

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

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SUBMISSION TYPE:	RESUBMISSION
NATURE OF CONVEYANCE:	Second Lien Termination and Release of Security Interest in Trademarks - Nook
RESUBMIT DOCUMENT ID:	900664432
SEQUENCE:	3

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Alter Domus (US) LLC		12/20/2021	Limited Liability Company: DELAWARE

RECEIVING PARTY DATA

Name:	Nook Digital, LLC
Street Address:	33 East 17th Street
City:	New York
State/Country:	NEW YORK
Postal Code:	10003
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 60

Property Type	Number	Word Mark
Registration Number:	4234534	ARTICLEVIEW
Registration Number:	4176366	DAILY SHELF
Registration Number:	4462964	DIGITAL LIBRARY ADVANTAGE
Registration Number:	3697827	EREADER
Registration Number:	3688405	EREADER.COM
Registration Number:	2621687	E-READS
Registration Number:	2543079	FICTIONWISE
Registration Number:	5311564	GLOWLIGHT
Registration Number:	4269853	GLOWLIGHT
Registration Number:	3891213	LENDME
Registration Number:	4295982	LIFETIME LIBRARY
Registration Number:	4354475	MYNOOK
Registration Number:	3901723	N
Registration Number:	4518040	N
Registration Number:	3984893	N
Registration Number:	4310730	N

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	4444609	N
Registration Number:	4772862	N
Registration Number:	4336336	N S
Registration Number:	4404838	NOOK
Registration Number:	4023198	NOOK
Registration Number:	4518041	NOOK
Registration Number:	4013524	NOOK
Registration Number:	4310729	NOOK
Registration Number:	4440837	NOOK AUDIO
Registration Number:	4195273	NOOK BOOK
Registration Number:	4332690	NOOK BOOK ENHANCED
Registration Number:	4347589	NOOK BOOKS
Registration Number:	4437086	NOOK BOUTIQUE
Registration Number:	4418912	NOOK COLOR
Registration Number:	4317548	NOOK COLOR
Registration Number:	4347588	NOOK COMICS
Registration Number:	4690695	NOOK DAILY FIND
Registration Number:	4518231	NOOK FIRST
Registration Number:	4518236	NOOK FRIENDS
Registration Number:	5311563	NOOK GLOWLIGHT
Registration Number:	4261829	NOOK KIDS
Registration Number:	4358797	NOOK LIBRARY
Registration Number:	4343424	NOOK MAGAZINE
Registration Number:	4329161	NOOK NEWSPAPER
Registration Number:	4471023	NOOK NEWSSTAND
Registration Number:	4429361	NOOK NEWSSTAND
Registration Number:	4456677	NOOK PRESS
Registration Number:	4293510	NOOK SIMPLE TOUCH
Registration Number:	4305646	NOOK SMART
Registration Number:	4698145	NOOK SNAPS
Registration Number:	4471394	NOOK SNAPS
Registration Number:	4305645	NOOK STORE
Registration Number:	4336332	NOOKSTUDY
Registration Number:	4336333	NS
Registration Number:	4286950	NOOK TABLET
Registration Number:	4292679	PUBIT
Registration Number:	4162001	READ FOREVER
Registration Number:	4508065	READ TO ME

Property Type	Number	Word Mark
Registration Number:	4552046	READER'S TABLET
Registration Number:	4309506	THE NOOK BOOK STORE
Registration Number:	4354419	THE SIMPLE TOUCH READER
Registration Number:	4286494	TOUCH THE FUTURE OF READING
Registration Number:	4289488	VIVIDVIEW
Registration Number:	4084858	

CORRESPONDENCE DATA

Fax Number: 2129096836
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.
Phone: 212-909-6000
Email: trademarks@debevoise.com
Correspondent Name: Temitayo NeneAqua Umoren, Esq.
Address Line 1: 919 Third Avenue
Address Line 2: Debevoise & Plimpton LLP
Address Line 4: New York, NEW YORK 10022

NAME OF SUBMITTER:	Temitayo NeneAqua Umoren
SIGNATURE:	/Temitayo NeneAqua Umoren/
DATE SIGNED:	01/20/2022

Total Attachments: 9
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**TERMINATION AND RELEASE OF
SECURITY INTEREST IN TRADEMARKS**

This TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARKS (the "Termination and Release"), dated as of December 20, 2021, from ALTER DOMUS (US) LLC, in its capacity as collateral agent (the "Agent") for the banks and other financial institutions (the "Lenders") that are parties to the Second Lien Credit Agreement, dated as of July 31, 2020 (as amended, supplemented, waived or otherwise modified from time to time, the "Credit Agreement"), among Barnes & Noble, Inc., a Delaware corporation (the "Borrower"), the Lenders and the Agent, to NOOK DIGITAL, LLC (the "Grantor"). Capitalized terms used herein without definition are used as defined in the Guarantee and Collateral Agreement (as defined below).

WITNESSETH:

WHEREAS, pursuant to that certain Second Lien Guarantee and Collateral Agreement, dated as of July 31, 2020 (as amended, supplemented, waived or otherwise modified from time to time, the "Guarantee Collateral Agreement"), made by the Borrower, the Grantor and the other parties thereto in favor of the Agent, the Grantor granted to the Agent, for the ratable benefit of the Secured Parties, a security interest (the "Security Interest") in certain Collateral, including all of the Grantor's Trademarks and Proceeds and products of such Trademarks, as collateral security for the prompt and complete payment and performance when due of the Obligations of the Grantor;

WHEREAS, in connection with the Guarantee and Collateral Agreement, the Grantor and the Agent entered into a Notice and Confirmation of Grant of Security Interest in Trademarks, which was recorded in the Trademark Division of the United States Patent and Trademark Office on August 26, 2020 at Reel/Frame 7033/0699; and

WHEREAS, the Agent now desires to terminate and release the entirety of its Security Interest in the Trademarks of the Grantor and Proceeds and products of such Trademarks.

NOW, THEREFORE, for good and valuable consideration, including the satisfaction of all obligations, indebtedness and liabilities secured by the Trademarks of the Grantor and Proceeds and products of such Trademarks pursuant to the Guarantee and Collateral Agreement, the receipt and adequacy of which are hereby acknowledged, and upon the terms set forth in this Termination and Release, the Agent hereby states as follows:

1. Release of Security Interest. The Agent hereby, without representation, warranty or recourse of any kind, terminates, releases and discharges its Security Interest

in the Trademarks of the Grantor (including, without limitation, those items listed on Schedule I hereto under the Grantor's name) and Proceeds and products of such Trademarks, and any right, title or interest of the Agent in such Trademarks and Proceeds and products of such Trademarks shall hereby cease and become void.

2. Further Assurances. The Agent shall promptly and duly execute and deliver to the Grantor all further releases and other documents (including, without limitation, Uniform Commercial Code termination statements), and take all other actions as the Grantor may reasonably request in writing, all at the Grantor's sole cost and expense, for the purpose of obtaining the release of the Security Interest.

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IN WITNESS WHEREOF, the undersigned has executed this Termination and Release by its duly authorized officer as of the date first above written.

ALTER DOMUS (US) LLC,
as Agent

By: Matthew Trybula
Name: Matthew Trybula
Title: Associate Counsel

SCHEDULE I

Trademark Registrations

Trademark	Owner	Status	App. No.	App. Date	Reg. No.	Reg. Date
ARTICLEVIEW	Nook Digital, LLC	Registered	85160318	10/25/10	4234534	10/30/12
DAILY SHELF	Nook Digital, LLC	Registered	85160593	10/25/10	4176366	7/17/12
DIGITAL LIBRARY ADVANTAGE	Nook Digital, LLC	Registered	85051416	6/1/10	4462964	1/7/14
EREADER	Nook Digital, LLC	Registered	77574548	9/19/08	3697827	10/20/09
EREADER.COM	Nook Digital, LLC	Registered	77574582	9/19/08	3688405	9/29/09
E-READS	Nook Digital, LLC	Registered	75590610	10/20/98	2621687	9/17/02
FICTIONWISE	Nook Digital, LLC	Registered	78039971	12/20/00	2543079	2/26/02
GLOWLIGHT	Nook Digital, LLC	Registered	86121304	11/18/13	5311564	10/17/18
GLOWLIGHT	Nook Digital, LLC	Registered	85594705	4/11/12	4269853	1/1/13
LENDME	Nook Digital, LLC	Registered	77851465	10/19/09	3891213	12/14/10
LIFETIME LIBRARY	Nook Digital, LLC	Registered	85047649	5/25/10	4295982	2/26/13
MYNOOK	Nook Digital, LLC	Registered	85312389	5/4/11	4354475	6/18/13
N (Stylized)	Nook Digital, LLC	Registered	77849452	10/15/09	3901723	1/4/11
N (Stylized)	Nook Digital, LLC	Registered	85160994	10/26/10	4518040	4/22/14
N (Stylized)	Nook Digital, LLC	Registered	85160064	10/25/10	3984893	6/28/11
N (Stylized)	Nook Digital, LLC	Registered	85978460	10/26/10	4310730	3/26/13
N (Stylized)	Nook Digital, LLC	Registered	85606304	4/24/12	4444609	12/3/13
N and Design	Nook Digital, LLC	Registered	86460352	11/20/14	4772862	7/14/15
N S (Stylized)	Nook Digital, LLC	Registered	85977619	8/5/10	4336336	5/14/13
NOOK	Nook Digital, LLC	Registered	85979707	10/26/10	4404838	9/17/13

Trademark	Owner	Status	App. No.	App. Date	Reg. No.	Reg. Date
NOOK	Nook Digital, LLC	Registered	77751835	6/4/09	4023198	9/6/11
NOOK (Stylized)	Nook Digital, LLC	Registered	85161034	5/26/10	4518041	4/22/14
NOOK (Stylized)	Nook Digital, LLC	Registered	85051456	6/1/10	4013524	8/16/11
NOOK (Stylized)	Nook Digital, LLC	Registered	85978459	10/26/10	4310729	3/26/13
NOOK AUDIO	Nook Digital, LLC	Registered	85543671	2/15/12	4440837	11/26/13
NOOK BOOK	Nook Digital, LLC	Registered	85160435	10/25/10	4195273	8/21/12
NOOK BOOK ENHANCED	Nook Digital, LLC	Registered	85526598	1/26/12	4332690	5/7/13
NOOK BOOKS	Nook Digital, LLC	Registered	85525199	1/24/12	4347589	6/4/13
NOOK BOUTIQUE	Nook Digital, LLC	Registered	85526568	1/26/12	4437086	11/19/13
NOOK COLOR	Nook Digital, LLC	Registered	85161094	10/26/10	4418912	10/15/13
NOOK COLOR (Stylized)	Nook Digital, LLC	Registered	85161107	10/26/10	4317548	4/9/13
NOOK COMICS	Nook Digital, LLC	Registered	85525106	1/25/12	4347588	6/4/13
NOOK DAILY FIND	Nook Digital, LLC	Registered	86073313	9/24/13	4690695	2/24/15
NOOK FIRST	Nook Digital, LLC	Registered	85525163	1/25/12	4518231	4/22/14
NOOK FRIENDS	Nook Digital, LLC	Registered	85526600	1/26/12	4518236	4/22/14
NOOK GLOWLIGHT	Nook Digital, LLC	Registered	86121298	11/18/13	5311563	10/17/17
NOOK KIDS (Stylized)	Nook Digital, LLC	Registered	85160544	10/25/10	4261829	12/18/12
NOOK LIBRARY	Nook Digital, LLC	Registered	85526573	1/26/12	4358797	6/25/13
NOOK MAGAZINE	Nook Digital, LLC	Registered	85526576	1/26/12	4343424	5/28/13
NOOK NEWSPAPER	Nook Digital, LLC	Registered	85526582	1/26/12	4329161	4/30/12
NOOK NEWSSTAND	Nook Digital, LLC	Registered	86049980	8/28/13	4471023	1/21/14
NOOK NEWSSTAND	Nook Digital, LLC	Registered	85526585	1/26/12	4429361	11/5/13
NOOK PRESS	Nook Digital, LLC	Registered	85980443	5/2/12	4456677	12/24/13

Trademark	Owner	Status	App. No.	App. Date	Reg. No.	Reg. Date
NOOK SIMPLE TOUCH	Nook Digital, LLC	Registered	85978064	10/13/11	4293510	2/19/13
NOOK SMART	Nook Digital, LLC	Registered	85160489	10/25/12	4305646	3/19/13
NOOK SNAPS	Nook Digital, LLC	Registered	86121648	11/18/13	4698145	3/10/15
NOOK SNAPS	Nook Digital, LLC	Registered	85525099	1/25/12	4471394	1/21/14
NOOK STORE	Nook Digital, LLC	Registered	85160461	10/25/10	4305645	3/19/13
NOOKSTUDY	Nook Digital, LLC	Registered	85977313	7/1/10	4336332	5/14/13
NS (Stylized)	Nook Digital, LLC	Registered	85977385	8/6/10	4336333	5/14/13
NOOK TABLET	Nook Digital, LLC	Registered	85978177	11/4/11	4286950	2/5/13
PUBIT	Nook Digital, LLC	Registered	85022712	4/26/10	4292679	2/19/13
READ FOREVER	Nook Digital, LLC	Registered	85258609	3/4/11	4162001	6/19/12
READ TO ME	Nook Digital, LLC	Registered	85949256	6/3/13	4508065	4/1/14
READER'S TABLET	Nook Digital, LLC	Registered	85171691	11/8/10	4552046	6/17/14
THE NOOK BOOK STORE	Nook Digital, LLC	Registered	85160469	10/25/10	4309506	3/26/13
THE SIMPLE TOUCH READER	Nook Digital, LLC	Registered	85279855	3/29/11	4354419	6/18/13
TOUCH THE FUTURE OF READING	Nook Digital, LLC	Registered	85160401	10/25/10	4286494	2/5/13
VIVIDVIEW	Nook Digital, LLC	Registered	85161063	10/26/10	4289488	2/12/13
Design Only	Nook Digital, LLC	Registered	85159205	10/22/10	4084858	1/10/12