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04-14-2000



Form PTO-1594 (Rev. 6-93)

RECORDATION FEE TRADEMARK

DEPARTMENT OF COMMERCE and Trademark Office

101319326

To the Honorable Commissioner of Patents and Trademarks

Attachments or copy thereof.

1. Name of conveying party(ies):
Amazon.com, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State: **Delaware**
 Other _____

Additional name(s) of conveying party(ies) attached? Yes No

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COPY/FINANCE

2. Name and address of receiving party(ies):
Name: **PlanetAll.com, Inc.**
Internal Address: **Suite 1200**
Street Address: **1200 12th Avenue South**
City: **Seattle** State: **Washington** ZIP: **98144**

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State **Massachusetts**
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designations must be a separate document from Assignment)
 Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: **March 1, 2000**

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
75/662,417

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: **Heidi L. Sachs**
 Internal Address: **Perkins Coie LLP**

Street Address: **1201 Third Avenue, Suite 4800**

City: **Seattle** State: **WA** ZIP: **98101**


6. Total number of applications and registrations involved: **1**

7. Total fee (37 CFR 3.41):..... **\$ 40.00**
 Enclosed
 Authorized to be charged to deposit account
 Charge any additional fees/credit any overpayment to Deposit Account No. 50-0665

8. Deposit account number: _____
 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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.

Heidi L. Sachs  **3/2/00**

Name of Person Signing Signature Date

04/13/2000 DNGUYEN 00000266 75662417 Total number of pages comprising cover sheet, attachments and document: 4

01 FC:481 (40.00 OP) DO NOT DETACH THIS PORTION

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0911), Washington, D.C. 20503.

ASSIGNMENT OF TRADEMARK RIGHTS

WHEREAS, Amazon.com, Inc. ("Assignor"), a Delaware corporation with its principal place of business at P.O. Box 81226, Seattle, Washington 98108-1226, is the owner of the pending intent-to-use service mark application set forth in Exhibit 1 and incorporated herein by reference;

WHEREAS, PlanetAll.com, Inc. ("Assignee"), a Massachusetts corporation with its principal place of business at 1200-12th Avenue South, Suite 1200, Seattle, Washington 98144-2734, is desirous of acquiring said application and the goodwill associated therewith;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby assign unto Assignee all right, title and interest in and to the mark set forth in Exhibit 1, together with that portion of its business relating to the mark and the goodwill appurtenant thereto.

Signed this 1st day of March, 2000.

Amazon.com, Inc.

By 

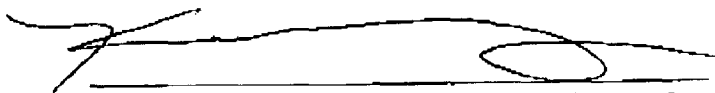
Brent D. Sanders

Its Assistant Secretary

STATE OF Washington)
) ss.
 COUNTY OF King)

On the 1st day of March, 2000, before me personally appeared Brent D. Sanders, the person who signed the foregoing instrument, who being by me duly sworn, acknowledged that he is the Assistant Secretary of Amazon.com, Inc., the corporation described in and which executed the foregoing instrument, that he has signed said instrument as a free act on behalf of said corporation, and that he has the authority to act on behalf of, and bind, said corporation.

SUBSCRIBED AND SWORN to before me on the date stated above.



NOTARY PUBLIC in and for the State of
King, residing at Seattle
 My Appointment Expires: 3/19/02



EXHIBIT 1
PENDING "INTENT-TO-USE" APPLICATIONS

Trademark	Serial No.	Filing Date
PLANETALL	75/662417	March 17, 1999