

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Barnes & Noble, Inc.		04/24/2012	CORPORATION: DELAWARE

<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	Barnes & Noble Booksellers, Inc.
<b>Street Address:</b>	122 Fifth Avenue
<b>City:</b>	New York
<b>State/Country:</b>	NEW YORK
<b>Postal Code:</b>	10036
<b>Entity Type:</b>	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 55**

Property Type	Number	Word Mark
Serial Number:	85532110	HOLD THAT PAGE
Serial Number:	85537431	PUNCTUATE
Serial Number:	85537444	PUNC;TUATE
Serial Number:	85539040	PUNC;TUATE
Serial Number:	85268644	TASUME
Serial Number:	85159262	
Serial Number:	85521108	SANDY CREEK NEW YORK
Serial Number:	85519391	SPOTLIGHT
Serial Number:	85519170	MIGHTYWORDS
Serial Number:	85060990	SMARTER TOYS & GAMES. SMARTER KIDS.
Serial Number:	85070136	FLASH KIDS
Serial Number:	85038237	PUBIT! BY BARNES & NOBLE
Serial Number:	85012955	MORE IN STORE
Serial Number:	85047649	LIFETIME LIBRARY

CH \$1390.00 85532110

Serial Number:	85434660	
Serial Number:	85395098	ENEWS
Serial Number:	85012967	READ IN STORE
Serial Number:	78936072	SEARCH & FIND
Serial Number:	78834040	LIBRARY OF ESSENTIAL WRITERS
Serial Number:	78677504	FLASH SKILLS
Serial Number:	78553177	LIBRARY OF ESSENTIAL READING
Serial Number:	78544954	FLASH KIDS
Serial Number:	78544949	FLASH THE DOG
Serial Number:	78544934	
Serial Number:	78279437	B
Serial Number:	78254614	FLASH KIDS
Serial Number:	78414413	PORTABLE PROFESSOR
Serial Number:	78414423	PORTABLE PROFESSOR
Serial Number:	78373946	IT'S ALL ABOUT CHOICE
Serial Number:	78321755	PUNCTUATE
Serial Number:	78303709	BARNSIE "THE NOBLE BEAR"
Serial Number:	78303701	BARNSIE
Serial Number:	77979843	SANDY CREEK
Serial Number:	77979832	SANDY CREEK
Serial Number:	77924860	PONDVIEW
Serial Number:	77850177	RAINING LETTERS
Serial Number:	77850170	DREAM QUOTES
Serial Number:	77778236	HEART TO HEART
Serial Number:	77695021	GREEN FROG BOOKS
Serial Number:	77449742	FALL RIVER PRESS
Serial Number:	77449733	FALL RIVER PRESS
Serial Number:	77449621	SANDY CREEK
Serial Number:	77427377	LITTLE-KNOWN FACTS ABOUT WELL-KNOWN PLACES
Serial Number:	77395966	MIGHTYWORDS
Serial Number:	77246271	HOW TO. BY YOU.
Serial Number:	77227759	SILVER LINING
Serial Number:	77226647	FALL RIVER PRESS
Serial Number:	76383628	UNION SQUARE
Serial Number:	76328285	NOW WHAT?!

	75912951	RANSOM NOTES
Serial Number:	75853137	NOW WHAT?!
Serial Number:	75841064	PUNCTUATE!
Serial Number:	75172094	DISCOVER GREAT NEW WRITERS
Serial Number:	75171126	DISCOVER GREAT NEW WRITERS
Serial Number:	75171095	DISCOVER GREAT NEW WRITERS

**CORRESPONDENCE DATA**

Fax Number: 6468780801  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*  
Phone: 646-878-0820  
Email: TM-USPTO@pczlaw.com  
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

ATTORNEY DOCKET NUMBER:	700657-12-00
NAME OF SUBMITTER:	Todd Braverman, Esq.
Signature:	/tjbraverman/
Date:	04/24/2012

**Total Attachments: 7**  
source=Trademark Assignment with Schedule - B&N Inc. to B&N Booksellers#page1.tif  
source=Trademark Assignment with Schedule - B&N Inc. to B&N Booksellers#page2.tif  
source=Trademark Assignment with Schedule - B&N Inc. to B&N Booksellers#page3.tif  
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## TRADEMARK ASSIGNMENT AGREEMENT

**THIS TRADEMARK ASSIGNMENT AGREEMENT** ("Assignment") is made and entered into as of April 24, 2012 ("Effective Date") by and between Barnes & Noble, Inc., a Delaware corporation, located at 122 Fifth Avenue, New York, NY 10011 ("Assignor") and Barnes & Noble Booksellers, Inc., a Delaware corporation, located at 122 Fifth Avenue, New York, NY 10011 ("Assignee").

**WHEREAS**, Assignor has adopted and used in its business the trade names, fictitious names, logos, designs, domain names, common law trademarks and service marks and trademark and service mark registrations and applications listed on the attached Schedule A (hereinafter referred to as the "Marks");

**WHEREAS**, Assignee is desirous of acquiring any and all rights that Assignor may have in and to the Marks and any applications or registrations therefor, together with the goodwill of the business in connection with which the Marks are used and which are symbolized by the Marks, along with the right to recover damages and profits for past infringements thereof.

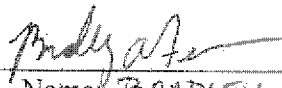
**NOW, THEREFORE**, for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor does hereby assign, sell, transfer and convey unto Assignee all right, title and interest in and to the Marks, including such other trademarks, service marks, trade names, domain names and trade dress as may be owned by Assignor and used in connection with the Marks, and any applications or registrations therefor, together with the goodwill of the business in connection with which the Marks are used and which are symbolized by the Marks, including, but not limited to, the use of the Marks in any manner; and Assignor does hereby further assign, sell, transfer and convey unto Assignee any and all claims of Assignor for past infringement and any and all causes of action of Assignor with respect to or arising out of the Marks, along with the right to recover damages and profits for past infringements thereof.

Assignor agrees to execute and deliver at the request of Assignee, all papers, instruments, and assignments, and to perform any other reasonable acts Assignee may require in order to vest all Assignor's rights, title, and interest in and to the Marks in Assignee and/or to provide evidence to support any of the foregoing in the event such evidence is deemed necessary by the Assignee, to the extent such evidence is in the possession or control of Assignor.


This Assignment may be signed in counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, Assignor and Assignee have caused this Assignment to be signed and executed by the undersigned officers thereunto duly authorized as of the date first set forth above.

**ASSIGNOR:  
BARNES & NOBLE, INC.**

By:   
Name: BRADLEY A. FEUER  
Title: VICE PRESIDENT +  
ASSISTANT GENERAL COUNSEL


**ASSIGNEE:  
BARNES & NOBLE BOOKSELLERS, INC.**

By:   
Name: BRADLEY A. FEUER  
Title: VICE PRESIDENT, ASST. GENERAL COUNSEL



State of NEW YORK )  
County of NEW YORK ) ss:





On this 24<sup>th</sup> day of April, 2012, personally appeared BRADLEY A. FEUER, VICE PRESIDENT  
+ ASSISTANT GENERAL COUNSEL of Barnes & Noble, Inc., the Assignor above named, and acknowledged that he executed the foregoing Trademark Assignment Agreement on behalf of said Assignor and pursuant to authority duly received, and who, having been duly sworn, stated that any representations therein contained are true.





