

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Assignment

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Borders Group, Inc.		09/30/2011	CORPORATION: MICHIGAN
Borders, Inc.		09/30/2011	CORPORATION: COLORADO

RECEIVING PARTY DATA

Name:	Barnes & Noble, Inc.
Street Address:	122 Fifth Avenue
City:	New York
State/Country:	NEW YORK
Postal Code:	10011
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 26

Property Type	Number	Word Mark
Registration Number:	3946203	AREA E
Registration Number:	1792079	BORDERS
Registration Number:	2044230	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:	3822898	BORDERS INK
Registration Number:	3158744	BORDERS OUTLET
Registration Number:	3157981	BORDERS REWARDS
Registration Number:	3798463	BORDERS SHORTLIST
Registration Number:	3701720	DELICIOUS LIFE

OP \$665.00 3946203

900203579

**TRADEMARK
 REEL: 004634 FRAME: 0486**

Registration Number:	3473505	MAGIC SHELF
Registration Number:	3145221	MIDNIGHT MAGIC PARTY
Registration Number:	1996858	ORIGINAL VOICES
Registration Number:	3748957	SHELF INDULGENCE
Registration Number:	3798348	SHORTLIST
Registration Number:	2017186	WALDENBOOKS
Registration Number:	2459914	WALDENBOOKS
Registration Number:	1493633	BRENTANO'S
Registration Number:	1879743	HAILING FREQUENCIES
Registration Number:	1886029	ROMANTIC READER
Registration Number:	3599990	BORDERS.COM
Serial Number:	85075259	BORDERS REWARDS +
Serial Number:	85075244	BORDERS REWARDS PLUS

CORRESPONDENCE DATA

Fax Number: (866)826-5420
Phone: 3016380511
Email: ipresearchplus@comcast.net
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Correspondent Name: IP Research Plus, Inc.
Address Line 1: 21 Tadcaster Circle
Address Line 2: Attn: Penelope J.A. Agodoa
Address Line 4: Waldorf, MARYLAND 20602

ATTORNEY DOCKET NUMBER:	37396
NAME OF SUBMITTER:	Penelope J.A. Agodoa
Signature:	/pja/
Date:	10/03/2011

Total Attachments: 16
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BORDERS, INC. TRADEMARK ASSIGNMENT

This **TRADEMARK ASSIGNMENT** is made and entered into as of September 30, 2011, among BORDERS GROUP, INC., a Michigan corporation ("Parent"), BORDERS, INC., a Colorado corporation ("Borders" and, together with Parent, the "Assignors") and BARNES & NOBLE, INC., a Delaware corporation ("Assignee").

RECITALS

WHEREAS, pursuant to, and upon the terms of, that that certain Asset Purchase Agreement (the "Purchase Agreement"), dated as of September 21, 2011, among Assignors and Assignee, Assignors have agreed to sell, convey, assign and transfer to Assignee, and Assignee has agreed to accept, Assignors' worldwide right, title and interest in, to and under the trademarks, service marks, trade names, service names, brand names, all trade dress rights, logos and corporate names and general intangibles of a like nature, together with the goodwill associated with any of the foregoing, and all applications, registrations and renewals therefor, registered in the name of any of the Assignors or any of their former affiliates that have merged into an Assignor, including but not limited to Borders Properties, Inc., in any and all countries, as set forth on Schedule A annexed hereto (hereafter, collectively referred to as the "Trade Marks");

WHEREAS, Assignors desires to transfer and assign to Assignee, and Assignee desires to accept the transfer and assignment of all of Assignors' right, title and interest in, to and under the Trade Marks.


NOW, THEREFORE, Assignors, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, do hereby sell, convey, transfer and assign to Assignee, and Assignee hereby accepts the sale, conveyance, transfer and assignment of all of Assignors' worldwide right, title and interest in, to and under the Trade Marks, together with the right to claim priority in all countries in accordance with international law, any and all rights corresponding to said Trade Marks in countries throughout the world, and, subject to any exclusions or limitations in the Purchase Agreement, all of Assignors' rights to sue for past, present or future infringement of said Trade Marks worldwide together with all claims for damages by reason of past, present or future infringement of said Trade Marks, and the right to sue for and collect the same for Assignee's own use and enjoyment, all to be held and enjoyed by said Assignee, its successors and assigns, as fully and entirely as the same would have been held and enjoyed by Assignors had this Trademark Assignment not been made.

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IN WITNESS WHEREOF, Assignors and Assignee have caused their respective duly authorized officers to execute this Trademark Assignment as of the date first above written.

ASSIGNORS:

BORDERS GROUP, INC.

By: 
Name: Holly Felder Etlin
Title: President

BORDERS, INC.

By: 
Name: Holly Felder Etlin
Title: President

ASSIGNEE:

BARNES & NOBLE, INC.

By: _____
Name: Gene DeFelice
Title: Vice President, General Counsel and
Corporate Secretary

Signature Page to Borders Trademark Assignment

IN WITNESS WHEREOF, Assignors and Assignee have caused their respective duly authorized officers to execute this Trademark Assignment as of the date first above written.

ASSIGNORS:

BORDERS GROUP, INC.

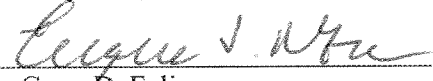
By: _____
Name: Holly Felder Etlin
Title: President

BORDERS, INC.

By: _____
Name: Holly Felder Etlin
Title: President

ASSIGNEE:

BARNES & NOBLE, INC.

By: 
Name: Gene DeFelice
Title: Vice President, General Counsel and
Corporate Secretary

Signature Page to Borders Trademark Assignment

SCHEDULE A

Trademark Name	Trademark Status	AppNumber	FileDate	Reg Number	Reg Date	Country Name	Class
AREA E	Registered	85/045746	22-May-2010	3946203	12-Apr-2011	United States of America	35 Int.
BORDERS	Registered	74/347574	11-Jan-1993	1792079	07-Sep-1993	United States of America	42 Int.
BORDERS	Registered	74/562,922	19-Aug-1994	2044230	11-Mar-1997	United States of America	38 Int.
BORDERS BOOK SHOP	Registered	73/270671	18-Jul-1980	1187210	19-Jan-1982	United States of America	42 Int.
BORDERS BOOKS & MUSIC	Registered	74/398474	04-Jun-1993	1827878	22-Mar-1994	United States of America	42 Int.
BORDERS BOOKS MUSIC CAFE	Registered	75/465857	10-Apr-1998	2224415	16-Feb-1999	United States of America	35 Int., 42 Int.
BORDERS BOOKS MUSIC MOVIES CAFE	Registered	76/595570	04-Jun-2004	2980661	02-Aug-2005	United States of America	35 Int., 42 Int.
BORDERS EXPRESS	Registered	76/587802	21-Apr-2004	3009250	25-Oct-2005	United States of America	35 Int.
BORDERS INK	Registered	77/723342	27-Apr-2009	3822898	20-Jul-2010	United States of America	35 Int.
BORDERS OUTLET	Registered	78/787840	09-Jan-2006	3158744	17-Oct-2006	United States of America	35 Int.
BORDERS REWARDS	Registered	78/750522	09-Nov-2005	3157981	17-Oct-2006	United States of America	35 Int.
BORDERS REWARDS +	Registered	85/075259	30-Jun-2010	4003750	26-Jul-2011	United States of America	35 Int.
BORDERS REWARDS PLUS	Registered	85/075244	30-Jun-2010	4003748	26-Jul-2011	United States of America	35 Int.
BORDERS SHORTLIST	Registered	77/724593	29-Apr-2009	3798463	08-Jun-2010	United States of America	35 Int.
DELICIOUS LIFE	Registered	77/734493	12-May-2009	3701720	27-Oct-2009	United States of America	41 Int.
MAGIC SHELF	Registered	77/251695	09-Aug-2007	3475055	22-Jul-2008	United States of America	35 Int.

