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### TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1 Stylesheet Version v1.2 ETAS ID: TM594115

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Notice and Confirmation of Grant of Security Interest in Trademarks
SEQUENCE:	3

### **CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Nook Digital LLC		07/31/2020	Limited Liability Company: DELAWARE

### **RECEIVING PARTY DATA**

Name:	Alter Domus (US) LLC
Street Address:	225 West Washington Street, 9th Floor
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60606
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
Registration Number:	4444609	N
Registration Number:	4772862	N
	<del></del>	TRADEMARK

900566173 REEL: 007033 FRAME: 0699

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	4336336	NS
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
Registration Number:	4552046	READER'S TABLET
Registration Number:	4309506	THE NOOK BOOK STORE

Property Type	Number	Word Mark
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: Wesley C. Moore, Esq. Address Line 1: 919 Third Avenue

Address Line 2: Debevoise & Plimpton LLP
Address Line 4: New York, NEW YORK 10022

NAME OF SUBMITTER:	Wesley C. Moore
SIGNATURE:	/Wesley C. Moore/
DATE SIGNED:	08/26/2020

### **Total Attachments: 8**

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### NOTICE AND CONFIRMATION OF GRANT OF SECURITY INTEREST IN TRADEMARKS

NOTICE AND CONFIRMATION OF GRANT OF SECURITY INTEREST IN TRADEMARKS (this "Agreement"), dated as of July 31, 2020, made by NOOK DIGITAL, LLC, a Delaware limited liability company (the "Grantor"), in favor of Alter Domus (US) LLC, as collateral agent for the Lenders (in such capacity, together with its successors in such capacity, the "Agent") pursuant to the Second Lien Term Loan 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"), MANNINGTREE INVESTMENTS LIMITED and ELLIOTT ASSOCIATES, L.P. (collectively, the "Lenders") and the Agent.

WHEREAS, pursuant to the Credit Agreement, the Lenders have agreed to make extensions of credit to the Borrower upon the terms and subject to the conditions set forth therein:

WHEREAS, in connection with the Credit Agreement, the Borrower, the Grantor and the other parties thereto have executed and delivered a Guarantee and Collateral Agreement, dated as of July 31, 2020, (as amended, supplemented, waived or otherwise modified from time to time, the "Security Agreement"), in favor of the Agent;

WHEREAS, pursuant to the Security Agreement, the Grantor granted to the Agent for the benefit of the Lenders a security interest in all of its Intellectual Property, including the Trademarks; and

WHEREAS, the Grantor has duly authorized the execution, delivery and performance of this Agreement;

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, the Grantor agrees as follows:

SECTION 1. <u>Definitions</u>. Unless otherwise defined herein or the context otherwise requires, terms used in this Agreement, including its preamble and recitals, have the meanings provided or provided by reference in the Credit Agreement and the Security Agreement.

SECTION 2. Confirmation of Grant of Security Interest. The Grantor hereby confirms that, subject to existing licenses to use the Trademarks granted by the Grantor and Liens permitted under the Credit Agreement, pursuant to the Security Agreement it granted to the Agent, for the benefit of the Lenders, a security interest in all of the Grantor's right, title and interest in and to all Trademarks now owned or at any time hereafter acquired by the Grantor (including, without limitation, those items listed on

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<u>Schedule I</u> hereto) and to the extent not otherwise included, all proceeds of the foregoing, as collateral security for the prompt and complete payment and performance when due (whether at the stated maturity, by acceleration or otherwise) of the Obligations of such Grantor, except that no security interest is or will be granted pursuant hereto in any Excluded Assets.

SECTION 3. <u>Recordation</u>. This Agreement has been executed and delivered by the Grantor for the purpose of recording the grant of security interest with the United States Patent and Trademark Office.

SECTION 4. <u>Purpose</u>. This Agreement is expressly subject to the terms and conditions of the Security Agreement. The Security Agreement (and all rights and remedies of the Lenders thereunder) shall remain in full force and effect in accordance with its terms.

SECTION 5. <u>Acknowledgment</u>. The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Lenders with respect to the security interest in the Trademarks are more fully set forth in the Credit Agreement and the Security Agreement, the terms and provisions of which (including the remedies provided for therein) are incorporated by reference herein as if fully set forth herein.

SECTION 6. <u>Counterparts</u>. This Agreement may be executed by one or more of the parties to this Agreement on any number of separate counterparts (including by facsimile and other electronic transmission), and all of said counterparts taken together shall be deemed to constitute one and the same instrument.

\* \* \*

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IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed and delivered by their respective officers thereunto duly authorized as of the day and year first above written.

NOOK DIGITAL, LLC

By:

Name: Allen W. Lindstron

Title: Chief Financial Officer

Alter Domus (US) LLC,

as Agent\

innalynn N. Kantans

Title:

Associate General Counsol

### SCHEDULE I

## Trademark Registrations

N (Stylized)	MYNOOK	LIFETIME LIBRARY	LENDME	GLOWLIGHT	GLOWLIGHT	FICTIONWISE	E-READS	EREADER.COM	EREADER	DIGITAL LIBRARY ADVANTAGE	DAILY SHELF	ARTICLEVIEW	Trademark
Nook Digital, LLC	Nook Digital, LLC	Nook Digital, LLC	Owner										
Registered	Registered	Registered	Status										
77849452	85312389	85047649	77851465	85594705	86121304	78039971	75590610	77574582	77574548	85051416	85160593	85160318	App. No.
10/15/09	5/4/11	5/25/10	10/19/09	4/11/12	11/18/13	12/20/00	10/20/98	9/19/08	9/19/08	6/1/10	10/25/10	10/25/10	App. Date
3901723	4354475	4295982	3891213	4269853	5311564	2543079	2621687	3688405	3697827	4462964	4176366	4234534	Reg. No.
1/4/11	6/18/13	2/26/13	12/14/10	1/1/13	10/17/18	2/26/02	9/17/02	9/29/09	10/20/09	1/7/14	7/17/12	10/30/12	Reg. Date

11/19/13	4437086	1/26/12	85526568	Registered	Nook Digital, LLC	NOOK BOUTIQUE
6/4/13	4347589	1/24/12	85525199	Registered	Nook Digital, LLC	NOOK BOOKS
5/7/13	4332690	1/26/12	85526598	Registered	Nook Digital, LLC	NOOK BOOK ENHANCED
8/21/12	4195273	10/25/10	85160435	Registered	Nook Digital, LLC	NOOK BOOK
11/26/13	4440837	2/15/12	85543671	Registered	Nook Digital, LLC	NOOK AUDIO
3/26/13	4310729	10/26/10	85978459	Registered	Nook Digital, LLC	NOOK (Stylized)
8/16/11	4013524	6/1/10	85051456	Registered	Nook Digital, LLC	NOOK (Stylized)
4/22/14	4518041	5/26/10	85161034	Registered	Nook Digital, LLC	NOOK (Stylized)
9/6/11	4023198	6/4/09	77751835	Registered	Nook Digital, LLC	NOOK
9/17/13	4404838	10/26/10	85979707	Registered	Nook Digital, LLC	NOOK
5/14/13	4336336	8/5/10	85977619	Registered	Nook Digital, LLC	N S (Stylized)
7/14/15	4772862	11/20/14	86460352	Registered	Nook Digital, LLC	N and Design
12/3/13	4444609	4/24/12	85606304	Registered	Nook Digital, LLC	N (Stylized)
3/26/13	4310730	10/26/10	85978460	Registered	Nook Digital, LLC	N (Stylized)
6/28/11	3984893	10/25/10	85160064	Registered	Nook Digital, LLC	N (Stylized)
4/22/14	4518040	10/26/10	85160994	Registered	Nook Digital, LLC	N (Stylized)
Reg. Date	Reg. No.	App. Date	App. No.	Status	Owner	Trademark

Trademark	Owner	Status	App. No.	App. Date	Reg. No.	Reg. Date
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
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

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