JESSICA A. FADAM  
NOTARY PUBLIC-STATE OF NEW YORK  
No. 01FA6236273  
Qualified in Kings County  
Commission Expires February 28, 2015

  
Notary Public




SCHEDULE A

Word Mark	Serial Number	Reg. Number	Filing Date Registration Date
HOLD THAT PAGE	85532110		February 2, 2012
PUNCTUATE	85537431		February 8, 2012
PUNCTUATE	85537444		February 8, 2012
PUNCTUATE	85539040		February 10, 2012
TASUME	85268644		March 16, 2011
	85159262		October 22, 2010
SANDY CREEK & DESIGN 	85521108		January 20, 2012
SPOTLIGHT	85519391		January 18, 2012
MIGHTYWORDS	85519170		January 18, 2012
SMARTER TOYS & GAMES. SMARTER KIDS.	85060990		June 11, 2010
FLASH KIDS	85070136		

Word Mark	Serial Number	Reg. Number	Filing Date Registration Date
			
PUBITI BY BARNES & NOBLE	85038237		May 13, 2011
 <small>By Barnes &amp; Noble</small>			
MORE IN STORE	85012955		April 13, 2010
LIFETIME LIBRARY	85047649		May 25, 2010
	85434660		September 28, 2011
ENEWS	85395098		August 11, 2011
READ IN STORE	85012967		April 13, 2010
SEARCH & FIND	78936072	3281157	August 14, 2007
LIBRARY OF ESSENTIAL WRITERS	78834040	3287099	August 28, 2007
FLASH SKILLS	78677504	3063777	February 28, 2006
LIBRARY OF ESSENTIAL READING	78553177	3178149	November 28, 2006
FLASH KIDS	78544954	3150545	October 3, 2006
FLASH THE DOG	78544949	3152910	October 10, 2006
DOG DESIGN	78544934	3161066	October 17, 2006
			
B	78279437	2973557	July 19, 2005

Word Mark	Serial Number	Reg. Number	Filing Date Registration Date
			
FLASH KIDS	78254614	3032829	December 20, 2005
PORTABLE PROFESSOR	78414413	2963415	June 21, 2005
PORTABLE PROFESSOR	78414423	2959867	June 7, 2005
			
IT'S ALL ABOUT CHOICE	78373946	3146293	September 19, 2006
PUNCTUATE	78321755	2899910	November 2, 2004
			
BARNISIE "THE NOBLE BEAR"	78303709	2915318	December 28, 2004
BARNISIE	78303701	2973808	July 19, 2005
SANDY CREEK & DESIGN	77979843	3862116	October 12, 2010
			
SANDY CREEK	77979832	3836237	August 17, 2010
PONDVIEW	77924860		February 1, 2010
RAINING LETTERS	77850177	3846452	September 7, 2010
DREAM QUOTES	77850170	3846451	September 7, 2010



Word Mark	Serial Number	Reg. Number	Filing Date Registration Date
HEART TO HEART	77778236	3846296	September 7, 2010
GREEN FROG BOOKS	77695021		March 19, 2009
FALL RIVER PRESS	77449742	3857304	October 5, 2010
 FALL RIVER PRESS	77449733	3857303	October 5, 2010
 JAGGED EDGE			
SANDY CREEK & DESIGN	77449621		October 28, 2008
 SANDY CREEK			
LITTLE-KNOWN FACTS ABOUT WELL-KNOWN PLACES	77427377	3593384	March 17, 2009
MIGHTYWORDS	77395966		February 13, 2008
HOW TO. BY YOU.	77246271	3558392	January 6, 2009
SILVER LINING	77227759	3737410	January 12, 2010
FALL RIVER PRESS	77226647	3541143	December 2, 2008
UNION SQUARE	76383628	3009088	October 25, 2005
NOW WHAT?!	76328285	2662558	December 17, 2002
RANSOM NOTES	75912951	2408915	November 28, 2000
NOW WHAT?!	75853137	2600006	July 30, 2002

Word Mark	Serial Number	Reg. Number	Filing Date Registration Date
PUNCTUATE!	75841064	2476598	August 7, 2001
DISCOVER GREAT NEW WRITERS	75172094	2119413	December 9, 1997
DISCOVER GREAT NEW WRITERS	75171126	2119402	December 9, 1997
DISCOVER GREAT NEW WRITERS	75171095	2119401	December 9, 1997