

09-07-2000

Form PTO-1594

RECORI

(Rev 6-93)

TR/



101450959

U.S. Department of Commerce

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):

BARNES AND NOBLE, INC.;
 B. DALTON BOOKSELLER, INC.
 BARNES & NOBLE BOOKSELLERS, INC.
 MABO BOOKS CORP. (formerly known as Marboro Books Corp.)
 DOUBLEDAY BOOK SHOPS, INC.

- ☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporations
☐ Other

Additional name(s) of conveying party(ies) attached? ☐ Yes ☒ No

3. Nature of conveyance:

- ☐ Assignment ☐ Merger
☐ Security Agreement ☐ Change of Name
☒ Other Third Amendment to Pledge and Security Agreement

Execution Date: July 2, 2000

2. Name and address of receiving party(ies):

Name: The Chase Manhattan Bank, as administrative agent

Internal Address: _____

Street Address: 270 Park AvenueCity: New York State: New York ZIP: 10017

Country: _____

- ☐ Individual(s) citizenship
☐ Association
☐ General Partnership
☐ Limited Partnership
☐ Corporation
☒ Other Bank

If assignee is not domiciled in the United States, a domestic representative designation is attached: ☐ Yes ☐ No
 (Designations must be a separate document from assignment)

Additional name(s) & Address(es) attached? ☐ Yes ☒ No

4. Application number(s) or trademark number(s):

If this document is being filed together with a new application, the execution date of the application is _____

A. Trademark Application No.(s)

See attached list

B. Trademark No.(s)

See attached list

Additional numbers attached ☒ Yes ☐ No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Nora A. WhitescarverInternal Address: Mayer, Brown & PlattStreet Address: 1909 K Street, NWCity: Washington State: DC ZIP: 200066. Total number of applications and trademarks involved: 587. Total fee (37 CFR 3.41): \$1465.00☒ Enclosed (Check No. 18648)☐ Authorized to be charged to deposit account

8. Deposit account number: _____

(Attach duplicate copy of this page if paying by deposit account)

09/07/2000 JSHWBAZZ 00000123 75857302

01 FC:481
02 FC:48240.00 OP
1425.00 OP

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Nora A. Whitescarver
 Name of Person Signing

Nora A. Whitescarver
 Signature

August 7, 2000
 Date

Total number of pages comprising cover sheet and document attachments: 31

**LIST OF TRADE NAMES, TRADEMARKS, SERVICES MARKS,
TRADEMARK AND SERVICE MARK REGISTRATIONS AND
APPLICATIONS FOR TRADEMARK AND SERVICE MARK REGISTRATIONS**

A. U.S. Trademarks

BARNES & NOBLE, INC.

<u>Mark</u>	<u>Application (A) Registration (R) or Series (S) No.</u>
1873 Press	75/857,302(A)
1873 Press	75/857,304(A)
1873 Press	75/857,305(A)
1873 Press and Colophon	75/887,883(A)
1873 Press Colophon	75/857,882(A)
Blink	75/320,806(A)
The Book Lover's Second Home	1,930,860(R)
Classics to Read By	75/793,114(A)
Discover Great New Writers	2,119,401(R)
Discover Great New Writers	2,119,402(R)
Discover Great New Writers	2,119,413(R)
Explorations	75/914,447(A)
Meet Me at Barnes & Noble	1,910,598(R)
Nite Reader	2,105,941(R)
Now What?!	75/853,137(A)
Premier Music (Design)	1,903,140(R)

16916086

Punctuate!	75/841,046(A)
Ransom Notes	75/912,951(A)
Read Only	75/892,798(A)
Silver Lining Books	75/635,541(A)
What Are You Reading?	2,126,136(R)

B. DALTON BOOKSELLER, INC.

<u>Mark</u>	<u>Application (A) Registration (R) or Series (S) No.</u>
Books Dalton	1,667,902 (R)
B. Dalton Jr.	1,684,036 (R)
B. Dalton Jr. (Design)	1,667,039 (R)
Booksavers	1,597,933 (R)
P.B. Pages	1,814,553 (R)
B. Dalton's	1,293,494 (R)
Barnes & Noble Jr. (Design)	1,609,403 (R)
Barnes & Noble Jr.	1,606,005 (R)
B. Dalton Bookseller	846,824 (R)
B. Dalton	1,158,498 (R)
Hooked on Books	1,147,660 (R)
People Who Know Books Know B. Dalton	1,306,552 (R)
Amaranth Press	1,404,928 (R)
Pickwick	1,047,832 (R)
Lamp of Learning (Design)	1,607,811 (R)

BARNES & NOBLE BOOKSELLERS, INC.

