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**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

1/12/99

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation) Document ID#
- Correction of PTO Error Reel # Frame #
- Corrective Document Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Non-Proprietary Assignment
- Merger Effective Date December 29, 1998 Month Day Year
- Change of Name
- Other:

Conveying Party

Mark if additional names of conveying parties attached

Name Passage Holdings, Inc.
Formerly

Execution Date
Month Day Year
December 29, 1998

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization: Washington

Receiving Party

Mark if additional names of receiving parties attached

Name Passage Marketing, Inc.
DBA/AKA/TA
Composed of
Address (line 1) 2505 Third Avenue South, Suite 309
Address (line 2) Seattle, WA 98121
Address (line 3)

- Individual General Partnership Limited Partnership
- Corporation Association
- Other
- Citizenship/State of Incorporation/Organization: Washington

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

FOR OFFICE USE ONLY

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TRADEMARK
REEL: 1839 FRAME: 0576

Page 2

Domestic Representative Name and Address

Enter for the first Receiving Party only.

1999 JUN 10 21 3: 21
OFFICEName
Address (line 1)
Address (line 2)
Address (line 3)
Address (line 4)**Correspondent Name and Address**

Area Code and Telephone Number (206) 623-7580

Name Priscilla L. Sulham, Esq.
Address (line 1) Preston Gates & Ellis LLP
Address (line 2) 701 Fifth Avenue
Address (line 3) Suite 5000
Address (line 4) Seattle, WA 98104**Pages**

Enter the total number of pages of the attached conveyance document including any attachments.

1

Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

1,632,314

Number of Properties

Enter the total number of properties involved

1

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): \$40.00

Method of Payment: Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account).

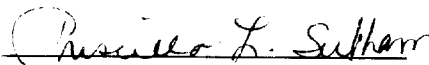
Deposit Account Number # 162456

Authorization to charge additional fees: Yes No **Statement and Signature**

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Priscilla L. Sulham

Name of Person Signing


Signature1-5-99
Date Signed

