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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): Baker & Taylor Acquisitions Corp., a Delaware corporation. Includes checkboxes for Individual(s), Association, General Partnership, Limited Partnership, Corporation-State, and Other.

2. Name and address of receiving party(ies): Name: JPMorgan Chase Bank. Internal Address: One Chase Square, Rochester, NY 14643. Includes checkboxes for citizenship and partnership types.

OFFICE OF PRODUCT RECORDS 2004 JUN -2 AM 9:39 FINANCE SECTION

3. Nature of conveyance: Security Agreement, Change of Name. Execution Date: 05/06/04.

4. Application number(s) or registration number(s): A. Trademark Application No.(s) See Attached Schedule A

B. Trademark Registration No.(s) See Attached Schedule A

5. Name and address of party to whom correspondence concerning document should be mailed: Adam M. Grandy, Legal Assistant, c/o Palmer & Dodge LLP, 111 Huntington Avenue, Boston, MA 02199

6. Total number of applications and registrations involved: 54. 7. Total fee (37 CFR 3.41): \$ 1,365.00. 8. Deposit account number: 16/0085

DO NOT USE THIS SPACE

9. Signature: Adam M. Grandy, Name of Person Signing. Signature, Date: 06/01/2004. Total number of pages including cover sheet, attachments, and document: 12

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

06/07/2004 NBETACHE 0000061 76504385

01 FC:8521 40.00 DP 02 FC:8522 1325.00 DP

TRADEMARK REEL: 002977 FRAME: 0526

ADDITIONAL CONVEYING PARTIES

Baker & Taylor Corporation, a Delaware corporation;

Baker & Taylor, Inc., a Delaware corporation;

Baker & Taylor Benefits Management Corporation, a Delaware corporation;

Yankee Book Peddler, Inc., a New Hampshire corporation;

Baker & Taylor Fulfillment, Inc., a Delaware corporation;

Professional Media Service, Corp., a California corporation,

Baker & Taylor Sales Fulfillment, Inc., a Delaware corporation; and

YBP Library Services, Inc., a New Hampshire corporation.

**BAKER & TAYLOR****SCHEDULE A**

## 4.A. Trademark Application Numbers:

<b>TRADEMARK</b>	<b>Application No.</b>	<b>Owner</b>
A/V ACCESS PLUS & Design	76/504,385	Baker & Taylor, Inc.
B&T CATS	76/506,917	Baker & Taylor, Inc.
BT BOUND	76/506,922	Baker & Taylor, Inc.
INFORMATA.COM	76/051,590	Baker & Taylor, Inc.
INFORMATA.COM & Design	76/072,626	Baker & Taylor, Inc.
SCHOOL SELECT	76/540,496	Baker & Taylor, Inc.
THE TITLE SOURCE	76/531,977	Baker & Taylor, Inc.

## 4.B. Trademark Registration Numbers:

<b>TRADEMARK</b>	<b>Registration No.</b>	<b>Owner</b>
A/V ACCESS	1,721,624	Baker & Taylor, Inc.
A/V ACCESS PLUS	2,217,518	Baker & Taylor, Inc.
ACADEMIA	2,143,981	Baker & Taylor, Inc.
ACQUIRE	1,500,012	Baker & Taylor, Inc.
AUTOMATICALLY YOURS	2,079,090	Baker & Taylor, Inc.
AV ACCESS PLUS & Design	2,133,087	Baker & Taylor, Inc.
B&T LINK	1,670,916	Baker & Taylor, Inc.
B&T LINK ONLINE & Design	2,771,421	Baker & Taylor, Inc.
BAKER & TAYLOR	1,131,530	Baker & Taylor, Inc.
Baker & Taylor MARC	1,852,716	Baker & Taylor, Inc.

BATAPHONE	1,308,295	Baker & Taylor, Inc.
BATASYSTEMS	1,330,009	Baker & Taylor, Inc.
BIBLIOSTAT	2,355,831	Baker & Taylor, Inc.
BIBLIOSTAT COLLECT	2,372,567	Baker & Taylor, Inc.
BIBLIOSTAT CONNECT	2,355,830	Baker & Taylor, Inc.
BOOK ALERT	1,546,395	Baker & Taylor, Inc.
BOOKFINDER	1,134,490	Baker & Taylor, Inc.
ED	2,748,533	Baker & Taylor, Inc.
FORECAST	1,546,394	Baker & Taylor, Inc.
HOT PICKS	1,542,512	Baker & Taylor, Inc.
INFORMATA	2,730,077	Baker & Taylor, Inc.
INSTANTBOOK	1,293,471	Baker & Taylor, Inc.
LIBRIS	1,131,988	Baker & Taylor, Inc.
LIBRIS 2020	1,994,373	Baker & Taylor, Inc.
MUSICFINDER	1,652,544	Baker & Taylor, Inc.
POWERED BY ED	2,813,531	Baker & Taylor, Inc.
POWERED BY ED & Design	2,813,532	Baker & Taylor, Inc.
PUBLISHERS' FRONT & CENTER	2,439,838	Baker & Taylor, Inc.
SCOPE	2,812,775	Baker & Taylor, Inc.
SOUND VIDEO UNLIMITED	1,263,274	Baker & Taylor, Inc.
STEPS	1,653,849	Baker & Taylor, Inc.
TALKMEDIA	1,944,697	Baker & Taylor, Inc.
THE COLLECTION CONNECTION	2,603,622	Baker & Taylor, Inc.
TITLETRACK	2,382,229	Baker & Taylor, Inc.

VIDEOFINDER	1,898,856	Baker & Taylor, Inc.
COPYRIGHT DIRECT	2,474,927	Yankee Book Peddler, Inc.
ESTREAMS	2,416,984	Yankee Book Peddler, Inc.
GOBI	2,712,359	Yankee Book Peddler, Inc.
LIBROLINE	2,407,969	Yankee Book Peddler, Inc.
TRIALOGUE	2,422,766	Yankee Book Peddler, Inc.
YANKEE BOOK PEDDLER	1,420,538	Yankee Book Peddler, Inc.
YBP	2,615,142	Yankee Book Peddler, Inc.
YBP & Design	2,571,491	Yankee Book Peddler, Inc.
YBP LIBRARY SERVICES	2,615,144	Yankee Book Peddler, Inc.
A/V EXPRESS	1,801,244	Professional Media Service Corp.
IN THE GROOVE	1,276,081	Professional Media Service Corp.
PROCAT	2,002,162	Professional Media Service Corp.

## **SECURITY AGREEMENT (TRADEMARKS)**

**WHEREAS** Baker & Taylor Acquisitions Corp., a Delaware corporation, Baker & Taylor Corporation, a Delaware corporation, Baker & Taylor, Inc., a Delaware corporation, Baker & Taylor Benefits Management Corporation, a Delaware corporation, Yankee Book Peddler, Inc., a New Hampshire corporation, Baker & Taylor Fulfillment, Inc., a Delaware corporation, Professional Media Service Corp., a California corporation, Baker & Taylor Sales Fulfillment, Inc., a Delaware corporation, and YBP Library Services, Inc., a New Hampshire corporation (collectively, the "Pledgors"), each having an address at Three Coliseum Center, 2550 West Tyvola Road, Suite 300, Charlotte, North Carolina 28217, are the respective owners and users, as indicated on Schedule A, of the United States registered trademarks and/or trademark applications filed with the United States Patent and Trademark Office listed on the attached Schedule A (collectively, the "Trademarks");

**WHEREAS** each Pledgor is either a borrower or guarantor under the terms of a certain Credit and Security Agreement, dated as of May 6, 2004 (as amended from time to time, the "Credit Agreement") among the Pledgors, the financial institutions from time to time parties thereto as lenders (the "Lenders"), and JPMorgan Chase Bank, as administrative and collateral agent for the Lenders (the "Agent"), pursuant to which the Pledgors have granted to the Agent, for the benefit of the Lenders, a security interest in, among other things, the Trademarks;

**WHEREAS** the parties to the Credit Agreement contemplate and intend that, if an Event of Default (as defined in the Credit Agreement) shall occur and be continuing, the Agent shall have all rights of a secured party in and to the Trademarks (except intent-to-use applications until such time as a verified statement of use is filed with respect to such application) and any proceeds thereof, including, without limitation, the right to exercise its remedies under the Credit Agreement in connection with all of the Pledgors' right, title and interest in the Trademarks;

**NOW**, therefore, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Pledgors hereby agree as follows:

The Pledgors hereby reconfirm the terms of the Credit Agreement. The Pledgors further hereby pledge and mortgage to the Agent, and grant to the Agent, for the benefit of the Lenders, a security interest in, all of the Pledgors' right, title and interest in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks, the registrations and/or applications for registration of the Trademarks, and all of the Pledgors rights in and to any and all causes of action heretofore or hereafter accrued or accruing for infringement or threatened or alleged infringement of the Trademarks, and all proceeds of any and all of the foregoing (collectively, the "Trademark Collateral").

The pledge and mortgage of, and grant of security interest in, the Trademark Collateral by the Pledgors pursuant hereto secures the payment of all Obligations (as defined in the Credit Agreement) now or hereafter existing under or in respect of the Credit Agreement and the other Loan Documents (as defined in the Credit Agreement).

