



01-02-2003

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Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

RE



102326212

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies): 12-11-02 Egghead.com, Inc., incorporated in Delaware [] Individual(s) [] Association [] General Partnership [] Limited Partnership [x] Corporation-State [] Other Additional name(s) of conveying party(ies) attached? [] Yes [x] No

2. Name and address of receiving party(ies) Name: Amazon.com Holdings, Inc. Internal Address: Street Address: 1200 12th Ave South City: Seattle State: WA Zip: 98144-2734 [] Individual(s) citizenship [] Association [] General Partnership [] Limited Partnership [x] Corporation-State Delaware [] 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: [x] Assignment [] Merger [] Security Agreement [] Change of Name [] Other Execution Date: November 29, 2001

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 1,345,251; 2,056,955; 2,135,709; 2,140,726 Additional number(s) attached [x] Yes [] No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Stephen C. Bishop Internal Address: Legal Department, Amazon.com, Inc. Street Address: 1200 12th Ave South, Suite 1200 City: Seattle State: WA Zip: 98144-2734

6. Total number of applications and registrations involved: 7 7. Total fee (37 CFR 3.41) \$ 190 [] Enclosed [x] Authorized to be charged to deposit account 8. Deposit account number: 500989

DO NOT USE THIS SPACE

9. Signature. Stephen C. Bishop Name of Person Signing [Signature] Signature December 10, 2002 Date Total number of pages including cover sheet, attachments, and document: 12

12/31/2002 LINDSEY 00000184 500989 1345251 01 FC:8521 40.00 CH 02 FC:8522 150.00 CH

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

TRADEMARK REEL: 002641 FRAME: 0181

Recordation Form Cover Sheet
Page 2

Additional Trademark Registration Numbers:

2,150,363

2,187,134

2,304,042

TRADEMARK AND TRADE NAME ASSIGNMENT

WHEREAS, Egghead.com, Inc., a Delaware corporation with its principal place of business at 1350 Willow Road, Menlo Park, California ("*Assignor*"), is the owner of certain trademarks, service marks, trade names, and logos (collectively, the "*Marks and Names*"), including but not limited to those Marks and Names listed on Schedule A.

WHEREAS, Amazon.com Holdings, Inc., a Delaware corporation with its principal place of business at 1700 12th Ave South, Seattle WA ("*Assignee*"), desires to acquire the Marks and Names worldwide,

NOW THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged:

Assignor hereby assigns unto Assignee all right, title and interest, including common law rights, in the United States of America, and in all countries and jurisdictions of the world, in and to the Marks and Names, together with the goodwill of the business symbolized by the Marks and Names, and applications and registrations thereof, and that portion of the business which is ongoing and existing to which the trademarks pertain and the goodwill appurtenant thereto.

Signed at _____

Egghead.com, Inc.

By: _____

Name: Jeffrey Sheahan

Title: President and CEO.

Date: _____

Signed at Seattle, WA

Amazon.com Holdings, Inc.

By: W.C.J.

Name: Wesley C. Janson

Title: Vice President & CFO

Date: November 28, 2001

TRADEMARK AND TRADE NAME ASSIGNMENT

WHEREAS, Egghead.com, Inc., a Delaware corporation with its principal place of business at 1350 Willow Road, Menlo Park, California ("**Assignor**"), is the owner of certain trademarks, service marks, trade names, and logos (collectively, the "**Marks and Names**"), including but not limited to those Marks and Names listed on Schedule A.

WHEREAS, Amazon.com Holdings, Inc., an _____ corporation with its principal place of business at _____ ("**Assignee**"), desires to acquire the Marks and Names worldwide,

NOW THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged:

Assignor hereby assigns unto Assignee all right, title and interest, including common law rights, in the United States of America, and in all countries and jurisdictions of the world, in and to the Marks and Names, together with the goodwill of the business symbolized by the Marks and Names, and applications and registrations thereof, and that portion of the business which is ongoing and existing to which the trademarks pertain and the goodwill appurtenant thereto.

Signed at Menlo Park, CA.

Egghead.com, Inc.

By: [Signature]

Name: Jeffrey Sheahan

Title: President and CEO.

Date: 11/29/01

Signed at _____

Amazon.com Holdings, Inc.

By: _____

Name:

Title:

Date: _____

The following Schedule identifies Assignor's trademark applications and registrations. The designation "Abandoned" means that Assignor has decided not to prosecute an application further, or, in the case of a registration, that it has decided not to pay any issuance, maintenance and/or renewal fees. "Abandoned" does not necessarily mean that Assignor has ceased use of the subject mark and therefore, no longer has rights in it.

Schedule A

Country	Mark	Classes	App. Number	App. Date	Reg. Number	Reg. Date	Status
Australia	EGGHEAD	42	501,766	12/19/88	A501766	12/19/88	Registered
Australia	EGGHEAD	9	502,694	1/9/89	A502694	1/9/89	Registered
Australia	PROFESSOR EGGHEAD (Design)	42	562,362	12/20/88	562,362	4/16/93	Registered
Australia	PROFESSOR EGGHEAD (Design)	9	501,820	12/20/88	501,820	2/27/92	Registered
Austria	EGGHEAD	9, 16, 35	93/AM5732	12/2/93	151,546	3/11/94	Registered
Austria	PROFESSOR EGGHEAD (Design)	9, 16, 42	93/AM5,731	12/2/93	152,174	4/20/94	Registered
Belarus	EGGHEAD	9, 16, 42	1,618	12/13/93	4,627	8/6/96	Registered
Belarus	PROFESSOR EGGHEAD (Design)	9, 16, 42	1,620	12/13/93	5,210	11/11/96	Registered
Benelux	EGGHEAD	9, 16, 35	724,114	1/17/89	454,508	1/17/89	Registered
Benelux	PROFESSOR EGGHEAD (Design)	35	724,115	1/17/89	455,159	1/17/89	Registered
Brazil	EGGHEAD	40	817,345,400	7/12/93	817,345,400	6/20/95	Registered
Brazil	EGGHEAD	9	817,669,485	1/3/94	817,669,485	11/3/99	Registered
Brazil	PROFESSOR EGGHEAD (Design)	40, 15	817,345,396	7/12/93	817,345,396	7/4/95	Registered
Brazil	PROFESSOR EGGHEAD (Design)	9	817,929,517	8/1/94			Pending
Canada	EGG BEATER POLICY	NA	622,562	1/4/89	366,282	3/20/90	Registered
Canada	EGGCESSORIES	NA	623,181	1/13/89	368,602	5/11/90	Registered
Canada	EGGHEAD	NA	620,051	11/25/88	402,144	9/4/92	Registered
Canada	EGGHEAD DISCOUNT SOFTWARE (Stylized)	NA	622,507	12/14/88	381,861	3/22/91	Registered
Canada	EGGHEAD UNIVERSITY	NA	622,559	1/4/89			Abandoned
Canada	EGGHEAD.COM	NA	899,484	12/11/88			Pending

Country	Mark	Classes	App. Number	App. Date	Reg. Number	Reg. Date	Status
Canada	EGGS ON LEGS	NA	622,560	1/4/89			Abandoned
Canada	EGGSPERT	NA	622,558	1/4/89	367,967	4/20/90	Registered
Canada	EGGSTRA ARM	NA	623,182	1/13/89	378,303	1/18/91	Registered
Canada	EGGZIBITION	NA	622,557	1/4/89			Abandoned
Canada	PAPER EGGSPRESS	NA	622,561	1/4/89	374,184	10/12/90	Registered
Canada	PROFESSOR EGGHEAD (Design)	NA	620,052	11/25/88	401,268	8/14/92	Registered
Canada	SHOP THREE TIMES SMARTER	NA	899,486	12/11/98			Abandoned
Canada	SHOP THREE TIMES SMARTER	NA	899,486	12/11/98			Pending
Canada	THE EGG CARTON	NA	622,563	1/4/89	377,964	1/11/91	Registered
China (People's Republic Of)	EGGHEAD	35	93/092,418	9/29/93	778,096	2/21/95	Registered
China (People's Republic Of)	EGGHEAD	9	93/062,895	7/30/93	728,489	2/7/95	Registered
China (People's Republic Of)	PROFESSOR EGGHEAD (and Design)	9	93/062,894	7/30/93	733,549	3/7/95	Registered
China (People's Republic Of)	PROFESSOR EGGHEAD (and Design)	35	93/092,419	9/29/93	778,108	2/21/95	Registered
European Union	EGGHEAD	9, 16, 35, 39, 42	154,335	4/1/96	154,335	5/10/00	Registered
European Union	EGGHEAD.COM	35, 39	1,047,521	1/20/99	1,047,521	1/20/99	Registered
European Union	HYPERAUCTON	35, 39	000,846,519	6/9/98	000,846,519	6/9/98	Registered
European Union	MACSPLACE	NA	869,479	7/7/98	869,479		Registered
European Union	PROFESSOR EGGHEAD (Design)	9, 16, 35, 39, 42	164,236	4/1/96	164,236	12/3/98	Registered
European Union	SHOP THREE TIMES SMARTER	35	1,047,471	1/20/99			Pending
European Union	STEALS AND DEALS	35, 38, 42	695,171	11/27/97	695,171	2/25/00	Registered
European Union	SURPLUS DIRECT	9, 35, 42	873,786	7/13/98			Registered

