

08-03-2000

FORM PTO-1594
(Rev. 5-93)
OMB No. 0651-0011 (exp. 4/94)

RECOR



BT

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

101421988

To the Honorable Commissioner of Patent

Please record the attached original documents or copy thereof.

1. Name of conveying party (ies):
 Blier & Associates, Inc. *MKO*
 244 Market Street
 Kirkland, WA 98033 *7.11.00*

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State Washington
 Other _____

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

2. Name and address of receiving party(ies):
 Name: EmployeeSavings.Com, Inc.
 Internal Address: _____
 Street Address: 115 - 108th Ave. NE Suite 810
 City: Bellevue State: WA ZIP: 98004

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

If assignment 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) and addresses attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: _____

4. Application number(s) or patent number(s):
 A. Trademark Application No.(s)
EMPLOYEESAVINGS.COM 75/632,955

Additional numbers attached? Yes No

B. Trademark Registration No.(s)

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Andrew P. Bridges/John C. Nishi
 Internal Address: _____
Wilson Sonsini Goodrich & Rosati
Professional Corporation
 Street Address: 650 Page Mill Road
 City: Palo Alto State: California ZIP: 94304

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

If fee insufficient, please charge

8. Deposit account number:
23-2415 Attn.: 23434-TM1005
 (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.

John C. Nishi
 Name of Person Signing

John C. Nishi
 Signature

July 6, 2000
 Date

Total number of pages including cover sheet, attachments, and document: 11

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

08/02/2000 NTHA11 00000198 75632955

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TRADEMARK
 REEL: 002114 FRAME: 0473

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

Tab settings □ □ □ ▼

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Blier & Associates, Inc.
244 Market Street
Kirkland, WA 98033

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

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

2. Name and address of receiving party(ies)

Name: EmployeeSavings.com, Inc

Internal Address: _____

Street Address: 155 - 108th Ave NE Ste. 810

City: Bellevue State: WA ZIP: 98004

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Washington
- 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: December 13, 1999

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

75/632,955

B. Trademark Registration No.(s)

2,236,516

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Jeffrey T. Haley

Internal Address: _____

Graybeal Markon Haley LLP

Street Address: 155 - 108th Ave NE

Suite 350

City: Bellevue State: WA ZIP: 98004

6. Total number of applications and registrations involved: _____

2

7. Total fee (37 CFR 3.41).....\$ 65.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

07-1897

(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.

Jeffrey T. Haley

Name of Person Signing

Jeffrey T. Haley
Signature

12/16/99

Date

Total number of pages including cover sheet, attachments, and document: **3**

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

TRADEMARK
REEL: 002114 FRAME: 0474

ASSIGNMENT OF TRADEMARKS

ASSIGNOR Blier & Associates, Inc., a juristic entity of the State of Washington, having a principal place of business at 244 Market Street, Kirkland, Washington 98033, is the owner and user of the following trademarks:

RECSPORT US Registration # 2,236,516
EMPLOYEESAVINGS.COM Serial # 75/632955

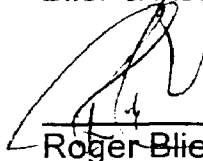
and has assigned and transferred all rights to said trademarks along with all rights to the goodwill appurtenant thereto to:

ASSIGNEE, EmployeeSavings, Inc., an existing and on going juristic entity of the State of Washington, having a principal place of business at 155 - 108th Avenue NE, 8th Floor, Bellevue, WA 98004

With respect to the intent-to-use registration application for EMPLOYEESAVINGS.COM, an allegation of use under 15 U.S.C. §§1051(c) or 1051(d) was recently filed alleging use prior to the effective date of this assignment.

Executed at Bellevue (city), WA (state), this 13th day of December, 1999.

Blier & Associates, Inc.



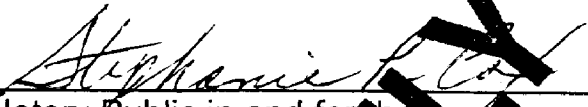
Roger Blier, President

STATE OF WASHINGTON)
)
COUNTY OF KING)

ss.

**FOR
REFERENCE ONLY**

On this 13th day of December, 1999, personally appeared before me Roger Blier, to me known to be the individual named above who executed the within and foregoing instrument, and acknowledged that he signed the same as his free and voluntary act and deed, for the uses and purposes therein mentioned.


