

Form PTO-1594 (Rev. 06/04)
OMB Collection 0651-0027 (exp. 6/30/2005)

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

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

<p>1. Name of conveying party(ies)/Execution Date(s):</p> <p>Barnes & Noble College Bookstores, Inc.</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State New York <input type="checkbox"/> Other _____</p> <p>Citizenship (see guidelines) _____</p> <p>Execution Date(s) <u>December 11, 2003</u></p> <p>Additional names of conveying parties attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>Additional names, addresses, or citizenship attached?</p> <p>Name: <u>Barnes & Noble College Booksellers, Inc.</u> Internal Address: _____ Street Address: <u>33 East 17th Street</u> City: <u>New York</u> State: <u>New York</u> Country: _____ Zip: <u>10003</u></p> <p><input type="checkbox"/> Association Citizenship _____ <input type="checkbox"/> General Partnership Citizenship _____ <input type="checkbox"/> Limited Partnership Citizenship _____ <input checked="" type="checkbox"/> Corporation Citizenship <u>New York</u> <input type="checkbox"/> Other _____ Citizenship _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from assignment)</p>
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3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other See attached insert

<p>4. Application number(s) or registration number(s) and identification or description of the Trademark.</p> <p>A. Trademark Application No.(s) <u>See attached schedule</u></p>	<p>B. Trademark Registration No.(s) <u>See attached schedule</u></p> <p>Additional sheet(s) attached? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>
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C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

<p>5. Name & address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Todd Braverman, Esq.</u> Internal Address: <u>Bryan Cave LLP</u> Street Address: <u>1290 Avenue of the Americas</u> <u>New York</u> City: _____ State: <u>New York</u> Zip: <u>10104</u> Phone Number: <u>212-541-2064</u> Fax Number: <u>212-261-9864</u> Email Address: <u>tjbraverman@bryancave.com</u></p>	<p>6. Total number of applications and registrations involved: 44</p> <p>7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ <u>1,115.00</u></p> <p><input type="checkbox"/> Authorized to be charged by credit card <input checked="" type="checkbox"/> Authorized to be charged to deposit account <input type="checkbox"/> Enclosed</p> <p>8. Payment Information:</p> <p>a. Credit Card Last 4 Numbers _____ Expiration Date _____</p> <p>b. Deposit Account Number <u>02-4467</u> Authorized User Name <u>Bryan Cave</u></p>
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9. Signature: Todd Braverman 9/27/04

 Signature Date
Todd Braverman
 Name of Person Signing

Total number of pages including cover sheet, attachments, and document:

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:
 Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

CH \$1090.00 024467 78279446

**LIST OF BARNES & NOBLE COLLEGE BOOKSTORES, INC.
U.S. TRADEMARKS**

	Serial Number	Reg. Number	Word Mark
1	78279446		BARNES & NOBLE MEMBERSHIP
2	78277777		BARNES & NOBLE BOOKS
3	78277760		BARNES & NOBLE BOOKS BETTER BOOKS BETTER PRICES
4	78297342		BARNES & NOBLE WIRELESS HOTSPOT
5	78297125		BARNES & NOBLE HOTSPOT
6	78279437		B
7	78277754		BETTER BOOKS BETTER PRICES
8	76489445	2797319	B&N
9	76507091		BARNES & NOBLE CLASSICS
10	76309621	2698599	BARNES & NOBLE INPRINT
11	76302051	2613520	CARESNACKAGES A DELICIOUS BREAK FROM THE BOOKS
12	76292897	2698574	CARESNACKAGES
13	76292087	2717958	BARNES & NOBLE WORLD DIGITAL LIBRARY
14	76290414	2701230	WDL
15	76290366	2701229	WDL
16	76259620	2689271	BARNES & NOBLE IN PRINT
17	76257881	2733888	CAMPUS OUTREACH
18	76254632	2581785	NATIONAL CAMPUS BEST SELLER
19	76254631	2581784	THE NATIONAL CAMPUS BESTSELLER LIST
20	76148254	2512356	BARNES & NOBLE.COM
21	76148253	2519777	BARNES&NOBLE.COM
22	76130299	2632807	B&N UNIVERSITY
23	76129788		BNTV
24	76129787		BNTV.COM
25	76129785		B&NTV
26	76129782	2636657	BARNES & NOBLE UNIVERSITY
27	76129781		BARNES & NOBLE.COM TV
28	76129779		BARNES & NOBLE TV
29	76114889	2509418	OF COURSE WE CAN
30	76111494	2512238	OF COURSE WE CAN
31	75581204	2396933	BARNES & NOBLE BOOKSELLERS
32	75336858	2237712	DEAL DON'T EVER ACCEPT LESS
33	75336857	2243690	DEAL DON'T EVER ACCEPT LESS
34	73165683	1138704	BARNES & NOBLE
35	73165681	1138702	SEASON'S READING
36	75907269	2412614	BN.COM ON THE GO