<u>Mark</u>	<u>Application (A) Registration (R) or Series (S) No.</u>
Bookstar (Design)	1,558,604 (R)
Amaranth Press	1,404,928(R)

MABO BOOKS CORP.

<u>Mark</u>	<u>Application (A) Registration (R) or Series (S) No.</u>
NONE	

CCI HOLDINGS, INC.

<u>Mark</u>	<u>Application (A) Registration (R) or Series (S) No.</u>
NONE	

DOUBLEDAY BOOK SHOPS, INC.

<u>Mark</u>	<u>Application (A) Registration (R) or Series (S) No.</u>
The Old Corner Bookstore	(Mass.) 0025314 (R)
Books of All Publishers Since 1910 (and Design)	1,516,823 (R)

BABBAGE'S ETC. LLC

<u>Mark</u>	<u>Application (A) Registration (R) or Series (S) No.</u>
Babbage's	1,345,315 (R) and 1,569,315 (R)

America's Software for the Home	1,547,310 (R) and 1,553,597 (R)
Babbage's Software for the Home	1,345,205 (R)
Gamestop	1,707,460 (R)

VENDAMERICA, INC.

<u>Mark</u>	Application (A) Registration (R) or Series (S) No.
-------------	--

NONE

FUNCO, INC.

More Video Games at Half the Price	2,226,903 (R)
FuncoLand (Stylized Letters)	2,085,805 (R)
FuncoLand National Video Game Championships	2,061,504 (R)
America's Place to Shop for Video Games	1,962,954 (R)
FuncoLand Fun Club	1,876,618 (R)
FuncoLand Your Source for Interactive Entertainment	1,896,591 (R)
Bring Home the Fun	1,806,603 (R)
Experience the Fun at FuncoLand	1,798,387 (R)
Funco	1,796,605 (R)
FuncoLand	1,796,604 (R)
Funco Land	1,708,866 (R)
Sunrise Publications	1,999,100 (R)
Game Informer	1,788,102 (R)

SUNRISE PUBLICATIONS, INC.

None

16916086

5

TRADEMARK
REEL: 002124 FRAME: 0227

BARNES & NOBLE, INC.

Name

NONE

B. DALTON BOOKSELLER, INC.

Name

NONE

BARNES & NOBLE BOOKSELLERS, INC.

Name

Bookstop

MABO BOOKS CORP.

Name

NONE

DOUBLEDAY BOOK SHOPS, INC.

Name

NONE

CCI HOLDINGS, INC.

Name

NONE

BABBAGE'S ETC. LLC

Name

Software Etc.

VENDAMERICA, INC.

Name

NONE

FUNCO, INC.

Name

NONE

SUNRISE PUBLICATIONS, INC.

Name

NONE

B. Foreign Trademarks

BARNES & NOBLE, INC.

<u>Mark</u>	<u>Application (A)</u> <u>Registration (R)</u>	<u>Country</u>	<u>Registration or</u> <u>Filing Date (F)</u>
NONE			

B. DALTON BOOKSELLER, INC.

<u>Mark</u>	<u>Application (A)</u> <u>Registration (R)</u>	<u>Country</u>	<u>Registration or</u> <u>Filing Date (F)</u>
NONE			

BARNES & NOBLE BOOKSELLERS, INC.

<u>Mark</u>	<u>Application (A)</u> <u>Registration (R)</u>	<u>Country</u>	<u>Registration or</u> <u>Filing Date (F)</u>
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MABO BOOKS CORP.

<u>Mark</u>	<u>Application (A) Registration (R)</u>	<u>Country</u>	<u>Registration or Filing Date (F)</u>
NONE			

DOUBLEDAY BOOK SHOPS, INC.

<u>Mark</u>	<u>Application (A) Registration (R)</u>	<u>Country</u>	<u>Registration or Filing Date (F)</u>
NONE			

CCI HOLDINGS, INC.

<u>Mark</u>	<u>Application (A) Registration (R)</u>	<u>Country</u>	<u>Registration or Filing Date (F)</u>
NONE			

BABBAGE'S ETC. LLC

<u>Mark</u>	<u>Application (A) Registration (R)</u>	<u>Country</u>	<u>Registration or Filing Date (F)</u>
NONE			

VENDAMERICA, INC.

<u>Mark</u>	<u>Application (A) Registration (R)</u>	<u>Country</u>	<u>Registration or Filing Date (F)</u>
NONE			

FUNCO, INC.

<u>Mark</u>	<u>Application (A) Registration (R)</u>	<u>Country</u>	<u>Registration or Filing Date (F)</u>
NONE			

<u>Mark</u>	<u>Application (A)</u> <u>Registration (R)</u>	<u>Country</u>	<u>Registration or</u> <u>Filing Date (F)</u>
NONE			

THIRD AMENDMENT TO PLEDGE AND SECURITY AGREEMENT

THIRD AMENDMENT TO PLEDGE AND SECURITY AGREEMENT, dated as of July 2, 2000, between BARNES & NOBLE, INC., a corporation duly organized and validly existing under the laws of the State of Delaware (the "*Company*"); each of the Subsidiaries of the Company identified under the caption "SUBSIDIARY GUARANTORS" on the signature pages hereof (individually, a "*Subsidiary Guarantor*" and, collectively, the "*Subsidiary Guarantors*" and, together with the Company, the "*Obligors*"); and THE CHASE MANHATTAN BANK, as agent for the lenders or other financial institutions or entities party, as lenders, to the Credit Agreement referred to below (in such capacity, together with its successors in such capacity, the "*Administrative Agent*").

The Company, the Subsidiary Guarantors, certain lenders and the Administrative Agent are parties to a Amended and Restated Credit Agreement dated as of November 18, 1997 (as modified and supplemented and in effect from time to time, the "*Amended and Restated Credit Agreement*"), providing, subject to the terms and conditions thereof, for extensions of credit (by making of loans and issuing letters of credit) to be made by said lenders to the Company in an aggregate principal or face amount not exceeding \$850,000,000 (as that amount may be increased as provided therein). The Obligors and the Agent wish to amend the Security Agreement referred to in the Amended and Restated Credit Agreement in certain respects and, accordingly, agree as follows:

Section 1. Definitions. Except as otherwise defined in this Amendment, terms defined in the Amended and Restated Credit Agreement are used herein as defined therein.

Section 2. Amendments. Subject to the satisfaction of the conditions precedent specified in Section 3 below, but effective as of the date hereof, the Annexes to the Security Agreement shall be amended as follows:

(a) Annex 1. Annex 1 to the Security Agreement shall be amended in its entirety to read as Annex 1 hereto.

(b) Annex 2. Annex 2 to the Security Agreement shall be amended in its entirety to read as Annex 2 hereto.

(c) Annex 3. Annex 3 to the Security Agreement shall be amended in its entirety to read as Annex 3 hereto.

(d) Annex 4. Annex 4 to the Security Agreement shall be amended in its entirety to read as Annex 4 hereto.

(e) Annex 5. Annex 5 to the Security Agreement shall be amended in its entirety to read as Annex 5 hereto.

Section 2. Conditions Precedent. As provided in Section 2 above, the amendments set forth in Section 2 shall become effective, as of the date hereof, upon the due execution and delivery of this Amendment by the Obligors and the Agent.

Section 3. Miscellaneous. Except as herein provided, the Security Agreement shall remain unchanged and in full force and effect. This Amendment may be executed in any number of counterparts, all of which taken together shall constitute one and the same amendatory instrument and any of the parties hereto may execute this Amendment by signing any such counterpart. This Amendment shall be governed by, and construed in accordance with, the internal laws of the State of New York.

IN WITNESS WHEREOF, the parties hereto have caused this Third Amendment to be duly executed and delivered as of the day and year first above written.

BARNES & NOBLE, INC.

By 
Title: Maureen O'Connell, Chief Financial Officer

SUBSIDIARY GUARANTORS

B. DALTON BOOKSELLER, INC.

By 
Title: Maureen O'Connell, Vice President

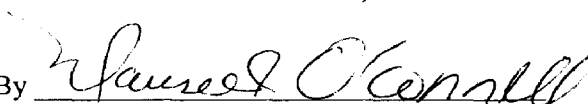
BARNES & NOBLE BOOKSELLERS, INC.

By 
Title: Maureen O'Connell, Vice President

MABO BOOKS CORP.
(formerly known as Marboro Books Corp.)

By 
Title: Maureen O'Connell, Vice President

DOUBLEDAY BOOK SHOPS, INC.

By 
Title: Maureen O'Connell, Vice President

CCI HOLDINGS, INC.

By 
Title: Maureen O'Connell, Vice President

BABBAGE'S ETC. LLC

By 
Title: Leonard Riggio, Manager

VENDAMERICA, INC.

By 
Title: Maureen O'Connell, Vice President

FUNCO, INC.

By 
Title: Maureen O'Connell, Vice President

SUNRISE PUBLICATIONS, INC.

By 
Title: Maureen O'Connell, Vice President

THE CHASE MANHATTAN BANK, as Administrative
Agent

By _____
Title:

CCI HOLDINGS, INC.

By _____
Title:

BABBAGE'S ETC. LLC

By _____
Title:

VENDAMERICA, INC.

By _____
Title:

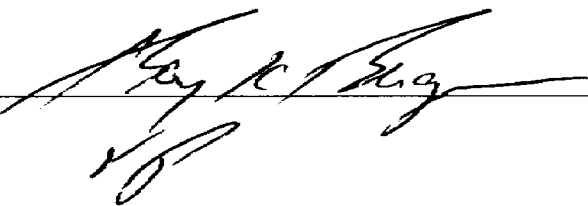
FUNCO, INC.

By _____
Title:

SUNRISE PUBLICATIONS, INC.

By _____
Title:

THE CHASE MANHATTAN BANK, as Administrative
Agent

By _____
Title: 

PLEDGED STOCK**BARNES & NOBLE, INC.**

<u>Issuer</u>	<u>Certificate Nos.</u>	<u>Registered Owner</u>	<u>Number of Shares</u>
B. Dalton Bookseller, Inc.	C-1	Barnes & Noble, Inc.	360 shares of common stock, par value \$100
Barnes & Noble Booksellers, Inc.	1	Barnes & Noble, Inc.	100 shares of common stock, par value \$1
Mabo Books Corp.	4	Barnes & Noble, Inc.	10 shares of common stock, no par value
CCI Holdings, Inc.	1	Barnes & Noble, Inc.	3,000 shares of common stock, par value \$1
B&N. Sub Corp	1	Barnes & Noble, Inc.	100 shares of common stock, par value \$1

B. DALTON BOOKSELLER, INC.

<u>Issuer</u>	<u>Certificate Nos.</u>	<u>Registered Owner</u>	<u>Number of Shares</u>
Doubleday Book Shops, Inc.	5	B. Dalton Bookseller, Inc.	1,000 shares of common stock, par value \$1
Vendamerica, Inc.	2	B. Dalton Bookseller, Inc.	1,000 shares of common stock, no par value
Funco, Inc.	2400	B. Dalton Bookseller, Inc.	1,000 shares of common stock, par value \$.01

BARNES & NOBLE BOOKSELLERS, INC.

NONE

MABO BOOKS CORP.

NONE

DOUBLEDAY BOOK SHOPS, INC.

NONE

CCI HOLDINGS, INC.

NONE

BABBAGE’S ETC. LLC.

NONE

VENDAMERICA, INC

NONE

FUNCO, INC.

<u>Issuer</u>	<u>Certificate Nos.</u>	<u>Registered Owner</u>	<u>Number of Shares</u>
Babbage’s Etc. LLC	N/A	Funco, Inc.	100% Membership Interest
Sunrise Publications, Inc.	1	Funco, Inc.	1,000,000 shares of common stock, par value \$.01

LIST OF PATENTS AND PATENT APPLICATIONS

BARNES & NOBLE, INC.

<u>File</u>	<u>Patent</u>	<u>Country</u>	<u>Registration No.</u>	<u>Date</u>
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NONE

B. DALTON BOOKSELLER, INC.

<u>File</u>	<u>Patent</u>	<u>Country</u>	<u>Registration No.</u>	<u>Date</u>
-------------	---------------	----------------	-------------------------	-------------

NONE

BARNES & NOBLE BOOKSELLERS, INC.

<u>File</u>	<u>Patent</u>	<u>Country</u>	<u>Registration No.</u>	<u>Date</u>
-------------	---------------	----------------	-------------------------	-------------

NONE

MABO BOOKS CORP.

<u>File</u>	<u>Patent</u>	<u>Country</u>	<u>Registration No.</u>	<u>Date</u>
-------------	---------------	----------------	-------------------------	-------------

NONE

DOUBLEDAY BOOK SHOPS, INC.

<u>File</u>	<u>Patent</u>	<u>Country</u>	<u>Registration No.</u>	<u>Date</u>
-------------	---------------	----------------	-------------------------	-------------

NONE

CCI HOLDINGS, INC.

<u>File</u>	<u>Patent</u>	<u>Country</u>	<u>Registration No.</u>	<u>Date</u>
-------------	---------------	----------------	-------------------------	-------------

NONE

BABBAGE'S ETC. LLC

<u>File</u>	<u>Patent</u>	<u>Country</u>	<u>Registration No.</u>	<u>Date</u>
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NONE

16916086

VENDAMERICA, INC.

<u>File</u>	<u>Patent</u>	<u>Country</u>	<u>Registration No.</u>	<u>Date</u>
NONE				

FUNCO, INC.

<u>File</u>	<u>Patent</u>	<u>Country</u>	<u>Registration No.</u>	<u>Date</u>
NONE				

SUNRISE PUBLICATIONS, INC.

<u>File</u>	<u>Patent</u>	<u>Country</u>	<u>Registration No.</u>	<u>Date</u>
NONE				

**LIST OF TRADE NAMES, TRADEMARKS, SERVICES MARKS,
TRADEMARK AND SERVICE MARK REGISTRATIONS AND
APPLICATIONS FOR TRADEMARK AND SERVICE MARK REGISTRATIONS**

A. U.S. Trademarks

BARNES & NOBLE, INC.

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1873 Press Colophon	75/857,882(A)
Blink	75/320,806(A)
The Book Lover's Second Home	1,930,860(R)
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Discover Great New Writers	2,119,401(R)
Discover Great New Writers	2,119,402(R)
Discover Great New Writers	2,119,413(R)
Explorations	75/914,447(A)
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Nite Reader	2,105,941(R)
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B. Dalton Jr. (Design)	1,667,039 (R)
Booksavers	1,597,933 (R)
P.B. Pages	1,814,553 (R)
B. Dalton's	1,293,494 (R)
Barnes & Noble Jr. (Design)	1,609,403 (R)
Barnes & Noble Jr.	1,606,005 (R)
B. Dalton Bookseller	846,824 (R)
B. Dalton	1,158,498 (R)
Hooked on Books	1,147,660 (R)
People Who Know Books Know B. Dalton	1,306,552 (R)
Amaranth Press	1,404,928 (R)
Pickwick	1,047,832 (R)
Lamp of Learning (Design)	1,607,811 (R)

BARNES & NOBLE BOOKSELLERS, INC.

