

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/30/2009

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Barnes & Noble College Booksellers, Inc.		09/30/2009	CORPORATION: NEW YORK

**RECEIVING PARTY DATA**

Name:	BNCB Merger Sub, LLC
Street Address:	122 Fifth Avenue
City:	New York
State/Country:	NEW YORK
Postal Code:	10011
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

**PROPERTY NUMBERS Total: 43**

Property Type	Number	Word Mark
Registration Number:	3398491	COLLEGIATE SUPERSTORE
Registration Number:	3141535	DEAL DON'T EVER ACCEPT LESS
Registration Number:	3143324	USED TEXTBOOK DEPOT
Registration Number:	3143323	OVERBOOKED
Registration Number:	3146293	IT'S ALL ABOUT CHOICE
Registration Number:	2973557	B
Serial Number:	77759940	BARNES & NOBLE REDISCOVERS
Serial Number:	77620473	U4U YOUR WORLD YOUR WORDS
Serial Number:	77759929	BARNES & NOBLE REDISCOVERS
Serial Number:	77826435	FIRST DOWN
Serial Number:	77748165	B&N DIGITAL
Serial Number:	77748163	BARNES & NOBLE DIGITAL

CH \$1090.00 3398491

**900148165**

**TRADEMARK  
 REEL: 004099 FRAME: 0932**

Serial Number:	77715425	WORK HARD PLAY HARD
Serial Number:	77264338	BARNES & NOBLE.COM
Serial Number:	77264336	BARNES & NOBLE BOOKSELLERS
Serial Number:	77264335	BARNES & NOBLE
Registration Number:	3612074	BARNES & NOBLE STUDIO
Registration Number:	3525566	BARNES & NOBLE TAGGED!
Registration Number:	3493755	140 NORTH
Registration Number:	3422332	NATIONAL CAMPUS BESTSELLERS
Registration Number:	2797319	B&N
Registration Number:	2519777	BARNES&NOBLE.COM
Registration Number:	2733888	CAMPUS OUTREACH
Registration Number:	2846265	BARNES & NOBLE CLASSICS
Registration Number:	2717958	BARNES & NOBLE WORLD DIGITAL LIBRARY
Registration Number:	2512356	BARNES & NOBLE.COM
Registration Number:	2632807	B&N UNIVERSITY
Registration Number:	2832365	BNTV
Registration Number:	2636657	BARNES & NOBLE UNIVERSITY
Registration Number:	3006111	BARNES & NOBLE TELEVISION
Registration Number:	2509418	OF COURSE WE CAN
Registration Number:	2512238	OF COURSE WE CAN
Registration Number:	2288021	BARNES & NOBLE JR.
Registration Number:	2360296	BN.COM
Registration Number:	2397529	MYBNLINK
Registration Number:	2396933	BARNES & NOBLE BOOKSELLERS
Registration Number:	2290269	BARNESANDNOBLE.COM
Registration Number:	2237712	DEAL DON'T EVER ACCEPT LESS
Registration Number:	2243690	DEAL DON'T EVER ACCEPT LESS
Registration Number:	1138704	BARNES & NOBLE
Registration Number:	1138702	SEASON'S READINGS
Registration Number:	3390118	140 NORTH
Registration Number:	1558604	BOOKSTAR

CORRESPONDENCE DATA

Fax Number: (212)261-9864

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

**TRADEMARK**  
**REEL: 004099 FRAME: 0933**

Phone: 2125412064  
Email: nyuspto@bryancave.com  
Correspondent Name: Todd Braverman, Esq.  
Address Line 1: 1290 Avenue of the Americas  
Address Line 4: New York, NEW YORK 10104

ATTORNEY DOCKET NUMBER:	0149940
NAME OF SUBMITTER:	Todd Braverman, Esq.
Signature:	/tjbraverman/
Date:	11/20/2009

Total Attachments: 4  
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**STATE OF NEW YORK**  
**DEPARTMENT OF STATE**

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of  
the Department of State, at the City of  
Albany, on October 1, 2009.

A handwritten signature in black ink, appearing to read "Daniel E. Shapiro".

Daniel E. Shapiro  
First Deputy Secretary of State

Rev. 06/07

091001000240

CSC 45  
DRAW DOWN

CERTIFICATE OF MERGER OF

BARNES & NOBLE COLLEGE BOOKSELLERS, INC.  
a New York Corporation

into

BNCB MERGER SUB, LLC  
a Delaware Limited Liability Company

Under Section 1003 of the Limited Liability Company Law

October 1, 2009

FIRST: The constituent entities of the merger are:

<u>Name</u>	<u>Jurisdiction of Organization/Incorporation</u>
Barnes & Noble College Booksellers, Inc.	New York
BNCB Merger Sub, LLC	Delaware

SECOND: Barnes & Noble College Booksellers, Inc., a New York corporation, filed its initial articles of incorporation with the Department of State of the State of New York on June 10, 1965 under its former name of Leonard Alexander & Co, Inc.

THIRD: BNCB Merger Sub, LLC, a Delaware limited liability company, filed its certificate of formation with the Secretary of State of the State of Delaware on September 8, 2009. An application of authority for BNCB Merger Sub, LLC was filed with the Department of State of the State of New York on September 30, 2009.

FOURTH: An Agreement and Plan of Merger dated as of September 30, 2009 (the "Merger Agreement") between Barnes & Noble College Booksellers, Inc. and BNCB Merger Sub, LLC has been approved and executed by each constituent entity.

FIFTH: The name of the surviving entity is BNCB Merger Sub, LLC (the "Surviving Company"); provided that, at the Effective Time, the name of the Surviving Company shall be changed to "Barnes & Noble College Booksellers, LLC".

SIXTH: The Surviving Company may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of Barnes & Noble College Booksellers, Inc. and for the enforcement, as provided under the New York Business Corporation Law, of the right of the shareholder of Barnes & Noble College Booksellers, Inc. to receive payment for its interests against the Surviving Company.

SEVENTH: The Secretary of State of the State of New York is designated as agent of the Surviving Company upon whom process against it may be served in the manner set forth in Section 306(b) of the New York Business Corporation Law in any action or special proceeding. The post office address to which the Secretary of State shall mail a copy of any process served upon him or her is Capitol Services, Inc., 615 South Dupont Highway, City of Dover, County of Kent, Delaware 19901.

EIGHTH: Subject to the provisions of Section 623 of the New York Business Corporation Law, Section 1005 of the New York Limited Liability Company Law or any applicable statute, the Surviving Company will promptly pay to the shareholder or member of either constituent entity the amount, if any, to which it shall be entitled under the provisions of the New York Business Corporation Law or any applicable statute relating to the right of shareholders, owners and members to receive payment for their interests.

NINTH: A copy of the Merger Agreement will be furnished by the Surviving Company upon request and without cost to any person holding an interest in Barnes & Noble College Booksellers, Inc. or BNCB Merger Sub, LLC.

TENTH: The merger herein certified is permitted by the laws of the jurisdiction of organization of BNCB Merger Sub, LLC and is in compliance therewith.

ELEVENTH: The Merger Agreement is on file at a place of business of the Surviving Company. The address of such place of business is 122 Fifth Avenue, New York City, New York 10011.

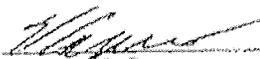
*[Remainder of this page intentionally left blank]*

IN WITNESS WHEREOF, this certificate has been subscribed as of the date first written above by the undersigned who affirms that the statements made herein are true under the penalties of perjury.

BARNES & NOBLE COLLEGE  
BOOKSELLERS, INC.

By:   
\_\_\_\_\_  
Vincent J. Capurso  
Vice President, Tax

BNCB MERGER SUB, LLC

By:   
\_\_\_\_\_  
Vincent J. Capurso  
Vice President, Tax

*[Signature Page to New York Certificate of Merger]*

(NY) 08908228-CLOSINGny.merger.certificate.doc