

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/07/2010

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
WALDEN BOOK COMPANY, INC.		01/07/2010	CORPORATION: COLORADO

RECEIVING PARTY DATA

Name:	Borders, Inc.
Street Address:	100 Phoenix Drive
City:	Ann Arbor
State/Country:	MICHIGAN
Postal Code:	48107-7069
Entity Type:	CORPORATION: COLORADO

PROPERTY NUMBERS Total: 4

Property Type	Number	Word Mark
Registration Number:	1493633	BRENTANO'S
Registration Number:	1649653	WALDENBOOKS PREFERRED READER
Registration Number:	1879743	HAILING FREQUENCIES
Registration Number:	1886029	ROMANTIC READER

CORRESPONDENCE DATA

Fax Number: (646)878-0801
 Phone: 646-878-0820
 Email: TM-USPTO@pczlaw.com
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
 Correspondent Name: Todd Braverman, Esq.
 Address Line 1: 1500 Broadway, 12th Floor
 Address Line 2: Pearl Cohen Zedek Latzer LLP
 Address Line 4: New York, NEW YORK 10036

CH \$115.00 1493633

ATTORNEY DOCKET NUMBER:	700657-42-01 B&N BORDERS
NAME OF SUBMITTER:	Todd Braverman
Signature:	/tjbraverman/
Date:	10/14/2011
Total Attachments: 5 source=WaldenBookCompanyMerger#page1.tif source=WaldenBookCompanyMerger#page2.tif source=WaldenBookCompanyMerger#page3.tif source=WaldenBookCompanyMerger#page4.tif source=WaldenBookCompanyMerger#page5.tif	

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ABOVE SPACE FOR OFFICE USE ONLY

Statement of Merger
(Surviving Entity is a Domestic Entity)
filed pursuant to § 7-90-203.7 of the Colorado Revised Statutes (C.R.S.)

1. For each merging entity, its ID number (if applicable), entity name or true name, form of entity, jurisdiction under the law of which it is formed, and principal address are

ID Number 19961093672
(Colorado Secretary of State ID number)

Entity name or true name WALDEN BOOK COMPANY, INC.

Form of entity Corporation

Jurisdiction Colorado

Street address 100 PHOENIX DR, PO BOX 7069
(Street number and name)

ANN ARBOR MI 48107-7069
(City) (State) (ZIP/Postal Code)

(Province - if applicable) (Country)

Mailing address
(leave blank if same as street address) *(Street number and name or Post Office Box information)*

(City) (State) (ZIP/Postal Code)

(Province - if applicable) (Country)

ID Number _____
(Colorado Secretary of State ID number)

Entity name or true name _____

Form of entity _____

Jurisdiction _____

Street address _____
(Street number and name)

(City) (State) (ZIP/Postal Code)

(Province - if applicable) (Country)

Mailing address
(leave blank if same as street address) _____
(Street number and name or Post Office Box information)

(City) (State) (ZIP/Postal Code)

(Province - if applicable) (Country)

ID Number _____
(Colorado Secretary of State ID number)

Entity name or true name _____

Form of entity _____

Jurisdiction _____

Street address _____
(Street number and name)

(City) (State) (ZIP/Postal Code)

(Province - if applicable) (Country)

Mailing address
(leave blank if same as street address) _____
(Street number and name or Post Office Box information)

(City) (State) (ZIP/Postal Code)

(Province - if applicable) (Country)

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

There are more than three merging entities and the ID number (if applicable), entity name or true name, form of entity, jurisdiction under the law of which it is formed, and the principal address of each additional merging entity is stated in an attachment.

2. For the surviving entity, its entity ID number (if applicable), entity name or true name, form of entity, jurisdiction under the law of which it is formed, and principal address are

ID Number 19961093679
(Colorado Secretary of State ID number)

Entity name or true name BORDERS, INC.

Form of entity Corporation

Jurisdiction Colorado

Street address 100 PHOENIX DR, PO BOX 7069
(Street number and name)

ANN ARBOR MI 48107-7069
(City) (State) (ZIP/Postal Code)

(Province - if applicable) (Country)

Mailing address
 (leave blank if same as street address) _____
(Street number and name or Post Office Box information)

(City) (State) (ZIP/Postal Code)

(Province - if applicable) (Country)

3. Each merging entity has been merged into the surviving entity.

4. *(If the following statement applies, adopt the statement by marking the box.)*

The plan of merger provides for amendments to a constituent filed document of the surviving entity and an appropriate statement of change or other document effecting the amendments will be delivered to the Secretary of State for filing pursuant to Part 3 of Article 90 of Title 7, C.R.S.

5. *(If the following statement applies, adopt the statement by marking the box and state the appropriate document number(s).)*

One or more of the merging entities is a registrant of a trademark described in a filed document in the records of the secretary of state and the document number of each filed document is

Document number _____
 Document number _____
 Document number _____

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

There are more than three trademarks and the document number of each additional trademark is stated in an attachment.

6. *(If applicable, adopt the following statement by marking the box and include an attachment.)*

This document contains additional information as provided by law.

7. *(Caution: Leave blank if the document does not have a delayed effective date. Stating a delayed effective date has significant legal consequences. Read instructions before entering a date.)*

(If the following statement applies, adopt the statement by entering a date and, if applicable, time using the required format.)
 The delayed effective date and, if applicable, time of this document are 01/30/2010 11:59 pm
(mm/dd/yyyy hour:minute am/pm)

Notice:

Causing this document to be delivered to the Secretary of State for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that such document is such individual's act and deed, or that such individual in good faith believes such document is the act and deed of the person on whose behalf such individual is causing such document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S. and, if applicable, the constituent documents and the organic statutes, and that such individual in good faith believes the facts stated in such document are true and such document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the Secretary of State, whether or not such individual is identified in this document as one who has caused it to be delivered.

8. The true name and mailing address of the individual causing this document to be delivered for filing are

Berdan	Scott	A.	
<i>(Last)</i>	<i>(First)</i>	<i>(Middle)</i>	<i>(Suffix)</i>
c/o Holland & Hart			
<i>(Street number and name or Post Office Box information)</i>			
1800 Broadway, Suite 300			
Boulder	CO	80302	
<i>(City)</i>	<i>(State)</i>	<i>(ZIP/Postal Code)</i>	
<i>(Province - if applicable)</i>		<i>(Country)</i>	

(If applicable, adopt the following statement by marking the box and include an attachment.)

This document contains the true name and mailing address of one or more additional individuals causing the document to be delivered for filing.

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STATE OF COLORADO
DEPARTMENT OF STATE

I hereby certify that this is a true copy of
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[Signature]
Secretary of State

_____ Date





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DEPARTMENT OF STATE

I hereby certify that this is a true copy of
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James Duescher

Secretary of State

S. Ch...
By

04/13/2010
Date