<u>Mark</u>	<u>Application (A) Registration (R) or Series (S) No.</u>
Bookstar (Design)	1,558,604 (R)
Amaranth Press	1,404,928(R)

MABO BOOKS CORP.

<u>Mark</u>	<u>Application (A) Registration (R) or Series (S) No.</u>
NONE	

CCI HOLDINGS, INC.

<u>Mark</u>	<u>Application (A) Registration (R) or Series (S) No.</u>
NONE	

DOUBLEDAY BOOK SHOPS, INC.

<u>Mark</u>	<u>Application (A) Registration (R) or Series (S) No.</u>
The Old Corner Bookstore	(Mass.) 0025314 (R)
Books of All Publishers Since 1910 (and Design)	1,516,823 (R)

BABBAGE’S ETC. LLC

<u>Mark</u>	<u>Application (A) Registration (R) or Series (S) No.</u>
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Babbage's Software for the Home	1,345,205 (R)
Gamestop	1,707,460 (R)

VENDAMERICA, INC.

<u>Mark</u>	<u>Application (A) Registration (R) or Series (S) No.</u>
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FUNCO, INC.

More Video Games at Half the Price	2,226,903 (R)
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FuncoLand National Video Game Championships	2,061,504 (R)
America's Place to Shop for Video Games	1,962,954 (R)
FuncoLand Fun Club	1,876,618 (R)
FuncoLand Your Source for Interactive Entertainment	1,896,591 (R)
Bring Home the Fun	1,806,603 (R)
Experience the Fun at FuncoLand	1,798,387 (R)
Funco	1,796,605 (R)
FuncoLand	1,796,604 (R)
Funco Land	1,708,866 (R)
Sunrise Publications	1,999,100 (R)
Game Informer	1,788,102 (R)

SUNRISE PUBLICATIONS, INC.

None

16916086

5

TRADEMARK
REEL: 002124 FRAME: 0244

U.S. Tradenames

BARNES & NOBLE, INC.

Name

NONE

B. DALTON BOOKSELLER, INC.

Name

NONE

BARNES & NOBLE BOOKSELLERS, INC.

Name

Bookstop

MABO BOOKS CORP.

Name

NONE

DOUBLEDAY BOOK SHOPS, INC.

Name

NONE

CCI HOLDINGS, INC.

Name

NONE

BABBAGE'S ETC. LLC

Name

Software Etc.

VENDAMERICA, INC.

Name

NONE

FUNCO, INC.

Name

NONE

SUNRISE PUBLICATIONS, INC.

Name

NONE

B. Foreign Trademarks

BARNES & NOBLE, INC.

<u>Mark</u>	<u>Application (A)</u> <u>Registration (R)</u>	<u>Country</u>	<u>Registration or</u> <u>Filing Date (F)</u>
NONE			

B. DALTON BOOKSELLER, INC.

<u>Mark</u>	<u>Application (A)</u> <u>Registration (R)</u>	<u>Country</u>	<u>Registration or</u> <u>Filing Date (F)</u>
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<u>Mark</u>	<u>Application (A)</u> <u>Registration (R)</u>	<u>Country</u>	<u>Registration or</u> <u>Filing Date (F)</u>

MABO BOOKS CORP.

<u>Mark</u>	<u>Application (A)</u> <u>Registration (R)</u>	<u>Country</u>	<u>Registration or</u> <u>Filing Date (F)</u>
NONE			

DOUBLEDAY BOOK SHOPS, INC.

<u>Mark</u>	<u>Application (A)</u> <u>Registration (R)</u>	<u>Country</u>	<u>Registration or</u> <u>Filing Date (F)</u>
NONE			

CCI HOLDINGS, INC.

<u>Mark</u>	<u>Application (A)</u> <u>Registration (R)</u>	<u>Country</u>	<u>Registration or</u> <u>Filing Date (F)</u>
NONE			

BABBAGE'S ETC. LLC

<u>Mark</u>	<u>Application (A)</u> <u>Registration (R)</u>	<u>Country</u>	<u>Registration or</u> <u>Filing Date (F)</u>
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<u>Mark</u>	<u>Application (A)</u> <u>Registration (R)</u>	<u>Country</u>	<u>Registration or</u> <u>Filing Date (F)</u>
NONE			

FUNCO, INC.

