

04-26-2001



RECORDATION FORM COVER SHEET
TRADEMARK ONLY

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

101687465

Attachments and Trademarks:
Attachments or copy thereof.

ATTN. BOX ASSIGNMENTS

| | | | |
|---|--|---|-----------------|
| 1. Name of conveying party(ies): FATBRAIN.COM, INC. | | 2. Name and address of receiving party(ies): Name: BARNESANDNOBLE.COM INC. | |
| Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | Internal Address: | |
| 3. Nature of conveyance: | | Street Address: 76 Ninth Avenue | |
| <input type="checkbox"/> Assignment | <input checked="" type="checkbox"/> Merger | City: New York | |
| <input type="checkbox"/> Security Agreement | <input type="checkbox"/> Change of Name | State: New York | Zip Code: 10011 |
| <input type="checkbox"/> Other: | | Additional name(s) & Address(es) attached? | |
| Execution Date: November 16, 2000 | | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? | | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No | |
| 5. Name and address of party to whom correspondence concerning document should be mailed: | | 6. Total number of applications and registrations involved: <u>6</u> | |
| Name: <u>Julia Anne Matheson, Esq.</u> | | 7. Total fee (37 CFR 3.41): \$165.00 | |
| Internal Address: FINNEGAN, HENDERSON, FARABOW, GARRETT & DUNNER, L.L.P. | | <input type="checkbox"/> Enclosed (Please charge deficiency to deposit account) | |
| Street Address: 1300 I Street, N.W. | | <input checked="" type="checkbox"/> Authorized to be charged to deposit account | |
| City: Washington | | 8. Deposit Account No.: <u>06-0916</u> | |
| State: D.C. Zip: 20005-3315 | | 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. | | | |
| <u>Julia Anne Matheson</u> | | <u>Julia Anne Matheson</u> Signature | |
| | | <u>April 10, 2001</u> Date | |
| Total number of pages including cover sheet, attachments and documents: <u>6</u> | | | |

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

PAGE 1

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 MERGER, WHICH MERGES:

"FATBRAIN.COM, INC.", A DELAWARE CORPORATION,
WITH AND INTO "BARNESANDNOBLE.COM INC." UNDER THE NAME OF "BARNESANDNOBLE.COM INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTEENTH DAY OF NOVEMBER, A.D. 2000, AT 3:59 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel, Secretary of State

3015467 8100M

AUTHENTICATION: 0798646

001577479

DATE: 11-16-00

TRADEMARK
REEL: 002279 FRAME: 0754

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
NOV 16 03:59 PM 11/16/2000
01577479 - 3015467

CERTIFICATE OF MERGER
OF
FATBRAIN.COM, INC.
WITH AND INTO
BARNESANDNOBLE.COM INC.

Pursuant to Section 251 of the
General Corporation Law of the
State of Delaware

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:

- (i) Fatbrain.com, Inc., which is incorporated under the laws of the State of Delaware; and
- (ii) barnesandnoble.com inc., which is incorporated under the laws of the State of Delaware.

2. An Agreement and Plan of Merger, setting forth the terms and conditions of the merger of Fatbrain.com, Inc. with and into barnesandnoble.com inc. (the "Merger"), has been approved, adopted, certified, executed and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of Section 251 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation in the Merger is barnesandnoble.com inc.

4. The Certificate of Incorporation of barnesandnoble.com inc., as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.

5. The executed Agreement and Plan of Merger between the constituent corporations is on file at the office of the surviving corporation, the address of which is as follows:

barnesandnoble.com inc.
76 Ninth Avenue
New York, NY 10011

6. A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request, and without cost, to any stockholder of the constituent corporations.

7. The Merger shall become effective at 3:59 p.m., Eastern Time, on Thursday, November 16, 2000.

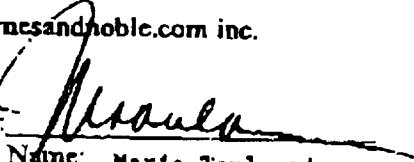
11883-00028/B41566.2

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IN WITNESS WHEREOF, the undersigned has executed this Certificate of Merger on the 16th day of November, 2000.

barnesandnoble.com inc.

By:



Name: Marie Toulantis

Title: CFO

11863-00028/841588.1

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