SCHEDULE A

Trademark Name	Trademark Status	AppNumber	FileDate	Reg Number	Reg Date	Country Name	Class
MIDNIGHT MAGIC PARTY	Registered	78/729935	10-Oct-2005	3145221	19-Sep-2006	United States of America	35 Int.
ORIGINAL VOICES	Registered	74/713749	10-Aug-1995	1996858	27-Aug-1996	United States of America	42 Int.
SHELF INDULGENCE	Registered	77/753577	05-Jun-2009	3748957	16-Feb-2010	United States of America	41 Int.
SHORTLIST	Registered	77/706589	05-Apr-2009	3798348	08-Jun-2010	United States of America	35 Int., 41 Int.
WALDENBOOKS	Registered	74/702187	17-Jul-1995	2017186	19-Nov-1996	United States of America	16 Int., 42 Int.
WALDENBOOKS	Registered	75/196486	12-Nov-1996	2459914	12-Jun-2001	United States of America	35 Int., 42 Int.
BRENTANO'S	Registered	73/571218	02-Dec-1985	1493633	21-Jun-1988	United States of America	42 Int.
HAILING FREQUENCIES	Registered	74/516316	25-Apr-1994	1879743	21-Feb-1995	United States of America	16 Int.
ROMANTIC READER	Registered	74/516320	25-Apr-1994	1886029	28-Mar-1995	United States of America	16 Int.
BORDERS.COM	Registered	77/473843	14-May-2008	3599990	31-Mar-2009	United States of America	35 Int.
BORDERS BOOKS.MUSIC.CAFE	Registered	45616	05-Mar-1996	45616	05-Mar-1996	California	42 Int.
BOOKS ETC.	Registered	2294521	06-Mar-2002	2294521	29-Aug-2003	United Kingdom	35 Int., 42 Int., 43 Int.
BOOKS ETC.	Registered	2014941	21-Mar-1995	2014941	22-Aug-1997	United Kingdom	09 Int., 16 Int.
BORDERS	Registered	2868344	06-Oct-1993	2321806	10-Nov-1998	Argentina	35 Int.
BORDERS	Registered	IM96052312	23-May-1996	18218	12-Nov-1996	Aruba	42 Int.
BORDERS	Registered	613578	13-Oct-1993	613578	26-Sep-1996	Australia	42 Int.

TRADEMARK

REEL: 004634 FRAME: 0493

SCHEDULE A

Trademark Name	Trademark Status	AppNumber	FileDate	Reg Number	Reg Date	Country Name	Class
BORDERS	Registered	706042	09-Apr-1996	706042	06-Mar-1998	Australia	42 Int.
BORDERS	Registered	AM223196	12-Apr-1996	168400	20-Feb-1997	Austria	42 Int.
BORDERS	Registered	46709	05-Feb-2006	46709	05-Feb-2006	Bahrain	35 Int.
BORDERS	Registered	869237	15-Apr-1996	602753	02-Sep-1997	Benelux	35 Int.
BORDERS	Registered	817645772	06-Dec-1993	817645772	12-Sep-2000	Brazil	38N Natl
BORDERS	Registered	817645764	06-Dec-1993	817645764	03-Sep-1996	Brazil	40.15 Natl
BORDERS	Registered	819477443	13-Sep-1996	819477443	06-Apr-1999	Brazil	40.15 Natl
BORDERS	Registered	738559	06-Oct-1993	TMA496923	02-Jul-1998	Canada	
BORDERS	Registered	809882	12-Apr-1996	TMA513947	04-Aug-1999	Canada	00000 Int.
BORDERS	Registered	255090	07-Oct-1993	782297	13-Dec-1996	Chile	16 Int.
BORDERS	Registered	255091	07-Oct-1993	429605	01-Aug-1994	Chile	35 Int., 39 Int., 42 Int.
BORDERS	Registered	356753	03-Oct-1996	802282	20-Jun-1997	Chile	42 Int.
BORDERS	Registered	94078333	10-Aug-1994	850670	28-Jun-1996	China (People's Republic)	09 Int.
BORDERS	Registered	93109619	11-Nov-1993	762521	21-Aug-1995	China (People's Republic)	16 Int.
BORDERS	Registered	960060023	20-May-1996	1085887	21-Aug-1997	China (People's Republic)	42 Int.

SCHEDULE A

Trademark Name	Trademark Status	AppNumber	FileDate	Reg Number	Reg Date	Country Name	Class
BORDERS	Registered	96039168	24-Jul-1996	206432	26-Nov-1997	Colombia	42 Int.
BORDERS	Registered	126496	29-Jul-1996	125221	19-May-1997	Cuba	41 Int.
BORDERS	Registered	110245	11-Apr-1996	205535	21-Nov-1997	Czech Republic	35 Int., 39 Int., 41 Int.
BORDERS	Registered	66201993	13-Oct-1993	85111994	09-Dec-1994	Denmark	Int.
BORDERS	Registered	24061996	12-Apr-1996	VR199704585	31-Oct-1997	Denmark	41 Int.
BORDERS	Registered	85617	12-Jul-1996	85617	15-Sep-1996	Dominican Republic	20N Natl
BORDERS	Registered	85853	12-Jul-1996	85853	15-Sep-1996	Dominican Republic	63 Natl
BORDERS	Registered	153396	05-Aug-2002	153396	04-Jun-2008	Egypt	42 Int.
BORDERS	Registered	38034	01-Apr-1996	38034	16-Apr-1998	European Community	Int.
BORDERS	Registered	2197143	27-Apr-2001	2197143	11-Dec-2003	European Community	35 Int.
BORDERS	Registered	450393	08-Oct-1993	134954	05-Dec-1994	Finland	09 Int., 16 Int., 42 Int.
BORDERS	Registered	961912	17-Apr-1996	205049	14-Mar-1997	Finland	38 Int.
BORDERS	Registered	96621231	16-Apr-1996	96621231	27-Sep-1996	France	35 Int., 38 Int., 42 Int.
BORDERS	Registered	396170501	09-Apr-1996	39617050.1	20-Aug-1996	Germany	42 Int.
BORDERS	Registered	129302	14-May-1996	129302	17-Dec-1998	Greece	42 Int.

SCHEDULE A

Trademark Name	Trademark Status	AppNumber	FileDate	Reg Number	Reg Date	Country Name	Class
BORDERS	Registered	345	22-May-1996	345Reg105	29-Aug-1996	Haiti	42 Int.
BORDERS	Registered	9310808	12-Oct-1993	E00209/96	10-Jan-1996	Hong Kong	09 Int.
BORDERS	Registered	9310807	12-Oct-1993	E00208/96	10-Jan-1996	Hong Kong	16 Int.
BORDERS	Registered	608953	08-Oct-1993	608953B	13-Jun-2003	India	09 Int.
BORDERS	Registered	608952	08-Oct-1993	608952	12-Sep-2008	India	16 Int.
BORDERS	Registered	J96 12337	14-Jun-1996	IDM000089375	20-Sep-2006	Indonesia	35 Int.
BORDERS	Registered	956223	07-Sep-1995	201836	01-Jul-1996	Ireland	09 Int., 16 Int., 42 Int.
BORDERS	Registered	962554	11-Apr-1996	202047	01-Jul-1996	Ireland	42 Int.
BORDERS	Registered	89180	11-Oct-1993	89180	04-Jul-1995	Israel	42 Int.
BORDERS	Registered	T096C001138	18-Apr-1996	1234226	31-Mar-1998	Italy	42 Int.
BORDERS	Registered	5104481	18-Oct-1993	3254112	31-Jan-1997	Japan	09 Int.
BORDERS	Registered	5104482	18-Oct-1993	3239818	25-Dec-1996	Japan	16 Int.
BORDERS	Registered	847461	02-May-1996	4257799	02-Apr-1999	Japan	35 Int.
BORDERS	Registered	2007-100714	26-Sep-2007	5371911	26-Nov-2010	Japan	35 Int.
BORDERS	Registered	2010-081082	26-Sep-2007	5367341	12-Nov-2010	Japan	35 Int.
BORDERS	Registered	100493	12-May-2008	100493	12-May-2008	Jordan	42 Int.