The Pledgors authorize and request that the Commissioner of Patents and Trademarks and any other applicable United States government officer record this Security Agreement.

This Security Agreement has been entered into in connection with the Credit Agreement, and the Pledgors and the Agent hereby acknowledge and agree that the pledge, mortgage and grant of security interest hereunder to the Agent, and the rights and remedies of the Agent with respect to the Trademark Collateral, are more fully set forth in the Credit Agreement, the terms and provisions of which are incorporated herein by reference.

This Security Agreement shall be governed by, and construed in accordance with the laws of the State of New York.

This Security Agreement may be executed in counterparts (and by different parties hereto on different counterparts), each of which shall constitute an original, but all of which when taken together shall constitute a single agreement.

[The remainder of this page is intentionally left blank.]

IN WITNESS WHEREOF, each of the Pledgors and the Agent has caused this Security Agreement (Trademarks) to be duly executed and delivered by its officer thereunto duly authorized as of the 6<sup>th</sup> day of May, 2004.

**PLEDGORS:**

BAKER & TAYLOR ACQUISITIONS CORP.

By:   
Robert Agres, Executive Vice President

BAKER & TAYLOR CORPORATION

By:   
Robert Agres, Executive Vice President

BAKER & TAYLOR, INC.

By:   
Robert Agres, Executive Vice President

BAKER & TAYLOR BENEFITS  
MANAGEMENT CORP.

By:   
Robert Agres, Executive Vice President

YANKEE BOOK PEDDLER, INC.

By:   
Robert Agres, Executive Vice President



BAKER & TAYLOR FULFILLMENT, INC.

By:   
Robert Agres, Executive Vice President

PROFESSIONAL MEDIA SERVICE, CORP.

By:   
Robert Agres, Executive Vice President

BAKER & TAYLOR SALES  
FULFILLMENT, INC.

By:   
Robert Agres, Executive Vice President

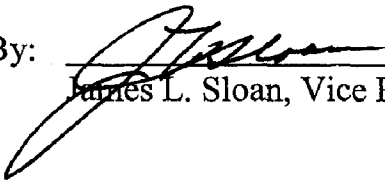
YBP LIBRARY SERVICES, INC.

By:   
Robert Agres, Executive Vice President

**AGENT:**

JPMORGAN CHASE BANK,  
as Administrative and Collateral Agent

By: \_\_\_\_\_

  
James L. Sloan, Vice President

(Signature page to Security Agreement – Trademarks)

**TRADEMARK**  
**REEL: 002977 FRAME: 0535**

**SCHEDULE A****U.S. TRADEMARK APPLICATIONS**

<b>Mark</b>	<b>Serial No.</b>	<b>Filing Date</b>	<b>Reg. No.</b>	<b>Registered</b>	<b>Owner</b>
A/V ACCESS PLUS & Design	76/504,385	4/8/03			Baker & Taylor, Inc.
B&T CATS	76/506,917	4/16/03			Baker & Taylor, Inc.
BT BOUND	76/506,922	4/16/03			Baker & Taylor, Inc.
INFORMATA.COM	76/051,590	5/18/00			Baker & Taylor, Inc.
INFORMATA.COM & Design	76/072,626	6/19/00			Baker & Taylor, Inc.
SCHOOL SELECT	76/540,496	8/27/03			Baker & Taylor, Inc.
THE TITLE SOURCE	76/531,977	7/23/03			Baker & Taylor, Inc.
A/V ACCESS	74/230,351	12/16/91	1,721,624	10/6/92	Baker & Taylor, Inc.
A/V ACCESS PLUS	74/706,496	7/27/95	2,217,518	1/12/99	Baker & Taylor, Inc.
ACADEMIA	75/120,663	6/18/96	2,143,981	3/17/98	Baker & Taylor, Inc.
ACQUIRE	73/699,297	12/7/87	1,500,012	8/9/88	Baker & Taylor, Inc.
AUTOMATICALLY YOURS	75/125,334	6/25/96	2,079,090	7/15/97	Baker & Taylor, Inc.
AV ACCESS PLUS & Design	75/014,412	11/3/95	2,133,087	1/27/98	Baker & Taylor, Inc.
B&T LINK	74/081,021	7/23/90	1,670,916	12/31/91	Baker & Taylor, Inc.
B&T LINK ONLINE & Design	76/471,766	11/22/02	2,771,421	10/7/03	Baker & Taylor, Inc.
BAKER & TAYLOR	73/187,921	9/14/78	1,131,530	2/26/80	Baker & Taylor, Inc.
Baker & Taylor MARC	74/375,011	4/1/93	1,852,716	9/6/94	Baker & Taylor, Inc.
BATAPHONE	73/461,340	1/17/84	1,308,295	12/4/84	Baker & Taylor, Inc.
BATASYSTEMS	73/492,689	7/31/84	1,330,009	4/9/85	Baker & Taylor, Inc.
BIBLIOSTAT	75/414,324	1/6/98	2,355,831	6/6/00	Baker & Taylor, Inc.
BIBLIOSTAT COLLECT	75/721,926	6/4/99	2,372,567	8/1/00	Baker & Taylor, Inc.
BIBLIOSTAT CONNECT	75/414,323	1/6/98	2,355,830	6/6/00	Baker & Taylor, Inc.
BOOK ALERT	73/757,619	10/14/88	1,546,395	7/4/89	Baker & Taylor, Inc.
BOOKFINDER	73/178,159	7/14/78	1,134,490	5/6/80	Baker & Taylor, Inc.
ED	76/395,754	4/15/02	2,748,533	8/5/03	Baker & Taylor, Inc.
FORECAST	73/757,618	10/14/88	1,546,394	7/4/89	Baker & Taylor, Inc.
HOT PICKS	73/751,642	9/12/88	1,542,512	6/6/89	Baker & Taylor, Inc.
INFORMATA	76/256,488	5/14/01	2,730,077	6/24/03	Baker & Taylor, Inc.
INSTANTBOOK	73/433,414	7/6/83	1,293,471	9/4/84	Baker & Taylor, Inc.
LIBRIS	73/178,134	7/14/78	1,131,988	3/11/80	Baker & Taylor, Inc.
LIBRIS 2020	74/515/284	4/22/94	1,994,373	8/20/96	Baker & Taylor, Inc.
MUSICFINDER	73/754,512	9/28/88	1,652,544	7/30/91	Baker & Taylor, Inc.
POWERED BY ED	76/277,448	6/25/01	2,813,531	2/10/04	Baker & Taylor, Inc.
POWERED BY ED & Design	76/277,449	6/25/01	2,813,532	2/10/04	Baker & Taylor, Inc.

Mark	Serial No.	Filing Date	Reg. No.	Registered	Owner
PUBLISHERS' FRONT & CENTER	75/533,346	8/10/98	2,439,838	4/3/01	Baker & Taylor, Inc.
SCOPE	76/506,916	4/16/03	2,812,775	2/10/04	Baker & Taylor, Inc.
SOUND VIDEO UNLIMITED	73/361,947	4/28/82	1,263,274	1/3/84	Baker & Taylor, Inc.
STEPS	73/810,366	7/3/89	1,653,849	8/13/91	Baker & Taylor, Inc.
TALKMEDIA	74/522,094	5/4/94	1,944,697	12/26/95	Baker & Taylor, Inc.
THE COLLECTION CONNECTION	76/079,849	6/29/00	2,603,622	8/6/02	Baker & Taylor, Inc.
TITLETRACK	75/522,653	7/21/98	2,382,229	9/5/00	Baker & Taylor, Inc.
VIDEOFINDER	74/160,747	4/25/91	1,898,856	6/13/95	Baker & Taylor, Inc.
COPYRIGHT DIRECT	75/687,400	4/20/99	2,474,927	8/7/01	Yankee Book Peddler, Inc.
ESTREAMS	75/687,402	4/20/99	2,416,984	1/2/01	Yankee Book Peddler, Inc.
GOBI	75/687,401	4/20/99	2,712,359	5/6/03	Yankee Book Peddler, Inc.
LIBROLINE	75/687,404	4/20/99	2,407,969	11/28/00	Yankee Book Peddler, Inc.
TRIALOGUE	75/687,403	4/20/99	2,422,766	1/23/01	Yankee Book Peddler, Inc.
YANKEE BOOK PEDDLER	73/536,754	5/3/85	1,420,538	12/9/86	Yankee Book Peddler, Inc.
YBP	76/328,322	10/19/01	2,615,142	9/3/02	Yankee Book Peddler, Inc.
YBP & Design	76/328,437	10/19/01	2,571,491	5/21/02	Yankee Book Peddler, Inc.
YBP LIBRARY SERVICES	76/328,438	10/19/01	2,615,144	9/3/02	Yankee Book Peddler, Inc.
A/V EXPRESS	74/349,247	1/19/93	1,801,244	10/26/93	Professional Media Service Corp.
IN THE GROOVE	73/401,809	11/1/82	1,276,081	5/1/84	Professional Media Service Corp.
PROCAT	74/556,208	8/2/94	2,002,162	9/24/96	Professional Media Service Corp.