Registration Number:	3967523	COLLEGE CONVENIENCE STORE DESIGN	
Registration Number:	3346005	JUMPBOOKS	
Registration Number:	3933019	MOBILE BUYBACK	
Registration Number:	3933020	MOBILE BUYBACK UNIT	
Serial Number:	85900562	PRISM360	
Serial Number:	85900568	PRISM360+	
Serial Number:	86368392	THREAD	

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CORRESPONDENCE DATA**Fax Number:** 4048738501

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

Phone: 404-870-5617**Email:** susan.lake@agg.com**Correspondent Name:** Susan Lake, Paralegal**Address Line 1:** 171 17th Street**Address Line 2:** Arnall Golden Gregory LLP**Address Line 4:** Atlanta, GEORGIA 30363

ATTORNEY DOCKET NUMBER:	28698-23
NAME OF SUBMITTER:	Susan Lake
SIGNATURE:	/Susan Lake/
DATE SIGNED:	01/29/2016

Total Attachments: 3

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NOTICE OF TRADEMARK ASSIGNMENT OF SECURITY

January 29, 2016

To: United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that the undersigned grantor ("Grantor"), owns the marks in the attached Schedule A (the "Marks"), for which there are registrations or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A, and Grantor is obligated to MAST OC I MASTER FUND L.P. ("Mast") and various other financial institutions (collectively with Mast, the "Lenders"), pursuant to (i) a certain Term Loan Credit and Security Agreement, dated as of November 13, 2014, as amended, amended and restated, restated or otherwise modified from time to time, among Mast, as agent for the Lenders ("Agent"), the Lenders, Grantor, and the other credit parties named therein, and (ii) a certain Trademark Collateral Security Agreement, dated as of November 13, 2014, made by Grantor and the other credit parties named therein in favor of Agent (as each has been and may be amended, modified, supplemented or restated from time to time, collectively, the "Agreements").


This Notice of Trademark Assignment of Security is being filed to confirm the security interest previously granted to Agent and filed with the United States Trademark and Patent Office at Trademark Reel 5404, Frame 0487 on November 18, 2014 (the "Prior Notice"). Agent is successor in interest to PNC Bank, National Association ("PNC"), and, without authorization from Agent, PNC filed a release of the Prior Notice pursuant to the release filed with the United States Trademark and Patent Office at Trademark Reel 5562, Frame 0927 on June 24, 2015.

Pursuant to the Agreements, and in accordance with the terms and provisions thereof, as collateral security for the prompt payment of the Obligations (as defined in the Agreements), Grantor hereby grants and conveys to Agent for its benefit and for the ratable benefit of Lenders a security interest in and to (a) the entire right, title and interest of Grantor in and to Grantor's trademarks, including the registrations and applications appurtenant thereto, listed in Schedule A hereto (as the same may be amended pursuant hereto from time to time), and in and to any and all trademarks, and registrations and applications appurtenant thereto, hereafter acquired or filed by Grantor, including without limitation all renewals thereof, all proceeds of infringement suits, the rights to sue for past, present and future infringements and all rights corresponding thereto and the goodwill of the business to which each of the trademarks relates and (b) all of Grantor's right, title and interest in, to all proceeds and products of any or all of the foregoing.

[Signature pages to follow]

Grantor expressly acknowledges and affirms that the rights and remedies of Agent and Lenders with respect to the above-referenced assignment and security interest are more fully set forth in the Agreements.

NEBRASKA BOOK COMPANY, INC.,
a Delaware corporation

By: 
Name: Bea Riggsby
Title: President & CEO

[CORPORATE SEAL]

[Signature page to Notice of Trademark Assignment of Security]

SCHEDULE A

Total properties: 18

1	Serial #: <u>73457327</u> Mark: NBC	Filing Dt: 12/16/1983	Reg #: <u>1312759</u>	Reg. Dt: 01/01/1985
2	Serial #: <u>75925305</u> Mark: CAMPUSHUB	Filing Dt: 02/09/2000	Reg #: <u>2867029</u>	Reg. Dt: 07/27/2004
3	Serial #: <u>75925321</u> Mark: NBCPRISM	Filing Dt: 02/09/2000	Reg #: <u>2568157</u>	Reg. Dt: 05/07/2002
4	Serial #: <u>75925323</u> Mark: WEBPRISM	Filing Dt: 02/09/2000	Reg #: <u>2817797</u>	Reg. Dt: 02/24/2004
5	Serial #: <u>77358077</u> Mark: NBC TEXTBOOKS	Filing Dt: 12/21/2007	Reg #: <u>3484122</u>	Reg. Dt: 08/12/2008
6	Serial #: <u>77358131</u> Mark: COLLEGE STORE DESIGN	Filing Dt: 12/21/2007	Reg #: <u>3484123</u>	Reg. Dt: 08/12/2008
7	Serial #: <u>77358228</u> Mark: WINPRISM	Filing Dt: 12/21/2007	Reg #: <u>3484126</u>	Reg. Dt: 08/12/2008
8	Serial #: <u>77413706</u> Mark: COLLEGE DINING DESIGN	Filing Dt: 03/05/2008	Reg #: <u>3670280</u>	Reg. Dt: 08/18/2009
9	Serial #: <u>77663051</u> Mark: CAMPUSHUB	Filing Dt: 02/04/2009	Reg #: <u>3669119</u>	Reg. Dt: 08/18/2009
10	Serial #: <u>77663067</u> Mark: CAMPUSHUB	Filing Dt: 02/04/2009	Reg #: <u>3739013</u>	Reg. Dt: 01/19/2010
11	Serial #: <u>77674052</u> Mark: ULOAD	Filing Dt: 02/19/2009	Reg #: <u>3685557</u>	Reg. Dt: 09/22/2009
12	Serial #: <u>77967452</u> Mark: COLLEGE CONVENIENCE STORE DESIGN	Filing Dt: 03/24/2010	Reg #: <u>3967523</u>	Reg. Dt: 05/24/2011
13	Serial #: <u>78869361</u> Mark: JUMPBOOKS	Filing Dt: 04/25/2006	Reg #: <u>3346005</u>	Reg. Dt: 11/27/2007
14	Serial #: <u>85018476</u> Mark: MOBILE BUYBACK	Filing Dt: 04/20/2010	Reg #: <u>3933019</u>	Reg. Dt: 03/15/2011
15	Serial #: <u>85018521</u> Mark: MOBILE BUYBACK UNIT	Filing Dt: 04/20/2010	Reg #: <u>3933020</u>	Reg. Dt: 03/15/2011
16	Serial #: <u>85900562</u> Mark: PRISM360	Filing Dt: 04/10/2013	Reg #: NONE	Reg. Dt:
17	Serial #: <u>85900568</u> Mark: PRISM360+	Filing Dt: 04/10/2013	Reg #: NONE	Reg. Dt:
18	Serial #: <u>86368392</u> Mark: THREAD	Filing Dt: 08/15/2014	Reg #: NONE	Reg. Dt: