

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Termination and Release of Trademark Collateral Security and Pledge Agreement

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Bank of America, N.A., as Administrative Agent		02/18/2011	a national banking association: UNITED STATES

RECEIVING PARTY DATA

Name:	Borders Group, Inc.
Street Address:	100 Phoenix Drive
City:	Ann Arbor
State/Country:	MICHIGAN
Postal Code:	48108
Entity Type:	CORPORATION: MICHIGAN

Name:	Borders, Inc. (individually and as successor-in-interest to Waldenbooks Properties, Inc.)
Street Address:	100 Phoenix Drive
City:	Ann Arbor
State/Country:	MICHIGAN
Postal Code:	48108
Entity Type:	CORPORATION: COLORADO

Name:	BGP (UK) Limited
Street Address:	100 Phoenix Drive
City:	Ann Arbor
State/Country:	MICHIGAN
Postal Code:	48108
Entity Type:	LIMITED LIABILITY COMPANY: UNITED KINGDOM

Name:	Borders Direct, LLC
Street Address:	100 Phoenix Drive
City:	Ann Arbor
State/Country:	MICHIGAN

TRADEMARK

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REEL: 004492 FRAME: 0742

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Postal Code:	48108
Entity Type:	LIMITED LIABILITY COMPANY: VIRGINIA

Name:	Borders Properties, Inc.
Street Address:	100 Phoenix Drive
City:	Ann Arbor
State/Country:	MICHIGAN
Postal Code:	48108
Entity Type:	CORPORATION: DELAWARE

Name:	Borders International Services, Inc.
Street Address:	100 Phoenix Drive
City:	Ann Arbor
State/Country:	MICHIGAN
Postal Code:	48108
Entity Type:	CORPORATION: MICHIGAN

PROPERTY NUMBERS Total: 37

Property Type	Number	Word Mark
Serial Number:	85045746	AREA E
Serial Number:	85045747	AREA-E
Serial Number:	85075259	BORDERS REWARDS +
Serial Number:	85075244	BORDERS REWARDS PLUS
Serial Number:	85017598	EFREADOM
Serial Number:	85042966	THE CALENDAR SHOP BY BORDERS
Serial Number:	85017608	YOUR BOOKS. YOUR DEVICE. EFREADOM.
Registration Number:	3822898	BORDERS INK
Registration Number:	3798463	BORDERS SHORTLIST
Registration Number:	3798348	SHORTLIST
Registration Number:	1562124	LITTLE READER
Registration Number:	1563330	NO NONSENSE STUDY GUIDES
Registration Number:	1493633	BRENTANO'S
Registration Number:	1879743	HAILING FREQUENCIES
Registration Number:	1886029	ROMANTIC READER
Registration Number:	2017186	WALDENBOOKS
Registration Number:	2459914	WALDENBOOKS
Registration Number:	1649653	WALDENBOOKS PREFERRED READER

TRADEMARK

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Registration Number:	2982803	ALL THINGS LOCAL
Registration Number:	2044230	BORDERS
Registration Number:	1792079	BORDERS
Registration Number:	1187210	BORDERS BOOK SHOP
Registration Number:	1827878	BORDERS BOOKS & MUSIC
Registration Number:	2224415	BORDERS BOOKS MUSIC CAFE
Registration Number:	2980661	BORDERS BOOKS MUSIC MOVIES CAFE
Registration Number:	3009250	BORDERS EXPRESS
Registration Number:	3158744	BORDERS OUTLET
Registration Number:	3157981	BORDERS REWARDS
Registration Number:	3599990	BORDERS.COM
Registration Number:	3701720	DELICIOUS LIFE
Registration Number:	3044066	GIFTMIXER 3000
Registration Number:	2941070	GREAT COOKS & THEIR BOOKS
Registration Number:	3473505	MAGIC SHELF
Registration Number:	3145221	MIDNIGHT MAGIC PARTY
Registration Number:	1996858	ORIGINAL VOICES
Registration Number:	3748957	SHELF INDULGENCE
Registration Number:	2741680	BORDERS DVD ESSENTIALS

CORRESPONDENCE DATA

Fax Number: (202)739-3001
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 2027395866
Email: fgordon@morganlewis.com
Correspondent Name: Felicia Gordon
Address Line 1: 1111 Pennsylvania Avenue, NW
Address Line 4: Washington, DISTRICT OF COLUMBIA 20004

