

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM538914

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Nebraska Book Company, Inc.		08/28/2019	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	Mast OC I Master Fund L.P.		
Street Address:	c/o Mast Capital Management		
Internal Address:	200 Clarendon Street, 51st Floor		
City:	Boston		
State/Country:	MASSACHUSETTS		
Postal Code:	02110		
Entity Type:	Limited Partnership: CAYMAN ISLANDS		
PROPERTY NUMBERS Total: 15			
Property Type	Number	Word Mark	
Serial Number:	75925323	WEBPRISM	
Serial Number:	75925321	NBCPRISM	
Serial Number:	73457327	NBC	
Serial Number:	75925306	CAMPUSHUB	
Serial Number:	77663051	CAMPUSHUB	
Serial Number:	77663067	CAMPUSHUB	
Serial Number:	77358228	WINPRISM	
Serial Number:	77358077	NBC TEXTBOOKS	
Serial Number:	85900562	PRISM360	
Serial Number:	77358131	COLLEGE STORE DESIGN	
Serial Number:	85734829	CAMPUS BOOK RENTALS	
Serial Number:	87735414	COUNTERONE	
Serial Number:	87855959	PRISMCORE	
Serial Number:	87855982	PRISMWEB	
Serial Number:	87856022	PRISMPOS	
CORRESPONDENCE DATA			
Fax Number:	6175563890		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent</i>			
TRADEMARK			

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using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 617-556-3823
Email: avontaube@richmaylaw.com
Correspondent Name: Arvid von Taube, Esq.
Address Line 1: Rich May, P.C.
Address Line 2: 176 Federal Street
Address Line 4: Boston, MASSACHUSETTS 02110

NAME OF SUBMITTER:	Arvid von Taube
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SIGNATURE:	/Arvid von Taube/
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DATE SIGNED:	08/30/2019
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Total Attachments: 3

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GRANT OF A SECURITY INTEREST -- TRADEMARKS

This Trademark Security Agreement (this “**Trademark Security Agreement**”) is made as of August 28, 2019, by NEBRASKA BOOK COMPANY, INC., a Delaware corporation (“**Grantor**”), in favor of MAST OC I MASTER FUND L.P., in its capacity as a lender and agent for itself and the other Secured Parties (together with its successors and assigns in such capacity, “**Grantee**”).

WHEREAS, the Grantor has adopted, used and is using, and holds all right, title and interest in and to, the trademarks and service marks listed on the attached Schedule A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the “**Trademarks**”);

WHEREAS, the Grantor has entered into a Term Loan Credit and Security Agreement, dated November 13, 2014 (as amended, restated, supplemented, modified or otherwise changed from time to time, the “**Security Agreement**”), in favor of Grantee; and

WHEREAS, pursuant to the Security Agreement, the Grantor has granted to the Grantee for the benefit of the Secured Parties (as defined in the Security Agreement), a continuing security interest in all right, title and interest of the Grantor in, to and under the Trademarks, together with, among other things, the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof and any and all damages arising from past, present and future violations thereof (the “**Collateral**”), to secure the payment, performance and observance of the Obligations (as defined in the Security Agreement).

NOW, THEREFORE, as collateral security for the payment, performance and observance of all of the Obligations, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Grantor does hereby grant to the Grantee and grant to the Grantee for the benefit of the Secured Parties, a continuing security interest in the Collateral to secure the prompt payment, performance and observance of the Obligations.

All capitalized terms used but not otherwise defined herein have the meanings given to them in the Security Agreement.


The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Grantee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

This Trademark Security Agreement may be executed in any number of counterparts and by different parties in separate counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same agreement. Delivery of an executed counterpart by facsimile or electronic mail shall be equally effective as delivery of an original executed counterpart.

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IN WITNESS WHEREOF, the Grantor has caused this Trademark Security Agreement to be duly executed by its officer thereunto duly authorized as of the date first set forth above.

NEBRASKA BOOK COMPANY, INC.

By: 
Name: _____
Title: Jason Miller
CFU

SCHEDULE A TO TRADEMARK SECURITY AGREEMENT

Citation	App. No.	App Date	Reg. No.	Reg. Date	Current Owner	Status
WEBPRISM	75925323	2/9/2000	2,817,707	2/24/2004	Nebraska Book Company, Inc.	Registered
NBCPRISM	75925321	2/9/2000	2,568,157	5/7/2002	Nebraska Book Company, Inc.	Registered
NBC and Design	73457327	12/16/1985	1,312,759	1/1/1985	Nebraska Book Company, Inc.	Registered
CAMPUSHU B	75925306	2/9/2000	2,867,029	7/27/2004	Nebraska Book Company, Inc.	Registered
CAMPUSHU B	77663051	2/4/2009	3,669,119	2/4/2009	Nebraska Book Company, Inc.	Registered
CAMPUSHU B	77663067	2/4/2009	3,739,013	2/4/2009	Nebraska Book Company, Inc.	Registered
WINPRISM	77358228	12/21/2007	3,484,126	12/21/2007	Nebraska Book Company, Inc.	Registered
NBC TEXTBOOKS	77358077	12/21/2007	3,484,122	8/12/2008	Nebraska Book Company, Inc.	Registered
PRISM360	85900562	4/10/2013	5,110,058	12/27/2016	Nebraska Book Company, Inc.	Registered
College Store Design	77358131	12/21/2007	3,484,123	12/21/2007	Nebraska Book Company, Inc.	Registered
Campus Book Rentals	85734829	9/21/2012	4,334,691	5/14/2013	Nebraska Book Company, Inc.	Registered
CounterONE	87735414	12/27/2017	Pending	7/31/2018	Nebraska Book Company, Inc.	Registered
PrismCore	87855959	3/29/2018	5814499	7/23/2019	Nebraska Book Company, Inc.	Registered
PrismWeb	87855982	3/29/2018	Pending		Nebraska Book Company, Inc.	Published
PrismPOS	87856022	29-MAR-2018	5795481	3/29/2018	Nebraska Book Company, Inc.	Registered