Country	Mark	Classes	App. Number	App. Date	Reg. Number	Reg. Date	Status
France	EGGHEAD	9, 16	104,013	1/19/89	1,509,395	1/19/89	Registered
France	PROFESSOR EGGHEAD (Design)	9, 16	104,012	1/19/89	1,509,394	1/19/89	Registered
Germany	EGGHEAD	9, 16	D45,847/9WZ	1/4/89	1,188,779	10/7/93	Registered
Germany	PROFESSOR EGGHEAD (Design)	9, 16	D 46046/9 WZ	2/10/89	1,153,758	2/7/90	Registered
Hong Kong	EGGHEAD	42	93/11,545	10/29/93	96/02,667	10/29/93	Registered
Hong Kong	EGGHEAD	9	93/11,544	10/29/93	95/07,932	9/20/95	Registered
Hong Kong	PROFESSOR EGGHEAD (Design)	42	93/11,547	10/29/93	96/02,668	10/29/93	Registered
Hong Kong	PROFESSOR EGGHEAD (Design)	9	93/11,546	10/29/93	95/07,933	9/20/95	Registered
India	EGGHEAD	9	600,830	7/5/93			Pending
India	PROFESSOR DESIGN	9	600,831	7/5/93	600,831	7/5/93	Abandoned
India	PROFESSOR EGGHEAD (Design)	9	600,831	7/5/93			Pending
Indonesia	EGGHEAD	9	H4.HC.01.01.13.7 65	11/2/93	327,883	2/10/95	Registered
Indonesia	PROFESSOR EGGHEAD (Design)	9	H4.HC.01.01.13.7 64	11/2/93	328,075	6/27/96	Registered
Italy	EGGHEAD	9, 35	M193/C005,628	7/30/93	675,384	4/12/96	Registered
Italy	PROFESSOR DESIGN	9	M193/C005,627	7/30/93	675,383	4/12/96	Registered
Japan	EGG HEAD	11	63-110,419	9/29/88	2,331,742	8/30/91	Registered
Japan	EGG HEAD	26	11,042/1,988	9/29/88	2,331,743	8/30/91	Registered
Japan	EGG HEAD SOFTWARE	26	63-110,422	9/29/88	2,331,744	8/30/91	Registered
Japan	EGGHEAD	9	05-56,766	6/8/93	3,234,616	12/25/96	Registered
Japan	EGGHEAD SOFTWARE	9	5-56,768	6/8/93			Abandoned
Japan	PROFESSOR EGGHEAD (Design)	9	5-56,767	6/8/93	3,213,801	10/31/96	Registered
Japan	STEALS AND DEALS	35	98-95,357	11/9/98	4,368,041	3/17/00	Registered
Japan	STEALS AND DEALS	35	98-30,190	4/13/98	4,319,676	10/1/99	Registered
Japan	SURPLUS DIRECT	35	61,819/1998	7/23/98	4,315,430	9/17/99	Registered

Country	Mark	Classes	App. