

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|-----------------------|----------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | CHANGE OF NAME |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|----------------------|----------|----------------|-------------------------------------|
| BNCB Merger Sub, LLC | | 09/30/2009 | LIMITED LIABILITY COMPANY: DELAWARE |

RECEIVING PARTY DATA

| | |
|-----------------|---|
| Name: | Barnes & Noble College Booksellers, 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 |
| 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 |

CH \$1090.00 3398491

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|----------------------|----------|--------------------------------------|
| 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: | 3390118 | 140 NORTH |
| Registration Number: | 1558604 | BOOKSTAR |
| 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 |
| Serial Number: | 77759940 | BARNES & NOBLE REDISCOVERS |
| Serial Number: | 77759929 | BARNES & NOBLE REDISCOVERS |
| Serial Number: | 77620473 | U4U YOUR WORLD YOUR WORDS |
| Serial Number: | 77826435 | FIRST DOWN |
| Serial Number: | 77748165 | B&N DIGITAL |
| Serial Number: | 77748163 | BARNES & NOBLE DIGITAL |
| Serial Number: | 77715425 | WORK HARD PLAY HARD |
| Serial Number: | 77264338 | BARNES & NOBLE.COM |
| Serial Number: | 77264336 | BARNES & NOBLE BOOKSELLERS |
| Serial Number: | 77264335 | BARNES & NOBLE |

CORRESPONDENCE DATA

Fax Number: (212)261-9864

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

Phone: 2125412064

Email: nyuspto@bryancave.com

Correspondent Name: Todd Braverman, Esq.

TRADEMARK
REEL: 004099 FRAME: 0940

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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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, 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:

"BARNES & NOBLE COLLEGE BOOKSELLERS, INC.", A NEW YORK CORPORATION,

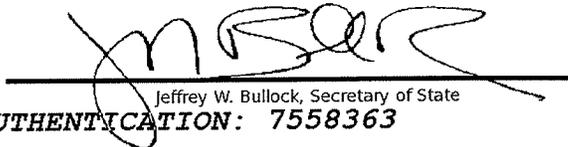
WITH AND INTO "BNCB MERGER SUB, LLC" UNDER THE NAME OF "BARNES & NOBLE COLLEGE BOOKSELLERS, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF SEPTEMBER, A.D. 2009, AT 2:21 O'CLOCK P.M.

4728167 8100M

090897969

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7558363

DATE: 09-30-09

TRADEMARK
REEL: 004099 FRAME: 0942

CERTIFICATE OF MERGER

OF

BARNES & NOBLE COLLEGE BOOKSELLERS, INC.

WITH AND INTO

BNCB MERGER SUB, LLC

September 30, 2009

This Certificate of Merger of Barnes & Noble College Booksellers, Inc. with and into BNCB Merger Sub, LLC is being duly executed and filed by BNCB Merger Sub, LLC pursuant §18-209 of the Delaware Limited Liability Company Act (6 *Del. C.* §§ 18-101 *et seq.*).

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: The Agreement and Plan of Merger (the "Merger Agreement") dated as of September 30, 2009 has been approved and executed by each of the constituent entities which are to merge.

THIRD: The name of the surviving Delaware limited liability company is BNCB Merger Sub, LLC (the "Surviving Company").

FOURTH: The merger shall be effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware (the "Effective Time").

FIFTH: As of the Effective Time, Article FIRST of the Certificate of Formation of the Surviving Company shall be amended and replaced in its entirety by the following:

FIRST: The name of the limited liability company formed hereby is Barnes & Noble College Booksellers, LLC.

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

SEVENTH: A copy of the Merger Agreement will be furnished by the Surviving Company, on request and without cost, to any member of BNCB Merger Sub, LLC and to any stockholder of Barnes & Noble College Booksellers, Inc.

[Remainder of this page intentionally left blank]

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Merger as of the date first written above.

BNCB MERGER SUB, LLC

By: 

Vincent J. Capurso
Vice President, Tax

{Signature Page to Delaware Certificate of Merger}

(NY) 05908/228-CLOSING de.merger.certificate.doc