ATTORNEY DOCKET NUMBER:	102504.0036
NAME OF SUBMITTER:	Felicia Gordon
Signature:	/Felicia Gordon/
Date:	03/08/2011

Total Attachments: 13
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TERMINATION AND RELEASE
OF
TRADEMARK COLLATERAL SECURITY AND PLEDGE AGREEMENT

TERMINATION AND RELEASE OF TRADEMARK COLLATERAL SECURITY AND PLEDGE AGREEMENT, dated as of February 18, 2011 by **BANK OF AMERICA, N.A.**, as administrative agent (hereinafter, the "Administrative Agent") for itself and the other lenders (hereinafter, collectively, the "Lenders") in connection with that certain Third Amended and Restated Revolving Credit Agreement dated as of March 31, 2010 (as amended, amended and restated, supplemented or modified to the date hereof, the "Credit Agreement") between (a) **BORDERS GROUP, INC.**, a Michigan corporation, and **BORDERS, INC.**, a Colorado corporation (individually and as successor-in-interest to Waldenbooks Properties, Inc.) (each of the companies named in this clause (a) collectively, the "Borrowers"), (b) **BGP (UK) LIMITED**, a company with limited liability organized under the laws of England and Wales, **BORDERS DIRECT, LLC**, a Virginia limited liability company, **BORDERS PROPERTIES, INC.**, a Delaware corporation, and **BORDERS INTERNATIONAL SERVICES, INC.**, a Michigan corporation (each of the companies named in this clause (b) collectively, the "Guarantors" and, together with the Borrowers, being hereinafter referred to from time to time as, individually, a "Grantor" and collectively, the "Grantors") and (c) the Administrative Agent. All capitalized terms used but not defined herein shall have the meanings assigned to them in the Credit Agreement.

WHEREAS, pursuant to the Credit Agreement, the Administrative Agent and the Grantors entered into a Trademark Collateral Security and Pledge Agreement (as amended, amended and restated, supplemented or modified to the date hereof, the "Trademark Agreement") dated as of March 31, 2010, for the purpose of securing payment and performance of the Obligations, which Trademark Agreement was recorded on April 1, 2010 with the United States Patent and Trademark Office at Reel 4178/Frame 0476;

WHEREAS, pursuant to the Credit Agreement and Trademark Agreement, the Administrative Agent and the Grantors entered into the First Amendment to Trademark Collateral Security and Pledge Agreement (as amended, amended and restated, supplemented or modified to the date hereof, the "First Amendment") dated as of October 18, 2010, for the purpose of securing payment and performance of the Obligations, which First Amendment was recorded on December 27, 2010 with the United States Patent and Trademark Office at Reel 4449/Frame 0251;

WHEREAS, pursuant to the Credit Agreement, the Trademark Agreement and the First Amendment, the Grantors granted, assigned, transferred and conveyed to the Administrative Agent, by way of collateral security, all of the Pledged Trademarks (as defined in the Trademark Agreement) as security for the Obligations;

WHEREAS, the Grantors have requested that the Administrative Agent release and discharge fully its security interest in and to the Pledged Trademarks conveyed pursuant to or in connection with the Credit Agreement, the Security Documents, the Trademark Security Agreement and the First Amendment (the "Security Interest");

WHEREAS, the Grantors have requested that any Assignment of Trademarks and Service Marks (U.S.) (the "Assignments") provided in connection with the Trademark Agreement and the First Amendment be returned and be of no further force and effect; and

WHEREAS, the Administrative Agent is willing to release and discharge fully the Security Interest.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Administrative Agent terminates, releases, and discharges fully the Security Interest in and to the Pledged Trademarks conveyed to the Administrative Agent pursuant to or in connection with the Credit Agreement, the Security Documents, the Trademark Agreement and the First Amendment and the Administrative Agent hereby reassigns and transfers any and all such right, title and interest that it may have in the Pledged Trademarks to the Grantors, including all of the Administrative Agent's right, title and interest in and to the Trademarks listed on Schedule A attached hereto, effective as of the date set forth above. The Administrative Agent further acknowledges that any Assignments entered into by any Grantor in connection with the Trademark Agreement and the First Amendment are of no further force and effect and Administrative Agent shall use its commercially reasonable efforts to return such Assignments to such Grantor.

This agreement shall be governed by and construed in accordance with the laws of the State of New York without giving effect to the conflict of laws principles thereof.