SCHEDULE A

Trademark Name	Trademark Status	AppNumber	FileDate	Reg Number	Reg Date	Country Name	Class
BORDERS	Registered	100213	14-May-2008	100213	14-May-2008	Jordan	35 Int.
BORDERS	Registered	61431993	11-Oct-1993	26303	06-Mar-1995	Korea, Republic of	Int.
BORDERS	Registered	74740	23-Jan-2006	61739	24-Sep-2006	Kuwait	35 Int.
BORDERS	Registered	93/07955	12-Oct-1993	93007955	22-Dec-1995	Malaysia	09 Int.
BORDERS	Registered	97021157	03-Dec-1997	97021157	04-Jul-2007	Malaysia	35 Int.
BORDERS	Registered	2004-11460	06-Aug-2004	4011460	28-Sep-2006	Malaysia	16 Int.
BORDERS	Registered	181493	26-Oct-1993	524814	27-Jun-1996	Mexico	42 Int.
BORDERS	Registered	181679	27-Oct-1993	457569	18-Apr-1994	Mexico	16 Int.
BORDERS	Registered	181680	27-Oct-1993	457570	18-Apr-1994	Mexico	09 Int.
BORDERS	Registered	330105	22-Apr-1998	618989	25-Aug-1999	Mexico	42 Int.
BORDERS	Registered	230795	06-Oct-1993	230795	02-May-1997	New Zealand	42 Int.
BORDERS	Registered	260777	10-Apr-1996	260777	10-Apr-1996	New Zealand	42 Int.
BORDERS	Registered	935016	15-Oct-1993	174560	27-Jun-1996	Norway	Int.
BORDERS	Registered	962995	09-May-1996	188076	22-Jan-1998	Norway	38 Int., 41 Int.
BORDERS	Registered	37914	26-Oct-2005	37914	03-Sep-2006	Oman	35 Int.

SCHEDULE A

Trademark Name	Trademark Status	AppNumber	FileDate	Reg Number	Reg Date	Country Name	Class
BORDERS	Registered	81931	11-Jul-1996	081931-02	11-Jul-1996	Panama	35 Int.
BORDERS	Registered	23600	16-Oct-1996	10356	07-Apr-1997	Peru	42 Int.
BORDERS	Registered	114562	03-Oct-1996	4-1996-114562	04-Jul-2002	Philippines	42 Int.
BORDERS	Registered	4-2007-005531	25-May-2007	4-2007-005531	22-Sep-2008	Philippines	38 Int.
BORDERS	Registered	Z1158492	11-Apr-1996	108197	16-Aug-1999	Poland	42 Int.
BORDERS	Registered	316841	30-Apr-1996	316841	15-Jan-1997	Portugal	42 Int.
BORDERS	Registered	38402	26-Jan-2006	38402	17-Sep-2008	Qatar	35 Int.
BORDERS	Registered	96707490	11-Jun-1996	173748	06-Apr-1999	Russian Federation	42 Int.
BORDERS	Registered	123312	27-Oct-2007	1017/98	14-Oct-2008	Saudi Arabia	35 Int.
BORDERS	Registered	801593	14-Oct-1993	B801593	14-Oct-1993	Singapore	16 Int.
BORDERS	Registered	801493	14-Oct-1993	T93/08014D	21-Jul-1999	Singapore	09 Int.
BORDERS	Registered	396096	20-Apr-1996	3960/96	20-Apr-1996	Singapore	42 Int.
BORDERS	Registered	T199/00633G	25-Jan-1999	T99/00633G	17-Mar-2003	Singapore	35 Int.
BORDERS	Registered	133999	13-Feb-1999	T99/01339B	13-Feb-1999	Singapore	42 Int.
BORDERS	Registered	97296	16-Apr-1996	191763	23-Aug-2000	Slovakia	42 Int.

SCHEDULE A

Trademark Name	Trademark Status	AppNumber	FileDate	Reg Number	Reg Date	Country Name	Class
BORDERS	Registered	9604778	11-Apr-1996	96/04778	12-Apr-1999	South Africa	42 Int.
BORDERS	Registered	1790271	18-Nov-1993	1790271	05-Apr-1994	Spain	16 Int.
BORDERS	Registered	2023800	16-Apr-1996	2023800	05-Feb-1997	Spain	38 Int.
BORDERS	Registered	9603967	15-Apr-1996	319303	08-Nov-1996	Sweden	42 Int.
BORDERS	Registered	25991996	10-Apr-1996	457413	23-Dec-1998	Switzerland	35 Int., 38 Int.
BORDERS	Registered	8523917	18-May-1996	104316	01-Nov-1998	Taiwan	42 Int.
BORDERS	Registered	96040980	19-Apr-1996	15709	15-Sep-2000	Ukraine	42 Int.
BORDERS	Registered	77044	25-Jan-2006	84710	09-Oct-2007	United Arab Emirates	35 Int.
BORDERS	Registered	1549748	06-Oct-1993	1549748	22-Dec-1995	United Kingdom	16N Natl, 9N Natl
BORDERS	Registered	2033339	13-Sep-1995	2033339	24-Aug-2001	United Kingdom	42 Int.
BORDERS	Registered	2068567	12-Apr-1996	2068567	11-Sep-1998	United Kingdom	41 Int.
BORDERS	Registered	N133696	09-Apr-1996	23929	27-Mar-1997	Viet Nam	42 Int.
BORDERS BOOKS & MUSIC	Registered	817634649	26-Nov-1993	817634649	14-Sep-1999	Brazil	40.15 Natl
BORDERS BOOKS & MUSIC	Registered	817642757	03-Dec-1993	817642757	22-Jul-1997	Brazil	09 Int.
BORDERS BOOKS & MUSIC	Registered	739318	18-Oct-1993	TMAA496925	02-Jul-1998	Canada	
BORDERS BOOKS & MUSIC	Registered	122390	31-Oct-1993	122390	28-Apr-1998	Pakistan	09 Int.

