

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	CORRECTIVE ASSIGNMENT
NATURE OF CONVEYANCE:	Corrective Assignment to correct the remove an incorrect registration No. 3146293 previously recorded on Reel 004763 Frame 0200. Assignor(s) hereby confirms the assignment.

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

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

PROPERTY NUMBERS Total: 54		
Property Type	Number	Word Mark
Serial Number:	75171095	DISCOVER GREAT NEW WRITERS
Serial Number:	75171126	DISCOVER GREAT NEW WRITERS
Serial Number:	75172094	DISCOVER GREAT NEW WRITERS
Serial Number:	75841064	PUNCTUATE!
Serial Number:	75853137	NOW WHAT?!
Serial Number:	75912951	RANSOM NOTES
Serial Number:	76328285	NOW WHAT?!
Serial Number:	76383628	UNION SQUARE
Serial Number:	77226647	FALL RIVER PRESS
Serial Number:	77227759	SILVER LINING
Serial Number:	77246271	HOW TO. BY YOU.
Serial Number:	77395966	MIGHTYWORDS
Serial Number:	77427377	LITTLE-KNOWN FACTS ABOUT WELL-KNOWN PLACES

CH \$1365.00 75171095

Serial Number:	77449621	SANDY CREEK
Serial Number:	77449733	FALL RIVER PRESS
Serial Number:	77695021	GREEN FROG BOOKS
Serial Number:	77778236	HEART TO HEART
Serial Number:	77850170	DREAM QUOTES
Serial Number:	77850177	RAINING LETTERS
Serial Number:	77924860	PONDVIEW
Serial Number:	77979832	SANDY CREEK
Serial Number:	77979843	SANDY CREEK
Serial Number:	78254614	FLASH KIDS
Serial Number:	78279437	B
Serial Number:	78303701	BARNSIE
Serial Number:	78303709	BARNSIE "THE NOBLE BEAR"
Serial Number:	78321755	PUNCTUATE
Serial Number:	78414413	PORTABLE PROFESSOR
Serial Number:	78544934	
Serial Number:	78544949	FLASH THE DOG
Serial Number:	78544954	FLASH KIDS
Serial Number:	78553177	LIBRARY OF ESSENTIAL READING
Serial Number:	78677504	FLASH SKILLS
Serial Number:	78834040	LIBRARY OF ESSENTIAL WRITERS
Serial Number:	78936072	SEARCH & FIND
Serial Number:	85012955	MORE IN STORE
Serial Number:	85012967	READ IN STORE
Serial Number:	85038237	PUBIT! BY BARNES & NOBLE
Serial Number:	85047649	LIFETIME LIBRARY
Serial Number:	77449742	FALL RIVER PRESS
Serial Number:	78414423	PORTABLE PROFESSOR
Serial Number:	85060990	SMARTER TOYS & GAMES. SMARTER KIDS.
Serial Number:	85070136	FLASH KIDS
Serial Number:	85159262	
Serial Number:	85268644	TASUME
Serial Number:	85395098	E-NEWS
Serial Number:	85434660	
Serial Number:	85519170	MIGHTYWORDS

	85519391	SPOTLIGHT
Serial Number:	85521108	SANDY CREEK NEW YORK
Serial Number:	85532110	HOLD THAT PAGE
Serial Number:	85537431	PUNCTUATE
Serial Number:	85537444	PUNC;TUATE
Serial Number:	85539040	PUNC;TUATE

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 4: New York, NEW YORK 10036

ATTORNEY DOCKET NUMBER:	700922-38-00
NAME OF SUBMITTER:	Todd Braverman, Esq.
Signature:	/tjbraverman/
Date:	08/30/2012

Total Attachments: 13

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TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Barnes & Noble, Inc.		04/24/2012	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Barnes & Noble Booksellers, Inc.		
Street Address:	122 Fifth Avenue		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10036		
Entity Type:	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
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?!
Serial Number:	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
Phone:	646-878-0820
Email:	TM-USPTO@pczlaw.com
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>	
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	
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TRADEMARK ASSIGNMENT AGREEMENT

THIS TRADEMARK ASSIGNMENT AGREEMENT ("Assignment") is made and entered into as of 24th April, 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: *Bradley A. Feller*
Name: BRADLEY A. FELLER
Title: VICE PRESIDENT, ASST. GENERAL COUNSEL

ASSIGNEE:
BARNES & NOBLE BOOKSELLERS, INC.

By: *Bradley A. Feller*
Name: BRADLEY A. FELLER
Title: VICE PRESIDENT, ASST. GENERAL COUNSEL

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

On this 24th day of April, 2012, personally appeared BRADLEY A. FELLER, 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. FADEM
NOTARY PUBLIC-STATE OF NEW YORK
No. 01FA6236273
Qualified in Kings County
My Commission Expires February 28, 2015



Jessica A. Fadem
Notary Public





Schedule "A"
(Schedule of Trademarks)




BARNES & NOBLE BOOKSELLERS, INC. (BNB)
U.S. Trademarks


ASSIGNED BY BARNES & NOBLE, INC.

Word Mark	Serial Number	Reg. Number	Filing Date Registration Date	Status
HOLD THAT PAGE	85532110		February 2, 2012	USPTO Office Action issued on March 2, 2012
INSTANT COLLECTION	85553433		February 27, 2012	Pending
PUNCTUATE	85537431		February 8, 2012	USPTO Office Action issued on March 1, 2012
punctuate	85537444		February 8, 2012	USPTO Office Action issued on March 1, 2012
pungbate	85539040		February 10, 2012	USPTO Office Action issued on March 1, 2012
TASUME	85268644	4140153	May 8, 2012	Registered
	85159262		October 22, 2010	Approved for publication on August 18, 2012
SANDY CREEK & DESIGN 	85521108		January 20, 2012	USPTO Office Action issued on March 2, 2012 New drawing
SPOTLIGHT	85519391		January 18, 2012	USPTO Office Action issued on March 2, 2012

Word Mark	Serial Number	Reg. Number	Filing Date Registration Date	Status
				Section 2(d)
MIGHTYWORDS	85519170		January 18, 2012	Allowed SOU due by December 19, 2012
SMARTER TOYS & GAMES. SMARTER KIDS.	85066990		June 11, 2010	Allowed SOU due by December 14, 2012
FLASH KIDS	85070136			Allowed SOU due by July 11, 2012 Already used in Class 16 – require other classes
PUBITI BY BARNES & NOBLE	85038237		May 13, 2011	Allowed SOU due by July 4, 2012
 pubiti! <small>by Barnes & Noble</small>	85012955	4195056	August 21, 2012	Registered
MORE IN STORE	85047649		May 25, 2010	Allowed SOU due by December 14, 2012
LIFETIME LIBRARY	85434660		September 28, 2011	Published on May 1, 2012
				
E-NEWS	85395098		July 24, 2012	Registered – Supplemental Register
READ IN STORE	85012967	4181030	April 13, 2010	Allowed - SOU due November 16, 2012
SEARCH & FIND	78936072	3281157	August 14, 2007	Registered Section 8 due between August 14, 2012 and 2013 - Filed
LIBRARY OF ESSENTIAL WRITERS	78834040	3287099	August 28, 2007	Registered Section 8 due between August 27, 2012 and 2013 - Filed
FLASH SKILLS	78677504	3063777	February 28, 2006	Registered Section 8 due by February 28, 2012 Filed & Accepted
LIBRARY OF ESSENTIAL READING	78553177	3178149	November 28, 2006	Registered Section 8 due between November 28, 2011 and 2012 - Filed
FLASH KIDS	78544954	3150545	October 3, 2006	Registered Section 8 due October 3, 2012

Word Mark	Serial Number	Reg. Number	Filing Date Registration Date	Status
FLASH THE DOG	78544949	3152910	October 10, 2006	Registered. Section 8 due October 10, 2012
DOG DESIGN 	78544934	3161066	October 17, 2006	Registered. Section 8 due October 17, 2012
B 	78279437	2973557	July 19, 2005	Registered Section 8 filed and accepted
FLASH KIDS	78254614	3032829	December 20, 2005	Registered Section 8 filed December 16, 2011 Section 8 filed and accepted
PORTABLE PROFESSOR	78414413	2963415	June 21, 2005	Registered Renewal due by June 21, 2015
PORTABLE PROFESSOR 	78414423	2959867	June 7, 2005	Section 8 filed and accepted Renewal due by June 7, 2015
PUNCTUATE 	78321755	2899910	November 2, 2004	Registered Renewal due by November 2, 2014
BARNISIE "THE NOBLE BEAR"	78303709	2915318	December 28, 2004	Registered Renewal due by December 28, 2014
BARNISIE	78303701	2973808	July 19, 2005	Registered Renewal due by July 19, 2014

Word Mark	Serial Number	Reg. Number	Filing Date Registration Date	Status
SANDY CREEK & DESIGN 	77979843	3862116	October 12, 2010	Registered Sections 8/15 due between October 12, 2015 and 2016
SANDY CREEK	77979832	3836237	August 17, 2010	Registered Sections 8/15 due between August 17, 2015 and 2016
PONDVIEW	77924860		February 1, 2010	Allowed SOU due September 21, 2012
RAINING LETTERS	77850177	3846452	September 7, 2010	Registered Sections 8/15 due between September 7, 2015 and 2016
DREAM QUOTES	77850170	3846451	September 7, 2010	Registered Sections 8/15 due between September 7, 2015 and 2016
HEART TO HEART	77778236	3846296	September 7, 2010	Registered Sections 8/15 due between September 7, 2015 and 2016
GREEN FROG BOOKS	77695021		March 19, 2009	Allowed SOU due September 29, 2012 NO FURTHER EXTENSIONS
FALL RIVER PRESS 	77449742	3857304	October 5, 2010	Registered Sections 8/15 due between October 5, 2015 and 2016
FALL RIVER PRESS 	77449733	3857303	October 5, 2010	Registered Sections 8/15 due between October 5, 2015 and 2016
SANDY CREEK & DESIGN	77449621		October 28, 2008	Abandoned

Word Mark	Serial Number	Reg. Number	Filing Date Registration Date	Status
 SANDY CREEK				
LITTLE-KNOWN FACTS ABOUT WELL-KNOWN PLACES	77427377	3593384 Supplemental	March 17, 2009	Registered Sections 8/15 due between March 17, 2014 and 2015 File Principal September 30, 2012
MIGHTYWORDS	77395966		February 13, 2008	Allowed SOU due by January 27, 2012 Refilled
HOW TO. BY YOU.	77246271	3558392	January 6, 2009	Registered Sections 8/15 due between January 6, 2014 and 2015
SILVER LINING	77227759	3737410	January 12, 2010	Registered Sections 8/15 due between January 12, 2015 and 2016
FALL RIVER PRESS	77226647	3541143	December 2, 2008	Registered Section 8/15 due between December 2, 2013 and 2014
UNION SQUARE	76383628	3009088	October 25, 2005	Registered Section 8 due by October 25, 2011. Section 8/15 filed and accepted
NOW WHAT?!	76328285	2662558	December 17, 2002	Registered Renewal due by December 17, 2012
RANSOM NOTES	75912951	2408915	November 28, 2000	Registered Renewed
NOW WHAT?!	75853137	2600006	July 30, 2002	Registered Renewal due by July 30, 2012
PUNCTUATE!	75841064	2476598	August 7, 2001	Registered Renewal due February 7, 2012 Renewed only as to Class 16 and Class 20 goods
DISCOVER GREAT NEW WRITERS	75172094	2119413	December 9, 1997	Registered Renewed
DISCOVER GREAT NEW WRITERS	75171126	2119402	December 9, 1997	Registered Renewed
DISCOVER GREAT NEW WRITERS	75171095	2119401	December 9, 1997	Registered

Word Mark	Serial Number	Reg. Number	Filing Date Registration Date	Status
				Renewed