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BANK OF AMERICA, N.A., as Administrative Agent


By: Andrew Coussat
Name: *Senior Vice President*
Title:

[Signature Page to Termination and Release of Trademark Security Agreement]

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TRADEMARK
REEL: 004492 FRAME: 0748

SCHEDULE A

TRADEMARKS AND TRADEMARK REGISTRATIONS

SCHEDULE A

Trade Names

Trade names of Borders, Inc.

Paperchase
Christmas on the Mall
Books on the Mall
Day by Day Calendar Co.
LEGO Kiosk
The Library, Ltd.
Planet Music, Inc.
Borders Outlet
Games Express
Powered by Borders
Books Etc.
Otaku Takeout
Messages of Faith
Waldenbooks/Waldenkids
Coopersmith's
Waldenbooks
Walden Book Company, Inc.
Borders Express
Brentano's
Reader's Market
Waldenbooks Properties, Inc.
Borders Newsstand

Trade names of Borders Direct, LLC

BORDERS.COM

Trade names of Borders Group, Inc.

State Street Press

Licensing Agreements

1. Trade Mark Licensing Agreement dated February 1, 2009, under which Borders Properties, Inc. grants Borders International Services, Inc. the right to use the following trademark: Borders, in connection with the following business services: retail book store services, retail music store services and retail media store services.
2. Intangible Know-How Licensing Agreement dated February 1, 2009, under which Borders, Inc. grants Borders International Services, Inc. the right to use certain know-how in connection with the following business services: retail book store services, retail music store services and retail media store services.
3. Trade Mark and Intangible Know-How Licensing Agreement dated February 1, 2009, under which Borders Properties, Inc. grants Borders Direct, LLC the right to use the following trademarks: Borders and Borders.com, in connection with the following

business services: internet retail book store services, internet retail music store services, internet media store services and computer assisted electronic transmission of data.

4. Trade Mark and Intangible Know-How Licensing Agreement dated February 1, 2009, under which Borders Properties, Inc. grants Borders, Inc. (as successor to Walden Book Company, Inc.) the right to use the following trademarks: Waldenbooks and Borders Express, in connection with the following business services: retail book store services, retail music store services, and retail media store services.
5. Trade Mark and Intangible Know-How Licensing Agreement dated February 1, 2009, under which Borders Properties, Inc. grants Borders, Inc. the right to use the following trademarks: Borders, Borders Books & Music, Borders Books Music Movies, and Borders Books Music Movies Cafe, in connection with the following business services: retail book store services, retail music store services and retail media store services.
6. Trade Mark and Intangible Know-How Licensing Agreement dated February 4, 2009, under which Paperchase Products Limited grants Borders, Inc. the right to use the following trademarks:

<u>Country</u>	<u>Mark</u>	<u>Application No.</u>	<u>Registration No.</u>
UK	Paperchase	849586	949598
China	Paperchase	6498421	
UK	Paperchase	1114313	1114313
Germany	Paperchase	307 26 323	
India	Paperchase	1608052	
UK	Paperchase	949585	949595
Ireland	Paperchase	231804	231804
Italy	Paperchase	8694 99MI	887255
China	Paperchase	6498551	
New Zealand	Paperchase	728397	728397
New Zealand	Paperchase	128038	128038
Ireland	Paperchase	2853/79	102843
Australia	Paperchase	332932	332932
Australia	Paperchase	1051596	1051596
Japan	Paperchase	2007-120385	
Germany	Paperchase	P28864	1053955
USA	Paperchase	73/187,735	1159916
USA	Paperchase	78/624,548	3176229
UAE	Paperchase	95550	
UAE	Paperchase	95552	
Benelux	Paperchase	831835	362310
UK	Paperchase	1114312	1114312
UK	Paperchase	1114314	1114314
France	Paperchase	531785	1558819
France	Paperchase	513076	1548415
Canada	Paperchase	1,374,013	
UK	Paperchase	949594	949594
European (O.H.I.M.)	Paperchase	008500375	
UK	Paperchase	1118041	1118041

in connection with the following business services: restaurant services, retail book store services, retail music store services, books and printed materials, music-related products, computer assisted electronic transmission of data, inventory control software, tote bags, coffee mugs, wearing apparel, and paper products.

7. Trade Mark and Intangible Know-How Licensing Agreement dated February 1, 2009, under which Borders Properties, Inc. grants Borders/JGE Detroit Metro Joint Venture LLC the right to use the following trademark: Borders, in connection with the following

business services: retail book stores services, retail music store services, retail media store services, and retail newsstand services.

8. Master Licensing Agreement dated August 11, 2004 under which Seattle's Best Coffee, LLC grants Borders, Inc. the right to use certain trademarks, service names and service marks in the operation of certain retail stores engaged in the sale of coffee, tea, food and other items.
9. Brand License Deed dated June 10, 2008, under which Borders Properties, Inc. grants Spine Newco Pty Limited the right to use certain trademarks and domain names in connection with the conduct of its business in certain geographical areas.
10. Area Development and Operation Agreement dated April 18, 2006, under which Borders International Services, Inc. grants Al Maya International Ltd. (FZC) the right to use certain trademarks in connection with the operation of its stores in certain geographical areas.
11. Area Development and Operation Agreement dated March 14, 2005, under which Borders International Services, Inc. grants Berjaya Books SDN BHD the right to use certain trademarks in connection with the operation of its stores in certain geographical areas.

Trademarks and Trademark Registrations

(see attached)

Trademarks owned by Borders, Inc.

Trademark Name	Application Number	Registration Number	Trademark Status	Jurisdiction	Date Filed	Registration Date
LITTLE READER	73/759102	1562124	Registered	United States of America	October 24, 1988	October 24, 1988
NO NONSENSE STUDY GUIDES	73/781543	1563330	Registered	United States of America	February 21, 1989	October 31, 1989
BRENTANO'S	15709	15709	Registered	Bahamas	March 5, 1993	March 22, 1994
BRENTANO'S	384307	TMA218,762	Registered	Canada	April 1, 1975	February 4, 1977
BRENTANO'S	73/371,218	1493633	Registered	United States of America	December 2, 1985	June 21, 1988
DAY BY DAY CALENDAR CO.	T0216130H	T0216130H	Registered	Singapore	October 17, 2002	November 2, 2004
DAY BY DAY CALENDAR CO.	802184	802184	Registered	Australia	July 30, 1999	July 3, 2001
DAY BY DAY CALENDAR CO.	842480	TMA511,919	Registered	Canada	April 17, 1997	May 18, 1999
DAY BY DAY CALENDAR CO.	2004-18625		Pending	Malaysia	October 27, 2004	
DAY BY DAY CALENDAR CO.	T98:380498I	T98:03804I	Registered	Singapore	April 23, 1998	September 8, 2003
DAY BY DAY CALENDAR		10103110	Registered	Nebraska		October 4, 2007
HAILING FREQUENCIES	74/516,316	1879743	Registered	United States of America	April 25, 1994	February 21, 1995
ROMANTIC READER	74/516,330	1886029	Registered	United States of America	April 25, 1994	March 28, 1995
WALDENBOOKS	224657	224657	Registered	New Zealand	February 5, 1993	January 12, 1996
WALDENBOOKS	720170	720170	Registered	Australia	October 23, 1996	September 26, 1997
WALDENBOOKS	15707	15707	Registered	Bahamas	March 5, 1993	March 22, 1994
WALDENBOOKS	25162	25162	Registered	Bermuda	July 28, 1993	March 2, 1995
WALDENBOOKS	94016944	837613	Registered	China (People's Republic)	February 5, 1994	May 7, 1996
WALDENBOOKS	223794	15080045	Registered	El Salvador	June 23, 1994	January 16, 1997
WALDENBOOKS	21840	21840	Registered	European Community	April 1, 1996	March 9, 2000
WALDENBOOKS	2200897	2200897	Registered	European Community	May 2, 2001	May 21, 2002
WALDENBOOKS	397151535	397151535	Registered	Germany	April 7, 1997	October 15, 1997
WALDENBOOKS	9414126	B0749595	Registered	Hong Kong	December 28, 1993	September 6, 1995
WALDENBOOKS	971281	213127	Registered	Ireland	April 7, 1997	April 7, 1997
WALDENBOOKS	96014625	96014625	Registered	Malaysia	November 30, 1996	February 24, 2006
WALDENBOOKS	81477	81477-02	Registered	Panama	June 21, 1996	June 21, 1996
WALDENBOOKS	90863	63501	Registered	Philippines	February 8, 1994	August 13, 1996
WALDENBOOKS	9705249	9705249	Registered	South Africa	April 9, 1997	April 9, 1997
WALDENBOOKS	931997	931997	Registered	St. Lucia	May 8, 1997	October 10, 1997
WALDENBOOKS	29161997	449316	Registered	Switzerland	April 14, 1997	February 2, 1998
WALDENBOOKS	1035810	B1035810	Registered	United Kingdom	September 25, 1974	July 8, 1976
WALDENBOOKS	2028112	2028112	Registered	United Kingdom	July 24, 1995	January 8, 1999
WALDENBOOKS	74/702,187	2017186	Registered	United States of America	July 17, 1995	November 19, 1996
WALDENBOOKS	75/496-486	2459914	Registered	United States of America	November 12, 1996	June 12, 2001
WALDENBOOKS	N143297	28977	Registered	Viet Nam	April 15, 1997	September 3, 1998
WALDENBOOKS PREFERRED READER	122521993	3278639	Registered	Japan	December 8, 1993	April 11, 1997
WALDENBOOKS PREFERRED READER	74/049,152	1649653	Registered	United States of America	April 16, 1990	July 2, 1991
WALDONBOOKS.COM			Registered	United States of America	March 29, 2006	March 29, 2006
FUCKWALDENBOOKS.COM			Registered	United States of America	February 28, 2002	February 28, 2002

Trademarks owned by Borders Properties, Inc.

Trademark Name	Application Number	Registration Number	Trademark Status	Jurisdiction	Date Filed	Registration Date
ALL THINGS LOCAL	76597659	2982803	Registered	United States of America	June 16, 2004	August 9, 2005
BGPCORP.NET	1894411	1703686	Registered	United States of America	October 6, 1993	November 10, 1998
BORDERS	EM96052312	18218	Registered	Argentina	May 23, 1996	November 12, 1996
BORDERS	613578	613578	Registered	Aruba	October 13, 1993	September 26, 1996
BORDERS	706042	706042	Registered	Australia	April 9, 1996	March 6, 1998
BORDERS	AM223196	168400	Registered	Austria	April 12, 1996	February 20, 1997
BORDERS	46709	46709	Registered	Bahrain	February 5, 2006	February 5, 2006
BORDERS	869237	602753	Registered	Belarus	April 13, 1996	September 2, 1997
BORDERS	817643772	817643772	Registered	Belarus	December 6, 1993	September 12, 2000
BORDERS	817643764	817643764	Registered	Brazil	December 6, 1993	September 3, 1996
BORDERS	819477443	819477443	Registered	Brazil	September 13, 1996	April 6, 1999
BORDERS	738359	TMA496923	Registered	Canada	October 6, 1993	July 2, 1998
BORDERS	809882	TMA513947	Registered	Canada	April 12, 1996	August 4, 1999
BORDERS	255090	782297 (474140)	Registered	Chile	October 7, 1993	December 13, 1996
BORDERS	356753	802282	Registered	Chile	October 3, 1996	June 20, 1997
BORDERS	255091	429605	Registered	Chile	October 7, 1993	August 1, 1994
BORDERS	94078333	850670	Registered	China (People's Republic)	August 10, 1994	June 28, 1996
BORDERS	93109619	762321	Registered	China (People's Republic)	November 11, 1993	August 21, 1995
BORDERS	960060023	1083887	Registered	China (People's Republic)	May 20, 1996	August 21, 1997
BORDERS	96039168	206432	Registered	Colombia	July 24, 1996	November 26, 1997
BORDERS	126496	125221	Registered	Cuba	July 29, 1996	May 19, 1997
BORDERS	110245	205535	Registered	Czech Republic	April 11, 1996	November 21, 1997
BORDERS	66201993	85111994	Registered	Denmark	October 13, 1993	December 9, 1994
BORDERS	24061996	VR199704585	Registered	Denmark	April 12, 1996	October 31, 1997
BORDERS	85617	85617	Registered	Dominican Republic	July 12, 1996	September 15, 1996
BORDERS	85853	85853	Registered	Dominican Republic	July 12, 1996	September 15, 1996
BORDERS	153396	153396	Registered	Egypt	August 5, 2002	June 4, 2008
BORDERS	38034	38034	Registered	European Community	April 1, 1996	April 16, 1998
BORDERS	2197143	2197143	Registered	European Community	April 27, 2001	December 11, 2003
BORDERS	450393	134954	Registered	Finland	October 8, 1993	December 5, 1994
BORDERS	961912	205049	Registered	Finland	April 17, 1996	March 14, 1997
BORDERS	96621231	96621231	Registered	France	April 16, 1996	September 27, 1996
BORDERS	396170501	396170501	Registered	Germany	April 9, 1996	August 20, 1996
BORDERS	129302	129302	Registered	Greece	May 14, 1996	December 17, 1998
BORDERS	345	345Reg105	Registered	Haiti	May 22, 1996	August 26, 1996
BORDERS	9310808	B00209/96	Registered	Hong Kong	October 12, 1993	January 10, 1996

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BORDERS	9310807	B0020896	Registered	Hong Kong	October 12, 1995	January 10, 1996
BORDERS	608953	608953B	Registered	India	October 8, 1993	June 13, 2003
BORDERS	608952	608952	Registered	India	October 8, 1993	September 12, 2008
BORDERS	99612337	IDM000089575	Registered	Indonesian	June 14, 1996	September 20, 2006
BORDERS	956223	201836	Registered	Ireland	September 7, 1995	July 1, 1996
BORDERS	962554	202047	Registered	Ireland	April 11, 1996	July 1, 1996
BORDERS	89180	89180	Registered	Israel	October 11, 1993	July 4, 1995
BORDERS	T096C001138	744869	Registered	Italy	April 18, 1996	March 31, 1998
BORDERS	5104481	3234112	Registered	Japan	October 18, 1993	January 31, 1997
BORDERS	5104482	3239818	Registered	Japan	October 18, 1993	December 25, 1996
BORDERS	847461	4237799	Registered	Japan	May 2, 1996	April 2, 1999
BORDERS	2007-100714		Pending	Japan	September 26, 2007	
BORDERS	100493	100493	Registered	Jordan	May 12, 2008	May 12, 2008
BORDERS	100213	100213	Registered	Jordan	May 14, 2008	May 14, 2008
BORDERS	61431993	26303	Registered	Korea, Republic of	October 11, 1993	March 6, 1995
BORDERS	74740	61739	Registered	Kuwait	January 23, 2006	September 24, 2006
BORDERS	2004-11460	4011480	Registered	Malaysia	August 6, 2004	September 28, 2006
BORDERS	93/07955	95007955	Registered	Malaysia	October 12, 1993	December 22, 1995
BORDERS	97021157	97021157	Registered	Malaysia	December 3, 1997	July 4, 2007
BORDERS	181493	524814	Registered	Mexico	October 26, 1993	June 27, 1996
BORDERS	181679	457569	Registered	Mexico	October 27, 1993	April 18, 1994
BORDERS	181680	457570	Registered	Mexico	October 27, 1993	April 18, 1994
BORDERS	330105	618989	Registered	Mexico	April 22, 1998	August 25, 1999
BORDERS	D-4338	4105	Registered	Netherlands, Antilles	November 6, 2001	February 18, 2002
BORDERS	230795	230795	Registered	New Zealand	October 6, 1993	May 2, 1997
BORDERS	260777	260777	Registered	New Zealand	April 10, 1996	April 10, 1996
BORDERS	935016	174560	Registered	Norway	October 15, 1993	June 27, 1996
BORDERS	962995	188076	Registered	Norway	May 9, 1996	January 22, 1998
BORDERS	37914	37914	Registered	Onan	October 26, 2005	September 3, 2006
BORDERS	81931	081931-02	Registered	Panama	July 11, 1996	July 11, 1996
BORDERS	23600	10356	Registered	Paris	October 16, 1996	April 7, 1997
BORDERS	114562	4-1996-114562	Registered	Philippines	October 3, 1996	July 4, 2002
BORDERS	4-2007-005331	4-2007-005331	Registered	Philippines	May 25, 2007	September 22, 2008
BORDERS	Z158492	108197	Registered	Poland	April 11, 1996	August 16, 1999
BORDERS	316841	316841	Registered	Portugal	April 25, 1996	January 15, 1997
BORDERS	38402	38402	Registered	Qatar	January 26, 2006	September 17, 2008
BORDERS	96707490	173748	Registered	Russian Federation	June 11, 1996	April 6, 1999
BORDERS	123312	101798	Registered	Saudi Arabia	October 27, 2007	October 14, 2008
BORDERS	801593	801593	Registered	Singapore	October 14, 1993	October 14, 1993