Notary Public in and for the
State of Washington
residing at Belleme
Commission expires 09/30/2002

STEPHANIE P. COX
NOTARY PUBLIC
STATE OF WASHINGTON
COMMISSION EXPIRES
SEPTEMBER 30, 2002

FOR REFERENCE ONLY

FOR
REFERENCE ONLY

TRADEMARK ASSIGNMENT

WHEREAS, Blier & Associates, Inc., a corporation of the State of Washington located and doing business at 244 Market Street, Kirkland, Washington 98033 ("Assignor"), has adopted, is using, or intends to use the following trademark and is the owner of the following United States trademark application for registration in the United States Patent and Trademark Office:

<u>Trademark</u>	<u>Application Serial No.</u>	<u>Date of Application</u>
EMPLOYEESAVINGS.COM	75/632,955	February 1, 1999

WHEREAS, EmployeeSavings.Com, Inc., a corporation of the State of Delaware, located and doing business at 155-108th Avenue NE, Suite 810, Bellevue, Washington 98004 ("EmployeeSavings.Com"), desires to acquire the EMPLOYEESAVINGS.COM trademark and its application for registration as successor to the business of the Assignor to which the EMPLOYEESAVINGS.COM mark relates;

WHEREAS, Assignor executed on December 13, 1999 a Trademark Assignment document (the "Assignment in Error") that mistakenly identified the assignee as "EmployeeSavings, Inc., an existing and on going juristic entity of the State of Washington....," which is to Assignor's knowledge a non-existing entity;

WHEREAS, Assignor desires to correct its mistaken identification of the assignee and to supersede the Assignment in Error.

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor hereby assigns to EmployeeSavings.Com all right, title and interest in and to the EMPLOYEESAVINGS.COM trademark and the application for registration, together with the goodwill of the business symbolized by the trademark and the application for registration.

Executed as of December 13, 1999

Blier & Associates, Inc.


 Name: Roger Blier
 Title: President

State of Delaware

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "EMPLOYEESAVINGS.COM, INC.", FILED IN THIS OFFICE SEVENTH DAY OF JUNE, A.D. 1999, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.

FOR REFERENCE ONLY

FOR REFERENCE ONLY



Edward J. Freel

Edward J. Freel, Secretary of State

3050967 8100

991228133

AUTHENTICATION: 9790180

DATE: 06-07-99

TRADEMARK
REEL: 002114 FRAME: 0478

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 06/07/1999
991228133 - 3050967

**CERTIFICATE OF INCORPORATION OF
EMPLOYEE SAVINGS.COM, INC.**

ARTICLE I

The name of this corporation is EmployeeSavings.Com, Inc.

ARTICLE II

The address of the registered office of the corporation in the State of Delaware is 15 E. North Street, in the City of Dover, County of Kent. The name of its registered agent at such address is Incorporating Services, Ltd.

ARTICLE III

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE IV

(A) Classes of Stock. This corporation is authorized to issue one class of stock to be designated "Common Stock." The total number of shares which the corporation is authorized to issue is One Million (1,000,000) shares, par value \$.0001 per share.

(B) Common Stock.

1. Dividend Rights. The holders of the Common Stock shall be entitled to receive, when and as declared by the Board of Directors, out of any assets of the Corporation legally available therefor, such dividends as may be declared from time to time by the Board of Directors.

2. Liquidation Rights. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of shares of the Common Stock shall be entitled to receive all of the assets of the Corporation available for distribution to its stockholders, ratably in proportion to the number of shares of the Common Stock held by them.

3. Redemption. The Common Stock is not redeemable.

4. Voting Rights. The holder of each share of Common Stock shall have the right to one vote, and shall be entitled to notice of any stockholders' meeting in accordance with the Bylaws of this Corporation, and shall be entitled to vote upon such matters and in such manner as may be provided by law.

**FOR
REFERENCE ONLY**

ARTICLE V

The name and mailing address of the incorporator is Jonathan Gleason, Gunderson Dettmer Stough Villeneuve Franklin & Hachigian, LLP, 155 Constitution Drive, Menlo Park, California 94025.

ARTICLE VI

Except as otherwise provided in this Certificate of Incorporation, in furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws of the corporation.

ARTICLE VII

The number of directors of the corporation shall be fixed from time to time by, or in the manner provided in, the bylaws or amendment thereof duly adopted by the Board of Directors or by the stockholders.

ARTICLE VIII

Elections of directors need not be by written ballot unless the Bylaws of the corporation shall so provide.

ARTICLE IX

Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws may provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the corporation.

ARTICLE X

A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived any improper personal benefit. If the Delaware General Corporation Law is amended after approval by the stockholders of this Article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law as so amended.


**FOR
REFERENCE ONLY**

Any repeal or modification of the foregoing provisions of this Article X by the stockholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

ARTICLE XI

The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed this certificate this 7th day of June, 1999.


Jonathan Gleason
Incorporator

FOR
REFERENCE ONLY