

<b>TRADEMARK ASSIGNMENT COVER SHEET</b>
---

Electronic Version v1.1  
 Stylesheet Version v1.2

ETAS ID: TM380234

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Assignment of Trademark Security Agreement

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
General Electric Company, as successor by merger to General Electric Capital Corporation		04/12/2016	Corporation:

**RECEIVING PARTY DATA**

<b>Name:</b>	Wells Fargo Bank, NA, as successor Collateral Agent
<b>Street Address:</b>	Wells Fargo Capital Finance
<b>Internal Address:</b>	1100 Abernathy Rd. N.E. Suite 1600 15th Floor
<b>City:</b>	Atlanta
<b>State/Country:</b>	GEORGIA
<b>Postal Code:</b>	30328
<b>Entity Type:</b>	National Association: UNITED STATES

**PROPERTY NUMBERS Total: 21**

Property Type	Number	Word Mark
Registration Number:	2143981	ACADEMIA
Registration Number:	4491760	ACOUSTIK
Registration Number:	2079090	AUTOMATICALLY YOURS
Registration Number:	4286574	AXIS 360 DIGITAL MEDIA LIBRARY BY BAKER
Registration Number:	4286575	AXIS 360 DIGITAL MEDIA LIBRARY BY BAKER
Registration Number:	1670916	B&T LINK
Registration Number:	1852716	B&T MARC
Registration Number:	1131530	BAKER & TAYLOR
Registration Number:	3846174	BAKER & TAYLOR THE FUTURE DELIVERED
Registration Number:	3846175	BAKER & TAYLOR THE FUTURE DELIVERED
Registration Number:	4205480	CATS
Registration Number:	4025534	CLS
Registration Number:	4252308	CUSTOMIZED LIBRARY SERVICES
Registration Number:	4593150	CUSTOMREACH
Registration Number:	4005417	PAW PRINTS
Registration Number:	4005456	PAW PRINTS

CH \$540.00 2143981

Property Type	Number	Word Mark
Registration Number:	1653849	STEPS
Registration Number:	3979273	TEXTSTREAM
Registration Number:	3006919	THE TITLE SOURCE
Registration Number:	1898856	VIDEOFINDER
Registration Number:	1741956	BWI

**CORRESPONDENCE DATA**

**Fax Number:**

*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:** 2122942684  
**Email:** trademarkny@winston.com  
**Correspondent Name:** Barbie Hsu  
**Address Line 1:** 200 Park Avenue  
**Address Line 2:** Winston & Strawn LLP  
**Address Line 4:** New York, NEW YORK 10166

<b>ATTORNEY DOCKET NUMBER:</b>	80034.1462
<b>NAME OF SUBMITTER:</b>	Barbie Hsu
<b>SIGNATURE:</b>	/Barbie Hsu by trademarkny/
<b>DATE SIGNED:</b>	04/12/2016

**Total Attachments: 11**

source=BT Executed Trademark Security Agreement#page1.tif  
source=BT Executed Trademark Security Agreement#page2.tif  
source=BT Executed Trademark Security Agreement#page3.tif  
source=BT Executed Trademark Security Agreement#page4.tif  
source=BT Executed Trademark Security Agreement#page5.tif  
source=BT Executed Trademark Security Agreement#page6.tif  
source=BT Executed Trademark Security Agreement#page7.tif  
source=BT Executed Trademark Security Agreement#page8.tif  
source=BT Executed Trademark Security Agreement#page9.tif  
source=BT Executed Trademark Security Agreement#page10.tif  
source=BT Executed Trademark Security Agreement#page11.tif

**ASSIGNMENT OF TRADEMARK SECURITY AGREEMENT**

**THIS ASSIGNMENT OF TRADEMARK SECURITY AGREEMENT** (this "Assignment"), dated as of [ April 12 ], 2016, is by and between General Electric Company, as successor by merger to General Electric Capital Corporation, as resigning Collateral Agent under the Credit Agreement defined below (in such capacity, the "Resigning Collateral Agent") and Wells Fargo Bank, National Association, as successor Collateral Agent under the Credit Agreement defined below (in such capacity, the "Successor Collateral Agent").

**WHEREAS**, in connection with the Credit Agreement, dated as of September 28, 2012 (as amended, amended and restated, waived, supplemented, or otherwise modified from time to time, the "Credit Agreement"), Baker & Taylor, Inc. and certain other grantors (each a "Grantor" and collectively the "Grantors") executed that certain Trademark Security Agreement, dated as of September 28, 2012 (the "Trademark Security Agreement"), pursuant to which each Grantor granted to the Resigning Collateral Agent, a security interest in such Grantor's trademark registrations and trademark applications and which was recorded by the Assignment Division of the United States Patent and Trademark Office on October 1, 2012, at Reel 4869, Frame 0794.

**WHEREAS**, pursuant to the Stock and Asset Purchase Agreement, dated as of October 13, 2015, as amended, supplemented or otherwise modified from time to time, between GE Capital Global Holdings, LLC, a Delaware limited liability company (as permitted assignee of General Electric Capital Corporation) and Wells Fargo Bank, N.A., the Resigning Collateral Agent has assigned all of its rights, privileges and obligations as the Collateral Agent under the Credit Agreement to the Successor Collateral Agent and the Successor Collateral Agent has assumed all of the Resigning Collateral Agent's rights, privileges and obligations as the Collateral Agent under the Credit Agreement.

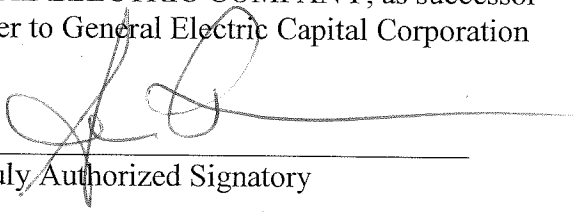
**NOW THEREFORE**, for good and sufficient consideration, the receipt and sufficiency of which are hereby acknowledged, the Resigning Collateral Agent does hereby assign its rights, privileges and obligations under the Trademark Security Agreement, and its security interests in the trademark registrations and trademark applications set forth on Schedule A hereto to the Successor Collateral Agent.

**[Signature Pages Follow]**

**IN WITNESS WHEREOF**, the parties hereto have caused this Assignment to be executed as of the date first set forth above.

**Resigning Collateral Agent:**

GENERAL ELECTRIC COMPANY, as successor  
by merger to General Electric Capital Corporation

By:   
Title: Duly Authorized Signatory

**Successor Collateral Agent:**

WELLS FARGO BANK, NATIONAL  
ASSOCIATION

By: 

Title: Authorized Signatory

**SCHEDULE A**

**Trademarks**

See attached.

TRADEMARK MATTERS

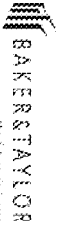
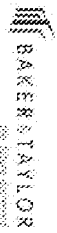
COUNTRY	MARK	APPLICATION NO. / (REGISTRATION NO.)	FILING DATE / (REGISTRATION DATE)	CLASSES	GOODS / SERVICES	APPLICANT / REGISTRANT	STATUS	COMMENTS	LOCAL COUNSEL
UNITED STATES	ACADEMIA	75-120,663 / (2,143,981)	6/18/96 / (3/17/98)	42	Computer services, namely, providing an online magazine in the field of books directed to academic and research librarians.	Baker & Taylor, LLC	Registered	Renewal due: 3/17/18	N/A
UNITED STATES	ACOUSTIK	85-614,377 / (4,491,760)	5/2/12 / (3/4/14)	9	Audio books on a variety of topics.	Baker & Taylor, LLC	Registered	DOU due: 3/4/19-3/4/20	N/A
UNITED STATES	AUTOMATICALLY YOURS	75-125,334 / (2,079,090)	6/25/96 / (7/15/97)	35	Mail order services featuring ordering and shipping of books and publications.	Baker & Taylor, LLC	Registered	Renewal due: 7/15/17	N/A
UNITED STATES	AXIS 360 DIGITAL MEDIA LIBRARY BY BAKER & TAYLOR and Design (Stylized in Black and White)	85-306,920 / (4,286,574)	4/28/11 / (2/5/13)	41	On-line library services, namely, providing electronic library circulation services which feature e-books.	Baker & Taylor, LLC	Registered	DOU due: 2/5/18-2/5/19	N/A
UNITED STATES	axis 360 AXIS 360 DIGITAL MEDIA LIBRARY BY BAKER & TAYLOR and Design (Stylized in Color)	85-306,922 / (4,286,575)	4/28/11 / (2/5/13)	41	On-line library services, namely, providing electronic library circulation services which feature e-books.	Baker & Taylor, LLC	Registered	DOU due: 2/5/18-2/5/19	N/A

DOC ID - 23564245.19


NY:1802542.4

COUNTRY	MARK	APPLICATION NO. / (REGISTRATION NO.)	FILING DATE / (REGISTRATION DATE)	CLASS(S)	GOODS / SERVICES	APPLICANT / REGISTRANT	STATUS	COMMENTS	LOCAL COUNSEL
UNITED STATES	B&T LINK	74-081,021 / (1,670,916)	7/23/90 / (12/31/91)	42	Computerized ordering services in the field of books, videos and audio tapes and providing access time to a computer database for ordering books, videos and audio tapes.	Baker & Taylor, LLC	Registered	Instructed to abandon but shown as Live on PTO site	N/A
UNITED STATES	B&T MARC	74-375,011 / (1,852,716)	4/1/93 / (9/6/94)	42	Cataloging services in the field of books, video-tapes and music for libraries; book processing services for libraries, namely preparing books and videotapes for circulation by applying customized labels, card pockets and protective jackets; custom design of computerized and printed library records; mail order catalog services featuring library cataloging and book processing products.	Baker & Taylor, LLC	Registered	DOU and renewal due: 9/6/24	N/A
UNITED STATES	BAKER & TAYLOR	73-187,921 / (1,131,530)	9/14/78 / (2/26/80)	42	Distributorship services in the field of books.	Baker & Taylor, LLC	Registered	DOU and renewal due: 2/26/20	N/A



COUNTRY	MARK	APPLICATION NO. / (REGISTRATION NO.)	FILING DATE / (REGISTRATION DATE)	CLASS(S)	GOODS / SERVICES	APPLICANT / REGISTRANT	STATUS	COMMENTS	LOCAL COUNSEL
UNITED STATES	 <b>BAKER &amp; TAYLOR THE FUTURE DELIVERED</b> (Black and White)	77-742,253 / (3,846,174)	5/21/09 / (9/7/10)	35	Distributorship services in the field of books, DVDs, CDs and video games.	Baker & Taylor, LLC	Registered	DOU due: 9/7/15-9/7/16	N/A
UNITED STATES	 <b>BAKER &amp; TAYLOR THE FUTURE DELIVERED</b> (Color)	77-742,276 / (3,846,175)	5/21/09 / (9/7/10)	35	Distributorship services in the field of books, DVDs, CDs and video games.	Baker & Taylor, LLC	Registered	DOU due: 9/7/15-9/7/16	N/A
UNITED STATES	<b>CATS</b>	85-532,329 / (4,205,480)	2/21/12 / (9/11/12)	35, 41	Wholesale ordering services in the field of youth and young adult books, audiovisual, and digital materials for libraries, in Class 35. Consulting services for libraries, namely selection assistance and collection development of youth and young adult book, audiovisual, and digital titles, in Class 41.	Baker & Taylor, LLC	Registered	DOU due 9/11/17-9/11/18	N/A
UNITED STATES	<b>CLS</b>	85-226,903 / (4,025,534)	1/26/11 / (9/13/11)	35	Providing customized system and shelf ready materials for libraries, namely, wholesale distributorships featuring books, reference materials and software	Baker & Taylor, LLC	Registered	DOU due: 9/13/16-9/13/17	N/A

COUNTRY	MARK	APPLICATION NO. / (REGISTRATION NO.)	FILING DATE / (REGISTRATION DATE)	CLASS(S)	GOODS / SERVICES	APPLICANT / REGISTRANT	STATUS	COMMENTS	LOCAL COUNSEL
					customized for library circulation.				
UNITED STATES	CUSTOMIZED LIBRARY SERVICES	85-230,994 / (4,252,308)	2/1/11 / (12/4/12)	35	Providing technical service solutions to libraries in the nature of customized system and shelf ready materials, namely, technical processing of books, reference materials and software for library circulation.	Baker & Taylor, LLC	Registered 12/4/12	DOU due: 12/4/17-12/4/18	N/A
UNITED STATES	CUSTOMREACH	85-180,437 / (4,593,150)	11/18/10 / (8/26/14)	35	Providing advertising services in the nature of promoting and marketing the services of retail bookstores and libraries of others through all public communication means; providing marketing services for retail bookstores and libraries, namely, direct marketing and marketing design services.	Baker & Taylor, LLC	Registered 8/26/14	DOU due: 8/26/19-8/26/20	N/A
UNITED STATES	PAW PRINTS	85-180,442 / (4,005,417)	11/18/10 / (8/2/11)	16	Books for children, adolescents and adults on a variety of fiction and non-fiction topics that are prebound with a library-quality reinforced spine intended for the	Baker & Taylor, LLC	Registered	DOU due: 8/2/16-8/2/17	Seward & Kissel LLP

COUNTRY	MARK	APPLICATION NO. / (REGISTRATION NO.)	FILING DATE / (REGISTRATION DATE)	CLASS(S)	GOODS / SERVICES	APPLICANT / REGISTRANT	STATUS	COMMENTS	LOCAL COUNSEL
UNITED STATES	 PAW PRINTS and Design (Color)	85-186,213 / (4,005,456)	11/29/10 / (8/2/11)	16	Books for children, adolescents and adults on a variety of fiction and non-fiction topics that are prebound with a library-quality reinforced spine intended for the library and education markets.	Baker & Taylor, LLC	Registered	DOU due: 8/2/16-8/2/17	Seward & Kissel LLP
UNITED STATES	STEPS	1653849	7/3/89 (8/13/91)	35	Business consulting services, namely offering assistance to others in opening new bookstores or expanding the variety of subjects in current bookstores.	Baker & Taylor, LLC	Registered	Renewal Date: 3/15/22	N/A
UNITED STATES	TEXTSTREAM	85-004,972 / (3,979,273)	4/2/10 / (6/14/11)	40	Book printing services; print to order services, namely, book printing services and digital on-demand printing services of books and other documents.	Baker & Taylor, LLC	Registered	DOU due: 6/14/16-6/14/17	Seward & Kissel LLP
UNITED STATES	THE TITLE SOURCE	76-531,977 / (3,006,919)	7/23/03 / (10/18/05)	9, 41	Electronic database, namely searchable database of book, music and audiovisual titles, including jacket art, annotations, first chapter excerpts,	Baker & Taylor, LLC	Registered	Renewal and DOU due: 10/18/15 Sect. 8 and 9 filed 10/13/2015. Still has not been accepted	Seward & Kissel LLP

COUNTRY	MARK	APPLICATION NO. / (REGISTRATION NO.)	FILING DATE / (REGISTRATION DATE)	CLASS(S)	GOODS / SERVICES	APPLICANT / REGISTRANT	STATUS	COMMENTS	LOCAL COUNSEL
UNITED STATES	VIDEOFINDER	1898856	4/25/91 (6/13/95)	38	<p>tables of contents, book reviews and standard bibliographic data such as author, ISBN, price, publisher and publication date recorded on CD-ROM.</p> <p>Providing an on-line searchable database of book, music and audiovisual titles, including jacket art, annotations, first chapter excerpts, tables of contents, book reviews and standard bibliographic data such as author, ISBN, price, publisher and publication date.</p>	Baker & Taylor, LLC	Registered	Renewal due: 5/23/16	N/A.

COUNTRY	MARK	APPLICATION NO. / (REGISTRATION NO.)	FILING DATE / (REGISTRATION DATE)	CLASSES	GOODS / SERVICES	APPLICANT / REGISTRANT	STATUS	COMMENTS	LOCAL COUNSEL
UNITED STATES	BWI (Stylized)	74/257,430 / (1,741,956)	05/20/1992 / (12/22/1992)	42	Wholesale distributorships featuring textbooks, mail order services featuring textbooks.	Baker & Taylor, LLC	Registered	Renewal and DOU due: 12/22/2022	Holland & Knight LLP