TRADEMARK

REEL: 004634 FRAME: 0499

SCHEDULE A

Trademark Name	Trademark Status	AppNumber	FileDate	Reg Number	Reg Date	Country Name	Class
BORDERS BOOKS & MUSIC	Registered	1550504	13-Oct-1993	1550504	04-Oct-1996	United Kingdom	16N Natl, 9N Natl
BORDERS EXPRESS	Registered	1094083	10-Jan-2006	1094083	21-Aug-2006	Australia	35 Int.
BORDERS EXPRESS	Registered	6194245	13-Aug-2007	6194245	19-Aug-2008	European Community	35 Int.
BORDERS EXPRESS	Registered	2005-03353	07-Mar-2005	5003353	12-Apr-2008	Malaysia	35 Int.
BORDERS EXPRESS	Registered	2464231	13-Aug-2007	2464231	11-Apr-2008	United Kingdom	35 Int.
BORDERS OUTLET	Registered	1094082	10-Jan-2006	1094082	21-Aug-2006	Australia	35 Int.
BORDERS REWARDS	Registered	1112963	09-May-2006	1112963	11-Sep-2006	Australia	35 Int.
BORDERS REWARDS	Registered	2006/01076	08-May-2006	234429	08-May-2006	Ireland	35 Int.
BORDERS REWARDS	Registered	2006-07703	09-May-2006	2006-07703	16-Oct-2008	Malaysia	35 Int.
BORDERS REWARDS	Registered	747673	09-May-2006	747673	09-Nov-2005	New Zealand	35 Int.
BORDERS REWARDS	Registered	T06/08748Z	09-May-2006	T06/08748Z	27-Mar-2007	Singapore	35 Int.
BORDERS REWARDS	Registered	80477	09-May-2006	78765	15-Jan-2007	United Arab Emirates	35 Int.
BORDERS REWARDS	Registered	2421252	08-May-2006	2421252	24-Nov-2006	United Kingdom	35 Int.
MAGIC SHELF	Registered	1223286	07-Feb-2008	1223286	10-Jun-2008	Australia	35 Int.
MAGIC SHELF	Registered	6656474	08-Feb-2008	6656474	29-May-2009	European Community	35 Int.

SCHEDULE A

Trademark Name	Trademark Status	AppNumber	FileDate	Reg Number	Reg Date	Country Name	Class
MAGIC SHELF	Registered	2008-02430	11-Feb-2008	8002430	17-Aug-2009	Malaysia	35 Int.
MAGIC SHELF	Registered	783925	07-Feb-2008	783925	07-Aug-2008	New Zealand	35 Int.
MAGIC SHELF	Registered	T08/01580Z	11-Feb-2008	T08/01580Z	05-Aug-2008	Singapore	35 Int.
MAGIC SHELF	Registered	106840	07-Feb-2008	107981	17-Oct-2010	United Arab Emirates	35 Int.
WALDEMBOOKS	Registered	1035810	25-Sep-1974	B1035810	08-Jul-1976	United Kingdom	16 Int.
WALDENBOOKS	Registered	21840	01-Apr-1996	21840	09-Mar-2000	European Community	16 Int., 35 Int., 42 Int.
WALDENBOOKS	Registered	2200897	02-May-2001	2200897	21-May-2002	European Community	35 Int.
BRENTANO'S	Registered	15709	05-Mar-1993	15709	22-Mar-1994	Bahamas	39N Natl
BRENTANO'S	Registered	384307	01-Apr-1975	TMA218762	04-Feb-1977	Canada	42N Natl
DAY BY DAY CALENDAR CO	Registered	T02/16130H	17-Oct-2002	T02/16130H	02-Nov-2004	Singapore	35 Int.
DAY BY DAY CALENDAR CO	Registered	802184	30-Jul-1999	802184	03-Jul-2001	Australia	35 Int.
DAY BY DAY CALENDAR CO	Registered	842480	17-Apr-1997	TMA511919	18-May-1999	Canada	none Natl
DAY BY DAY CALENDAR CO	Pending	2004-16625	27-Oct-2004			Malaysia	35 Int.
DAY BY DAY CALENDAR CO	Registered	T98/3804981	23-Apr-1998	T98/038041	08-Sep-2003	Singapore	16 Int.
WALDEMBOOKS	Registered	224657	05-Feb-1993	224657	12-Jan-1996	New Zealand	42 Int.
WALDENBOOKS	Registered	720170	23-Oct-1996	720170	26-Sep-1997	Australia	42 Int.