37	75907269	2412614	BN.COM ON THE GO
38	75783040	2360296	BN.COM
39	75783039	2360295	BN.COM BARNES & NOBLE
40	75758383	2397529	MYBNLINK
41	75580677	2288021	BARNES & NOBLE JR.
42	75580676	2289072	BARNES & NOBLE JR.
43	75577684	2463172	BARNESANDNOBLE.COM
44	75577683	2290269	BARNESANDNOBLE.COM

BOX 3 Insert

Record to correct Assignor and Assignee's names on Change of
Name document previously recorded on Reel/Frame
002896/0903.

01-12-2004

Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)
Tab settings ⇨ ⇨ ⇨



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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):

Barnes & Noble College
Booksellers, Inc.

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State New York
- Other

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

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other

Execution Date: December 11, 2003

2. Name and address of receiving party(ies)

Name: Barnes & Noble College
Bookstores, Inc.

Internal Address:

Address:

Street Address: 33 East 17th Street

City: New York State: NY Zip: 10003

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State New York
- Other

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 registration number(s):

A. Trademark Application No.(s)

(See attached schedule.)

B. Trademark Registration No.(s)

(See attached file.)

Additional number(s) attached Yes No

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

Name: Todd Braverman, Esq.

Internal Address: Bryan Cave LLP

Street Address: 1290 Avenue of the Americas

City: New York State: NY Zip: 10104

6. Total number of applications and registrations involved: 44

7. Total fee (37 CFR 3.41).....\$ 1,115.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

02-4467

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

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.

Todd Braverman

Name of Person Signing
00000069 78279446

Signature

Date

Total number of pages including cover sheet, attachments, and document:

40.00
1075.00
Documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK

REEL: 002945 FRAME: 0786

01/09/2004
01 FC:8521
02 FC:8522

OPR/FINANCE
JAN -7 AM 8:33

CSI-01

New York State
Department of State
Division of Corporations, State Records
and Uniform Commercial Code
41 State Street
Albany, NY 12231

031211000569

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF

BARNES & NOBLE COLLEGE BOOKSTORES, INC.

(Insert Name of Domestic Corporation)

Under Section 805 of the Business Corporation Law

FIRST: The name of the corporation is: BARNES & NOBLE COLLEGE BOOKSTORES, INC.

If the name of the corporation has been changed, the name under which it was formed is: _____

LEONARD ALEXANDER & CO., INC.

SECOND: The date of filing of the certificate of incorporation with the Department of State is:

June 10, 1965

THIRD: (Set forth each amendment in a separate paragraph providing the subject matter and full text of each amended paragraph.) The amendment effected by this certificate of amendment is as follows:

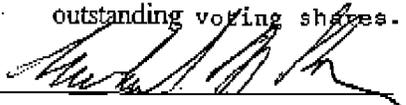
Paragraph 1 of the Certificate of Incorporation relating to the name of the Corporation

is hereby amended to read in its entirety as follows: _____

"1. The name of the corporation is Barnes & Noble College Booksellers, Inc. (hereinafter called the "Corporation")."

FOURTH: The certificate of amendment was authorized by: *[Check the appropriate box]*

- The vote of the board of directors followed by a vote of a majority of all outstanding shares entitled to vote thereon at a meeting of shareholders.
- The vote of the board of directors followed by the unanimous written consent of the holders of all outstanding voting shares.


(Signature)

Michael N. Rosen, Secretary
(Name and Capacity of Signer)

CSI-01

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF

031211000559

BARNES & NOBLE COLLEGE BOOKSTORES, INC.

(Insert Name of Domestic Corporation)

Under Section 805 of the Business Corporation Law

Filer's Name Bryan Cave LLP

Address 1290 Avenue of the Americas

City, State and Zip Code New York, NY 10104

FILED

2003 DEC 11 AM 11:24

NOTE: This form was prepared by the New York State Department of State. It does not contain all optional provisions under the law. You are not required to use this form. You may draft your own form or use forms available at legal stationery stores. The Department of State recommends that all documents be prepared under the guidance of an attorney. The certificate must be submitted with a \$60 filing fee, plus the required tax on shares pursuant to §180 of the Tax Law, if applicable.

For Office Use Only

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STATE OF NEW YORK
DEPARTMENT OF STATE

FILED DEC 11 2003

TAX \$ 0

BY: [Signature]

NEW YORK

CSI-01

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RECORDED: 09/27/2004

TRADEMARK
REEL: 002945 FRAME: 0788

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