

04-26-2001



RECORDATION FORM COVER SHEET
TRADEMARK ONLY

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

101687474

Applications and Trademarks:
I have received the attached original documents or copy thereof.

ATTN. BOX ASSIGNMENTS

1. Name of conveying party(ies):
BARNESANDNOBLE.COM LLC *4-26-01*

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

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):
75/431,265; 75/627,948

B. Trademark Registration Number(s):

Additional numbers attached? Yes No

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

Name: Julia Anne Matheson

6. Total number of applications and registrations involved: 6

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

SCHEDULE A

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

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "FATBRAIN.COM, LLC", FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF NOVEMBER, A.D. 2000, AT 9 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

3914876 8100

001566504

AUTHENTICATION: 0787103

DATE: 11-13-00

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REEL: 002279 FRAME: 0731

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 00:00 AM 11/13/2000
001566504 - 3314876

CERTIFICATE OF FORMATION

OF

Fatbrain.com, LLC

Under Section 18-201 of the Delaware Code

The undersigned, an authorized natural person, for the purpose of forming a limited liability company, under the provisions and subject to Chapter 18, Title 6 of the Delaware Code, as amended and supplemented, and known, identified and referred to as the "Delaware Limited Liability Company Act" (the "Act"), hereby certifies that:

FIRST: The name of the limited liability company is Fatbrain.com, LLC (hereinafter called the "Company").

SECOND: The address of the registered office and the name and the address of the registered agent of the Company required to be maintained by Section 18-104 of the Act are:

Corporation Service Company
2711 Centerville Road, Suite 400
Wilmington, Delaware 19808

IN WITNESS WHEREOF, I hereunto sign my name this 6th day of November, 2008.

Carol A. Goodman

Carol A. Goodman
Authorized Person

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**

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ARTICLE II.
Organization

ARTICLE III.
Percentage Interests; Capital Contributions

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**ARTICLE IV.
MANAGEMENT OF THE COMPANY**

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ARTICLE V.
Allocations of Taxable Income and Loss

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**ARTICLE VI.
Distributions**

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

**ARTICLE VIII.
Dissolution**

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

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**ARTICLE X.
Books and Records**

**ARTICLE XI.
Miscellaneous Provisions**

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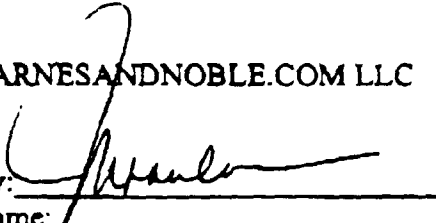


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BARNESANDNOBLE.COM LLC

By: 
Name:
Title:

ASSIGNMENT AGREEMENT

WITNESSETH

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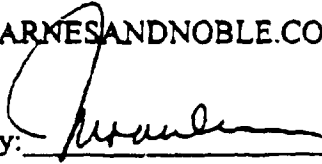
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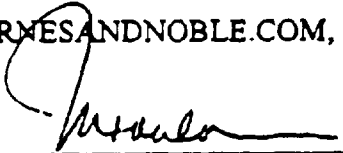
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IN WITNESS WHEREOF, the parties have executed this Assignment Agreement as of the day and year first written above.

BARNESANDNOBLE.COM, INC.

By: 
Name: _____
Title:

BARNESANDNOBLE.COM, LLC

By: 
Name: _____
Title: