

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM594116

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Notice and Confirmation of Grant of Security Interest in Trademarks
SEQUENCE:	4

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Sterling Publishing Co., Inc.		07/31/2020	Corporation: 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: 95

Property Type	Number	Word Mark
Registration Number:	3300169	ABSOLUTELY NASTY
Registration Number:	3482352	BEGIN SMART
Registration Number:	3481351	BEGIN SMART
Registration Number:	3575472	BEGIN SMART
Registration Number:	3168781	BEYOND THE BASICS
Registration Number:	3424212	BLACK BELT SUDOKU
Registration Number:	2766370	BRAINSTRAINS
Registration Number:	3353547	BROWN BELT SUDOKU
Registration Number:	2943071	CLASSIC STARTS
Registration Number:	3299495	CREATE WITH THE DESIGNERS
Registration Number:	4246222	ECOSYSTEM
Registration Number:	4246227	ECOSYSTEM
Registration Number:	4246228	ECOSYSTEM
Registration Number:	4154525	FOCUS:
Registration Number:	2431236	FOR THE FIRST TIME
Registration Number:	2780294	FOR WIMPS
Registration Number:	2667199	GIGGLE FIT
Registration Number:	4269307	GOOD QUESTION!

CH \$2390.00 3300169

Property Type	Number	Word Mark
Registration Number:	3489948	GOT CRAFTS?
Registration Number:	3353546	GREEN BELT SUDOKU
Registration Number:	4119018	HOMEMADE LIVING
Registration Number:	4119019	HOMEMADE LIVING
Registration Number:	3719001	HOW TO DO IT
Registration Number:	3177948	I'M GOING TO READ
Registration Number:	3399231	I'M GOING TO WRITE
Registration Number:	2758417	IN A WEEKEND
Registration Number:	2410410	IN AN AFTERNOON
Registration Number:	3269503	INSTANT MEMORIES
Registration Number:	4313355	LARK BOOKS
Registration Number:	2149262	LARK BOOKS
Registration Number:	4313353	LARK CRAFTS
Registration Number:	4313354	LARK PHOTOGRAPHY
Registration Number:	2179291	LITTLE GIANT
Registration Number:	4140046	M METRO BOOKS
Registration Number:	3285355	MAGIC LANTERN
Registration Number:	3464044	MAGIC LANTERN DVD GUIDES
Registration Number:	3491683	MAKE IT IN MINUTES
Registration Number:	3491687	GLOWB
Registration Number:	3461212	MAKE IT IN MINUTES
Registration Number:	3266314	MARTIAL ARTS KAKURO
Registration Number:	3353541	MARTIAL ARTS SUDOKU
Registration Number:	3357330	MARTIAL ARTS SUDOKU EASY
Registration Number:	3357329	MARTIAL ARTS SUDOKU HARD
Registration Number:	3420058	MARTIAL ARTS SUDOKU NOT-SO-EASY
Registration Number:	3357328	MARTIAL ARTS SUDOKU SUPER TOUGH
Registration Number:	3178352	MEMORIES OF A LIFETIME
Registration Number:	4143117	METRO BOOKS
Registration Number:	3477597	MYSTERIES UNWRAPPED
Registration Number:	3391883	NINJA SUDOKU
Registration Number:	3170114	NO-SWEAT SCIENCE
Registration Number:	3175526	NO-SWEAT SCIENCE
Registration Number:	3818987	
Registration Number:	3295275	PENCIL, PAPER, DRAW!
Registration Number:	4332266	PIXIQ
Registration Number:	4332267	PIXIQ
Registration Number:	3620970	PUZZELLATIONS

Property Type	Number	Word Mark
Registration Number:	3617385	PUZZLE WRIGHT PRESS
Registration Number:	3617367	PUZZLEWRIGHT PRESS
Registration Number:	3469441	QUAMUT
Registration Number:	3290759	S
Registration Number:	3362907	S
Registration Number:	1970955	S STERLING PUBLISHING CO., INC.
Registration Number:	3168718	SCRATCH & SOLVE
Registration Number:	4276976	SILVER PENNY STORIES
Registration Number:	4218393	SILVEROAK
Registration Number:	4146839	SILVEROAK
Registration Number:	4259091	SILVEROAK
Registration Number:	3168716	SIMPLY
Registration Number:	3168719	SIP & SOLVE
Registration Number:	3076650	SIT & SOLVE
Registration Number:	4165245	SPLINTER
Registration Number:	4165208	SPLINTER
Registration Number:	3837927	STERLING
Registration Number:	3366448	STERLING
Registration Number:	3430896	STERLING
Registration Number:	3280855	STERLING BIOGRAPHIES
Registration Number:	4313352	STERLING CHILDREN'S BOOKS
Registration Number:	4246499	STERLING CHILDREN'S BOOKS
Registration Number:	3948851	STERLING EPICURE
Registration Number:	3729259	STERLING ETHOS
Registration Number:	3346235	STERLING INNOVATION
Registration Number:	3295138	STERLING POINT BOOKS
Registration Number:	4407344	STERLING PUBLISHING
Registration Number:	4116320	STERLING PUBLISHING
Registration Number:	3344863	STICKIES
Registration Number:	3234740	SUPER LITTLE GIANT
Registration Number:	3234746	SUPER LITTLE GIANT BOOK
Registration Number:	3181829	SUPER LITTLE GIANT BOOK OF
Registration Number:	3303958	THE OFFICIAL BOOK OF WORDOKU
Registration Number:	3181841	THE PORTABLE CRAFTER
Registration Number:	2404008	THE WEEKEND CRAFTER
Registration Number:	3353545	WHITE BELT SUDOKU
Registration Number:	2371877	WORKSHOP BENCH REFERENCE
Registration Number:	3381745	

Property Type	Number	Word Mark
Serial Number:	88798826	S

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: 12

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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 STERLING PUBLISHING CO., INC., a Delaware corporation (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. Definitions. 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 Schedule I 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. Recordation. 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. Purpose. 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. Acknowledgment. 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. Counterparts. 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.

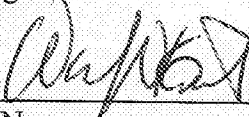
STERLING PUBLISHING CO., INC.

By: 

Name: Allen W. Lindstrom

Title: Chief Financial Officer

Alter Domus (US) LLC,
as Agent


By: 
Name: Winnalynn N. Kantaris
Title: Associate General Counsel

SCHEDULE I

Trademark Registrations

Trademark	Owner	Status	App. No.	App. Date	Reg. No.	Reg. Date
						
ABSOLUTELY NASTY	Sterling Publishing Co., Inc.	Registered/Renewed	78950056	8/11/06	3300169	9/25/07
BEGIN SMART	Sterling Publishing Co., Inc.	Registered	78859638	4/12/06	3482352	8/5/08
BEGIN SMART	Sterling Publishing Co., Inc.	Registered	77093743	1/29/07	3481351	8/5/08
BEGIN SMART and Design	Sterling Publishing Co., Inc.	Registered	77494443	6/9/08	3575472	2/17/09
BEYOND THE BASICS	Sterling Publishing Co., Inc.	Registered/Renewed	78826460	3/1/06	3168781	11/7/06
BLACK BELT SUDOKU	Sterling Publishing Co., Inc.	Registered/Renewed	78684419	8/3/05	3424212	5/6/08
BRAINSTRAINS	Sterling Publishing Co., Inc.	Registered/Renewed	76405305	5/9/02	2766370	9/23/03
BROWN BELT SUDOKU	Sterling Publishing Co., Inc.	Registered/Renewed	78684416	8/3/05	3353547	12/11/07

Trademark	Owner	Status	App. No.	App. Date	Reg. No.	Reg. Date
CLASSIC STARTS	Sterling Publishing Co., Inc.	Registered/Renewed	78301379	9/17/03	2943071	4/19/05
CREATE WITH THE DESIGNERS ECOSYSTEM	Sterling Publishing Co., Inc.	Registered/Renewed	78744260	11/1/05	3299495	9/25/07
ECOSYSTEM and Design	Sterling Publishing Co., Inc.	Registered	77581282	9/29/08	4246222	11/20/12
ECOSYSTEM and Design	Sterling Publishing Co., Inc.	Registered	77610885	11/10/08	4246227	11/20/12
ECOSYSTEM and Design	Sterling Publishing Co., Inc.	Registered	77610889	11/10/08	4246228	11/20/12
FOCUS: and Design	Sterling Publishing Co., Inc.	Registered	77927961	2/4/10	4154525	6/5/12
FOR THE FIRST TIME	Sterling Publishing Co., Inc.	Registered/Renewed	75862937	12/2/99	2431236	2/27/01
FOR WIMPS (Stylized)	Sterling Publishing Co., Inc.	Registered/Renewed	76338630	11/16/01	2780294	11/4/03
GIGGLE FIT and Design	Sterling Publishing Co., Inc.	Registered/Renewed	76284193	7/12/01	2667199	12/24/02
GOOD QUESTION!	Sterling Publishing Co., Inc.	Registered	85438061	10/3/2011	4269307	1/1/13
GOT CRAFTS?	Sterling Publishing Co., Inc.	Registered	77267756	8/29/07	3489948	8/19/08
GREEN BELT SUDOKU	Sterling Publishing Co., Inc.	Registered	78684412	8/3/05	3353546	12/11/07
HOMEMADE LIVING	Sterling Publishing Co., Inc.	Registered	77927978	2/4/10	4119018	3/27/12
HOMEMADE LIVING and Design	Sterling Publishing Co., Inc.	Registered	77927983	2/4/10	4119019	3/27/12
HOW TO DO IT	Sterling Publishing Co., Inc.	Registered	77119441	3/1/07	3719001	12/1/09


Trademark	Owner	Status	App. No.	App. Date	Reg. No.	Reg. Date
I'M GOING TO READ	Sterling Publishing Co., Inc.	Registered/Renewed	78467787	8/16/04	3177948	11/28/06
I'M GOING TO WRITE	Sterling Publishing Co., Inc.	Registered/Renewed	77122371	3/5/07	3399231	3/18/08
IN A WEEKEND	Sterling Publishing Co., Inc.	Registered/Renewed	76427647	7/5/02	2758417	9/2/03
IN AN AFTERNOON (Stylized)	Sterling Publishing Co., Inc.	Registered/Renewed	75801719	9/17/99	2410410	12/5/00
INSTANT MEMORIES	Sterling Publishing Co., Inc.	Registered	78607510	4/13/05	3269503	7/24/07
LARK BOOKS	Sterling Publishing Co., Inc.	Registered	77914436	1/19/10	4313355	4/2/13
LARK BOOKS and Design	Sterling Publishing Co., Inc.	Registered/Renewed	75262095	3/24/97	2149262	4/7/98
LARK CRAFTS	Sterling Publishing Co., Inc.	Registered	77914407	1/19/10	4313353	4/2/13
LARK PHOTOGRAPHY	Sterling Publishing Co., Inc.	Registered	77914423	1/19/10	4313354	4/2/13
LITTLE GIANT	Sterling Publishing Co., Inc.	Registered/Renewed	75181116	10/15/96	2179291	8/4/98
 METRO BOOKS	Sterling Publishing Co., Inc.	Registered	85240306	2/11/11	4140046	5/8/12
MAGIC LANTERN	Sterling Publishing Co., Inc.	Registered	77077730	1/8/07	3285355	8/28/07
MAGIC LANTERN DVD GUIDES	Sterling Publishing Co., Inc.	Registered/Renewed	78653955	6/20/05	3464044	7/8/08

Trademark	Owner	Status	App. No.	App. Date	Reg. No.	Reg. Date
MAGIC LANTERN GUIDES	Sterling Publishing Co., Inc.	Registered/Renewed	77308714	10/19/07	3491683	10/26/08
MAKE IT IN MINUTES	Sterling Publishing Co., Inc.	Registered/Renewed	77308714	10/19/07	3491687	8/26/08
MAKE IT IN MINUTES and Design	Sterling Publishing Co., Inc.	Registered/Renewed	77309564	10/22/07	3461212	7/8/08
MARTIAL ARTS KAKURO	Sterling Publishing Co., Inc.	Registered/Renewed	78778305	12/21/05	3266314	7/17/07
MARTIAL ARTS SUDOKU	Sterling Publishing Co., Inc.	Registered/Renewed	78683475	8/2/05	3353541	12/11/07
MARTIAL ARTS SUDOKU EASY and Design	Sterling Publishing Co., Inc.	Registered/Renewed	78690405	8/11/2005	3357330	12/18/07
MARTIAL ARTS SUDOKU HARD and Design	Sterling Publishing Co., Inc.	Registered/Renewed	78690377	8/11/05	3357329	12/18/07
MARTIAL ARTS SUDOKU NOT-SO-EASY and Design	Sterling Publishing Co., Inc.	Registered/Renewed	78690395	8/11/05	3420058	4/29/08
MARTIAL ARTS SUDOKU SUPER TOUGH and Design	Sterling Publishing Co., Inc.	Registered/Renewed	78690356	8/11/05	3357328	12/18/07
MEMORIES OF A LIFETIME	Sterling Publishing Co., Inc.	Registered/Renewed	78599063	3/31/05	3178352	11/28/06
METRO BOOKS	Sterling Publishing Co., Inc.	Registered	77914443	1/19/10	4143117	5/15/2012
MYSTERIES UNWRAPPED	Sterling Publishing Co., Inc.	Registered/Renewed	77167382	4/1/07	3477597	7/29/08
NINJA SUDOKU	Sterling Publishing Co., Inc.	Registered/Renewed	788663483	4/18/06	3391883	3/4/08
NO-SWEAT SCIENCE	Sterling Publishing Co., Inc.	Registered/Renewed	78679690	7/27/05	3170114	11/7/06

Trademark	Owner	Status	App. No.	App. Date	Reg. No.	Reg. Date
NO-SWEAT SCIENCE and Design	Sterling Publishing Co., Inc.	Registered/Renewed	78679711	7/27/05	3175526	11/21/06
P and Design	Sterling Publishing Co., Inc.	Registered/Renewed	77500611	6/17/08	3818987	5/13/10
PENCIL, PAPER, DRAWING	Sterling Publishing Co., Inc.	Registered/Renewed	78743735	10/31/05	3295275	9/18/07
PIXIQ	Sterling Publishing Co., Inc.	Registered	85090265	7/22/10	4332266	5/7/13
PIXIQ (Stylized)	Sterling Publishing Co., Inc.	Registered	85090268	7/22/10	4332267	5/7/13
PUZZELLATIONS	Sterling Publishing Co., Inc.	Registered/Renewed	78754819	11/16/05	3620970	5/12/09
PUZZLE WRIGHT PRESS	Sterling Publishing Co., Inc.	Registered/Renewed	77500792	6/17/08	3617385	5/5/09
PUZZLEWRIGHT PRESS	Sterling Publishing Co., Inc.	Registered/Renewed	77490886	6/4/08	3617367	5/5/09
QUAMUT	Sterling Publishing Co., Inc.	Registered/Renewed	78736254	10/19/05	3469441	7/15/08
S (Stylized)	Sterling Publishing Co., Inc.	Registered/Renewed	78861700	4/14/06	3290759	9/11/07
S and Design	Sterling Publishing Co., Inc.	Registered/Renewed	77006414	9/25/06	3362907	1/1/08
S STERLING PUBLISHING CO., INC. (Stylized)	Sterling Publishing Co., Inc.	Registered/Renewed	74592071	10/28/94	1970955	4/30/96
SCRATCH & SOLVE	Sterling Publishing Co., Inc.	Registered/Renewed	78793168	1/17/06	3168718	11/7/06
SILVER PENNY STORIES	Sterling Publishing Co., Inc.	Registered	85478085	11/21/11	4276976	1/15/13
SILVEROAK	Sterling Publishing Co., Inc.	Registered	85101960	8/6/10	4218393	10/2/12

Trademark	Owner	Status	App. No.	App. Date	Reg. No.	Reg. Date
SILVEROAK	Sterling Publishing Co., Inc.	Registered	85508253	1/4/12	4146839	5/22/12
SILVEROAK and Design	Sterling Publishing Co., Inc.	Registered	85508267	1/4/12	4259091	12/11/12
SIMPLY	Sterling Publishing Co., Inc.	Registered/Renewed	78793124	1/17/06	3168716	11/7/06
SIP & SOLVE	Sterling Publishing Co., Inc.	Registered/Renewed	7879317	1/17/06	3168719	11/7/06
SIT & SOLVE	Sterling Publishing Co., Inc.	Registered/Renewed	78607735	4/13/05	3076650	4/4/06
SPLINTER and Design	Sterling Publishing Co., Inc.	Registered/Renewed	85143497	10/1/10	4165245	6/26/12
SPLINTER	Sterling Publishing Co., Inc.	Registered	85130406	9/15/10	4165208	6/26/12
STERLING	Sterling Publishing Co., Inc.	Registered	77931491	2/9/10	3837927	8/24/10
STERLING and Design	Sterling Publishing Co., Inc.	Registered/Renewed	77046791	11/17/06	3366448	1/8/08
STERLING and Design	Sterling Publishing Co., Inc.	Registered/Renewed	77283653	9/19/07	3430896	5/20/08
STERLING BIOGRAPHIES	Sterling Publishing Co., Inc.	Registered/Renewed	78783867	1/3/06	3280855	8/14/07
STERLING CHILDREN'S BOOKS	Sterling Publishing Co., Inc.	Registered	77914397	1/19/10	4313352	4/2/13
STERLING CHILDREN'S BOOKS and Design	Sterling Publishing Co., Inc.	Registered	85146337	10/6/10	4246499	11/20/12
STERLING EPICURE	Sterling Publishing Co., Inc.	Registered	77914387	1/19/10	3948851	4/19/11
STERLING ETHOS	Sterling Publishing Co., Inc.	Registered/Renewed	77454999	4/22/08	3729259	12/22/09

Trademark	Owner	Status	App. No.	App. Date	Reg. No.	Reg. Date
STERLING INNOVATION	Sterling Publishing Co., Inc.	Registered/Renewed	78926442	7/11/06	3346235	11/27/07
STERLING POINT BOOKS	Sterling Publishing Co., Inc.	Registered/Renewed	78721997	9/28/05	3295138	9/18/07
STERLING PUBLISHING	Sterling Publishing Co., Inc.	Registered	85049627	5/27/10	4407344	9/24/13
STERLING PUBLISHING	Sterling Publishing Co., Inc.	Registered	85976248	5/27/10	4116320	3/20/12
STICKIES and Design	Sterling Publishing Co., Inc.	Registered/Renewed	77030076	10/26/06	3344863	11/27/07
SUPER LITTLE GIANT	Sterling Publishing Co., Inc.	Registered/Renewed	78597870	3/30/05	3234740	4/24/07
SUPER LITTLE GIANT BOOK and Design	Sterling Publishing Co., Inc.	Registered/Renewed	78600316	4/1/05	3234746	4/24/07
SUPER LITTLE GIANT BOOK OF and Design	Sterling Publishing Co., Inc.	Registered/Renewed	78597875	3/30/05	3181829	12/5/06
THE OFFICIAL BOOK OF WORDOKU	Sterling Publishing Co., Inc.	Registered/Renewed	78721981	9/28/05	3303958	10/2/07
THE PORTABLE CRAFTER	Sterling Publishing Co., Inc.	Registered/Renewed	78600358	4/1/05	3181841	12/5/06
THE WEEKEND CRAFTER (Stylized)	Sterling Publishing Co., Inc.	Registered/Renewed	75835651	11/1/99	2404008	11/14/00
WHITE BELT SUDOKU	Sterling Publishing Co., Inc.	Registered/Renewed	78684410	8/3/05	3353545	12/11/07
WORKSHOP BENCH REFERENCE	Sterling Publishing Co., Inc.	Registered/Renewed	75757633	7/22/99	2371877	7/25/00

Trademark	Owner	Status	App. No.	App. Date	Reg. No.	Reg. Date
	Sterling Publishing Co., Inc.	Registered/Renewed	78608044	4/13/05	3381745	2/12/08