TRADEMARK

REEL: 004634 FRAME: 0501

SCHEDULE A

Trademark Name	Trademark Status	AppNumber	FileDate	Reg Number	Reg Date	Country Name	Class
WALDENBOOKS	Registered	15707	05-Mar-1993	15707	22-Mar-1994	Bahamas	39N Natl
WALDENBOOKS	Registered	25162	28-Jul-1993	25162	02-Mar-1995	Bermuda	42 Int.
WALDENBOOKS	Registered	94010944	05-Feb-1994	837615	07-May-1996	China (People's Republic)	16 Int.
WALDENBOOKS	Registered	223794	23-Jun-1994	156Book45	16-Jan-1997	El Salvador	42 Int.
WALDENBOOKS	Registered	397151535	07-Apr-1997	39715153.5	15-Oct-1997	Germany	35 Int.
WALDENBOOKS	Registered	9414126	28-Dec-1993	E07495/95	06-Sep-1995	Hong Kong	16 Int.
WALDENBOOKS	Registered	971281	07-Apr-1997	213127	07-Apr-1997	Ireland	35 Int.
WALDENBOOKS	Registered	96014625	30-Nov-1996	96014625	24-Feb-2006	Malaysia	16 Int.
WALDENBOOKS	Registered	97021158	03-Dec-1997	97021158	03-Dec-2007	Malaysia	35 Int.
WALDENBOOKS	Registered	81477	21-Jun-1996	81477-02	21-Jun-1996	Panama	42 Int.
WALDENBOOKS	Registered	90863	08-Feb-1994	63501	13-Aug-1996	Philippines	42 Int.
WALDENBOOKS	Registered	9705249	09-Apr-1997	9705249	09-Apr-1997	South Africa	42 Int.
WALDENBOOKS	Registered	29161997	14-Apr-1997	449316	02-Feb-1998	Switzerland	35 Int., 39 Int., 42 Int.
WALDENBOOKS	Registered	2028112	24-Jul-1995	2028112	08-Jan-1999	United Kingdom	Int.
WALDENBOOKS	Registered	N145297	15-Apr-1997	28077	03-Sep-1998	Viet Nam	42 Int.
BORDERS.COM	Registered	1271498	07-Nov-2008	1271498	19-Mar-2009	Australia	35 Int.

SCHEDULE A

Trademark Name	Trademark Status	AppNumber	FileDate	Reg Number	Reg Date	Country Name	Class
BORDERS.COM	Registered	2008/02342	06-Nov-2008	24025	06-Nov-2008	Ireland	35 Int.
BORDERS.COM	Registered	2008-22421	10-Nov-2008	2008-22421	07-Dec-2010	Malaysia	35 Int.
BORDERS.COM	Registered	798608	06-Nov-2008	798608	14-May-2008	New Zealand	35 Int.
BORDERS.COM	Registered	T0815470B	07-Nov-2008	T0815470B	07-Nov-2008	Singapore	35 Int.
BORDERS.COM	Published	122212	11-Nov-2008			United Arab Emirates	35 Int.
BORDERS.COM	Registered	2501717	05-Nov-2008	2501717	22-May-2009	United Kingdom	35 Int.