

04-26-2001



RECORDATION FORM COVER SHEET
TRADEMARK ONLY

U.S. Department of Commerce
Patent and Trademark Office
Attorney Docket No.
Attorney Customer Number:

101687473

ts and Trademarks:
Original documents or copy thereof.

ATTN. BOX ASSIGNMENTS

1. Name of conveying party(ies):
BARNESANDNOBLE.COM INC. *4-16-01*

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

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

Internal Address: c/o Barnes & Noble.com

3. Nature of conveyance:

Street Address: 76 Ninth Avenue *APR 10 2001*

Assignment

Merger

City: New York

Security Agreement

Change of Name

State: New York

Zip Code: 10011

Other:

Additional name(s) & Address(es) attached?

Execution Date: November 16, 2000

Yes No

4. Application number(s) or patent number(s): If this document is being filed together with a new application, the execution date of the application:

A. Trademark Application Number(s):

B. Trademark Registration Number(s):

75/431,265; 75/627,948

Additional numbers attached?

Yes

No

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

6. Total number of applications and registrations involved: 6

Name: Julia Anne Matheson

7. Total fee (37 CFR 3.41): \$165.00

Enclosed (Please charge deficiency to deposit account)

Authorized to be charged to deposit account

Internal Address: FINNEGAN, HENDERSON, FARABOW, GARRETT & DUNNER, L.L.P.

Street Address: 1300 I Street, N.W.

City: Washington

State: D.C. Zip: 20005-3315

8. Deposit Account No.: 06-0916

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.

Julia Anne Matheson

Julia Anne Matheson
Signature

April 10, 2001
Date

Total number of pages including cover sheet, attachments and documents: 20/16

SCHEDULE A

MARK	SERIAL NO.
FATBRAIN LOGO	75/657,451
FATBRAIN.COM	75/660,909
EMATTER	75/774,007
EMATTER	75/787,404

OPERATING AGREEMENT**OF****FATBRAIN.COM, LLC**

THIS OPERATING AGREEMENT (this "Agreement") is adopted as of November 16, 2000, by barnesandnoble.com llc ("Barnes & Noble.com"), a Delaware limited liability company, as the sole member of Fatbrain.com, LLC, a limited liability company (the "Company") formed and existing under the Limited Liability Company Act of the State of Delaware.

WITNESSETH:

WHEREAS, the Certificate of Formation of the Company was filed with the Secretary of State of the State of Delaware on November 13, 2000.

WHEREAS, on November 16, 2000, barnesandnoble.com inc. acquired all of the assets and liabilities of Fatbrain.com, Inc. (the "Fatbrain Assets"), pursuant to the terms and conditions of the Agreement and Plan of Merger, dated as of September 13, 2000 (the "Merger Agreement").

WHEREAS, immediately following the consummation of the transaction contemplated by the Merger Agreement, barnesandnoble.com inc. contributed the Fatbrain Assets to the Company in exchange for all of the membership interests of the Company.

WHEREAS, immediately following such contribution, barnesandnoble.com inc. transferred and assigned all of its membership interests in the Company to Barnes & Noble.com.

NOW, THEREFORE, the undersigned desire to provide for the regulation and establishment of the affairs of the Company, and the conduct of its business.

**ARTICLE I.
Definitions**

11863-00028/857889.2

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REEL: 002279 FRAME: 0713**

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ARTICLE II.
Organization

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ARTICLE III.
Percentage Interests; Capital Contributions

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**ARTICLE IV.
MANAGEMENT OF THE COMPANY**

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REEL: 002279 FRAME: 0717

ARTICLE V.
Allocations of Taxable Income and Loss

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-6-

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**ARTICLE VI.
Distributions**

**ARTICLE VII.
Admission and Transfer of Membership Units**

**ARTICLE VIII.
Dissolution**

11863-00028/857889.2

-7-

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ARTICLE IX.
Limitation on Liability; Indemnity of Member and Manager

11863-00028/857889.2

-8-

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ARTICLE X.
Books and Records

ARTICLE XI.
Miscellaneous Provisions

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-9-

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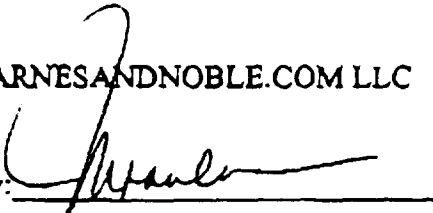


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-10-

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BARNESANDNOBLE.COM LLC

By: 
Name: _____
Title:

ASSIGNMENT AGREEMENT

WITNESSETH

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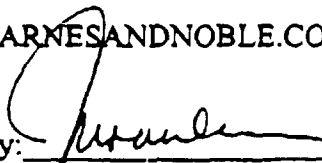
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IN WITNESS WHEREOF, the parties have executed this Assignment Agreement as of the day and year first written above.

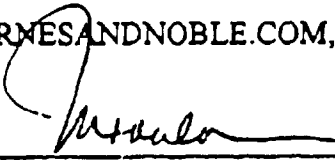
BARNESANDNOBLE.COM, INC.

By: 

Name:

Title:

BARNESANDNOBLE.COM, LLC

By: 

Name:

Title: