

# TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	09/30/2009		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
BARNES & NOBLE COLLEGE BOOKSELLERS, INC.		09/30/2009	CORPORATION: NEW YORK
RECEIVING PARTY DATA			
Name:	BNCB MERGER SUB, LLC		
Street Address:	122 Fifth Avenue		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10036		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2767537	YIKES	
CORRESPONDENCE DATA			
Fax Number:	6468780801		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
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:	700922-38-00		
NAME OF SUBMITTER:	Todd Braverman, Esq.		

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TRADEMARK  
 REEL: 004844 FRAME: 0108

Signature:	/tjbraveman/
Date:	08/16/2012
<b>Total Attachments: 4</b> source=College DE Merger Doc (3)#page1.tif source=College DE Merger Doc (3)#page2.tif source=College DE Merger Doc (3)#page3.tif source=College DE Merger Doc (3)#page4.tif	

# 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,

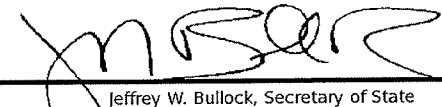
WITH AND INTO "BNCB MERGER SUB, LLC" UNDER THE NAME OF "BARNES & NOBLE COLLEGE BOOKSELLERS, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF SEPTEMBER, A.D. 2009, AT 2:21 O'CLOCK P.M.

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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7558363

DATE: 09-30-09

TRADEMARK  
REEL: 004844 FRAME: 0110

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