<u>Mark</u>	<u>Application (A)</u> <u>Registration (R)</u>	<u>Country</u>	<u>Registration or</u> <u>Filing Date (F)</u>
NONE			

<u>Mark</u>	<u>Application (A)</u> <u>Registration (R)</u>	<u>Country</u>	<u>Registration or</u> <u>Filing Date (F)</u>
NONE			

**LIST OF CONTRACTS, LICENSES AND OTHER AGREEMENTS
RELATING TO INTELLECTUAL PROPERTY**

BARNES & NOBLE, INC.

License Agreement dated as of February 11, 1989 between Barnes & Noble College Bookstores, Inc. and Barnes & Noble Discount Bookstores, Inc. (a predecessor of B. Dalton Bookseller, Inc.), and Consents to License Agreement Assignments, dated as of November 18, 1988 and November 16, 1992, respectively.

B. DALTON BOOKSELLER, INC.

Letter Agreement dated as of February 21, 1989 from Scribner's Book Companies, Inc. and MacMillan, Inc. to B. Dalton Bookseller, Inc.

BARNES & NOBLE BOOKSELLERS, INC.

NONE

MABO BOOKS CORP.

NONE

DOUBLEDAY BOOK SHOPS, INC.

Trade Mark and Service Mark License dated as of May 31, 1990 between Bantam Doubleday Dell Publishing Group, Inc. and Doubleday Book Shops, Inc.

CCI HOLDINGS, INC.

NONE

BABBAGE'S ETC. LLC

NONE

VENDAMERICA, INC.

NONE

FUNCO, INC.

NONE

SUNRISE PUBLICATIONS, INC.

NONE

LIST OF LOCATIONS**BARNES & NOBLE, INC.**

1. 122 Fifth Avenue
New York, NY 10011
2. 1400 Old Country Road
Westbury, New York 11590

BARNES & NOBLE BOOKSELLERS, INC.

1. 122 Fifth Avenue
New York, NY 10011
2. 1400 Old Country Road
Westbury, New York 11590

MABO BOOKS CORP.

1. 122 Fifth Avenue
New York, NY 10011
2. 1400 Old Country Road
Westbury, New York 11590
3. One Pond Road
Rockleigh, NJ 07647

DOUBLEDAY BOOK SHOPS, INC.

1. 122 Fifth Avenue
New York, NY 10011
2. 1400 Old Country Road
Westbury, New York 11590

BABBAGE'S ETC. LLC

1. 122 Fifth Avenue
New York, NY 10011
2. 1400 Old Country Road
Westbury, New York 11590
3. 2250 William D. Tate Avenue
Grapevine, TX 76051

B. DALTON BOOKSELLER, INC.

1. 122 Fifth Avenue
New York, NY 10011
2. 1400 Old Country Road
Westbury, NY 11590
3. 100 Middlesex Center Boulevard
Jamesburg, NJ 08831
4. 331 Herrod Drive
Jamesburg, NJ 08831
5. 308 Herrod Drive
Jamesburg, NJ 08831

CCI HOLDINGS, INC.

1. 122 Fifth Avenue
New York, NY 10011
2. 1400 Old Country Road
Westbury, NY 11590
3. 6411 Burleson Road
Austin, TX 78744

VENDAMERICA, INC

1. 122 Fifth Avenue
New York, NY 10011
2. 1400 Old Country Road
Westbury, New York 11590
3. 2250 William D. Tate Avenue
Grapevine, TX 76051

FUNCO, INC.

1. 122 Fifth Avenue
New York, NY 10011
2. 1400 Old Country Road
Westbury, New York 11590
3. 10120 West 76th Street
Eden Prairie, MN 55344

SUNRISE PUBLICATIONS, INC.

1. 122 Fifth Avenue
New York, NY 10011
2. 1400 Old Country Road
Westbury, New York 11590
3. 10120 West 76th Street
Eden Prairie, MN 55344