BORDERS	801493	Registered	Singapore	October 14, 1993	July 21, 1999
BORDERS	396096	Registered	Singapore	April 20, 1996	April 20, 1996
BORDERS	T99-00633G	Registered	Singapore	January 25, 1999	March 17, 2003
BORDERS	133999	Registered	Singapore	February 13, 1999	February 13, 1999
BORDERS	97296	Registered	Slovakia	April 16, 1996	August 23, 2000
BORDERS	9604778	Registered	South Africa	April 11, 1996	April 12, 1999
BORDERS	1790271	Registered	Spain	November 18, 1993	April 5, 1994
BORDERS	2023800	Registered	Spain	April 16, 1996	February 5, 1997
BORDERS	9603967	Registered	Sweden	April 15, 1996	November 8, 1996
BORDERS	25991996	Registered	Switzerland	April 10, 1996	December 23, 1998
BORDERS	8523917	Registered	Taiwan	May 18, 1996	November 1, 1998
BORDERS	96040980	Registered	Ukraine	April 19, 1996	September 15, 2000
BORDERS	77044	Registered	United Arab Emirates	January 25, 2006	October 9, 2007
BORDERS	1549748	Registered	United Kingdom	October 6, 1993	December 22, 1995
BORDERS	2033339	Registered	United Kingdom	September 13, 1995	August 24, 2001
BORDERS	2068567	Registered	United Kingdom	April 12, 1996	September 11, 1998
BORDERS	74562922	Registered	United States of America	August 19, 1994	March 11, 1997
BORDERS	74347574	Registered	United States of America	January 11, 1993	September 7, 1993
BORDERS	N133696	Registered	Viet Nam	April 9, 1996	March 27, 1997
BORDERS BOOK SHOP	73270671	Registered	United States of America	July 18, 1980	January 19, 1982
BORDERS BOOKS & MUSIC	817634649	Registered	Brazil	November 26, 1993	September 14, 1999
BORDERS BOOKS & MUSIC	817642757	Registered	Brazil	December 3, 1993	July 22, 1997
BORDERS BOOKS & MUSIC	TMA496925	Registered	Canada	October 18, 1993	July 2, 1998
BORDERS BOOKS & MUSIC	122390	Registered	Pakistan	October 31, 1993	April 28, 1998
BORDERS BOOKS & MUSIC	1530504	Registered	United Kingdom	October 13, 1993	October 4, 1996
BORDERS BOOKS & MUSIC	74398474	Registered	United States of America	June 4, 1993	March 21, 1994
BORDERS BOOKS MUSIC CAFE	75465857	Registered	United States of America	April 10, 1998	February 16, 1999
BORDERS BOOKS MUSIC MOVIES CAFE	76395570	Registered	United States of America	June 4, 2004	August 2, 2005
BORDERS BOOKS MUSIC CAFE	45616	Registered	California	March 5, 1996	March 5, 1996
BORDERS EXPRESS	1094083	Registered	Australia	January 10, 2006	August 21, 2006
BORDERS EXPRESS	6194245	Registered	European Community	August 13, 2007	
BORDERS EXPRESS	2005-03353	Registered	Malaysia	March 7, 2005	April 12, 2008
BORDERS EXPRESS	2464231	Registered	United Kingdom	August 13, 2007	
BORDERS EXPRESS	76387802	Registered	United States of America	April 21, 2004	October 25, 2005
BORDERS INK	77723342	Published	United States of America	April 27, 2009	
BORDERS OUTLET	1094082	Registered	Australia	January 10, 2006	August 21, 2006
BORDERS OUTLET	78787340	Registered	United States of America	January 9, 2006	October 17, 2006
BORDERS REWARDS	1112963	Registered	Australia	May 9, 2006	September 11, 2006
BORDERS REWARDS	2006 01076	Registered	Ireland	May 8, 2006	May 8, 2006

BORDERS REWARDS	2006-07703	2006-07703	Registered	Malaysia	May 9, 2006	October 16, 2008
BORDERS REWARDS	747673	747673	Registered	New Zealand	May 9, 2006	November 9, 2005
BORDERS REWARDS	T06'08748Z	T06'08748Z	Registered	Singapore	May 9, 2006	March 27, 2007
BORDERS REWARDS	80477	78765	Registered	United Arab Emirates	May 9, 2006	January 15, 2007
BORDERS REWARDS	2421252	2421252	Registered	United Kingdom	May 8, 2006	November 24, 2006
BORDERS REWARDS	78750.522	3157981	Registered	United States of America	November 9, 2005	October 17, 2006
BORDERS SHORTLIST	77724593		Published	United States of America	April 29, 2009	
BORDERS.COM	1271498	1271498	Registered	Australia	November 7, 2008	March 19, 2009
BORDERS.COM	2008-02342	24025	Registered	Ireland	November 6, 2008	November 6, 2008
BORDERS.COM	2008-22421		Pending	Malaysia	November 10, 2008	
BORDERS.COM	798608	798608	Registered	New Zealand	November 6, 2008	
BORDERS.COM	T0815470B		Published	Singapore	November 7, 2008	May 14, 2008
BORDERS.COM	122212		Pending	United Arab Emirates	November 11, 2008	
BORDERS.COM	2501717	2501717	Registered	United Kingdom	November 5, 2008	May 22, 2009
BORDERS.COM	77473.843	3599990	Registered	United States of America	May 14, 2008	March 31, 2009
BORDERSBOOKS.COM			Registered	United States of America		February 27, 2006
BORDERSBOOKSANDMUSIC.COM			Registered	United States of America		February 27, 2006
BORDERSBOOKSTORE.COM			Registered	United States of America		October 9, 2006
DELICIOUS LIFE	77734.493	3701720	Registered	United States of America	May 12, 2009	October 27, 2009
FUCKBORDERS.COM			Registered	United States of America		February 28, 2002
GIFTMIXER 3000	76622.287	3044066	Registered	United States of America	November 24, 2004	January 17, 2006
GREAT COOKS & THEIR BOOKS	76415.147	2941070	Registered	United States of America	May 31, 2002	April 19, 2005
MAGIC SHELF	1223286	1223286	Registered	Australia	February 7, 2008	June 10, 2008
MAGIC SHELF	6656474	6656474	Registered	European Community	February 8, 2008	May 29, 2009
MAGIC SHELF	2008-02430	8002430	Registered	Malaysia	February 11, 2008	August 17, 2009
MAGIC SHELF	783925	783925	Registered	New Zealand	February 7, 2008	August 7, 2008
MAGIC SHELF	T08'01580Z	T08'01580Z	Registered	Singapore	February 11, 2008	August 5, 2008
MAGIC SHELF	106840		Pending	United Arab Emirates	February 7, 2008	
MAGIC SHELF	77251.695	3473305	Registered	United States of America	August 9, 2007	July 22, 2008
MIDNIGHT MAGIC PARTY	78729.935	3145221	Registered	United States of America	October 10, 2005	September 19, 2006
ORIGINAL VOICES	74713.749	1996858	Registered	United States of America	August 10, 1995	August 27, 1996
SHELF INDULGENCE	77753577	3748957	Registered	United States of America	June 5, 2009	February 16, 2010
SHORTLIST	77706.589		Pending	United States of America	April 3, 2009	
BORDERS DVD ESSENTIALS*	76459266	2741680	Registered	United States of America	October 11, 2002	July 29, 2003

* This trademark has been abandoned by the Company.

SCHEDULE A

TRADEMARKS AND TRADEMARK REGISTRATIONS

<u>Trademark Name</u>	<u>Application Number</u>	<u>Registration Number</u>	<u>Status</u>	<u>Jurisdiction</u>	<u>Date Filed</u>	<u>Registration Date</u>
AREA E	85/045746	n/a	Pending	United States of America	5/22/2010	n/a
AREA-E	85/045747	n/a	Pending	United States of America	5/22/2010	n/a
BORDERS REWARDS +	85/075259	n/a	Pending	United States of America	6/30/2010	n/a
BORDERS REWARDS PLUS	85/075244	n/a	Pending	United States of America	6/30/2010	n/a
eFREEDOM	85/017598	n/a	Pending	United States of America	4/19/2010	n/a
THE CALENDAR SHOP BY BORDERS	85/042966	n/a	Pending	United States of America	5/19/2010	n/a
YOUR BOOKS. YOUR DEVICE. eFREEDOM	85/017608	n/a	Pending	United States of America	4/19/2010	n/a
BORDERS INK	77/723342	3822898	Registered	United States of America	4/27/2009	7/20/2010
BORDERS SHORTLIST	77/724593	3798463	Registered	United States of America	4/29/2009	6/8/2010
SHORTLIST	77/706589	3798348	Registered	United States of America	4/3/2009	6/8/2010

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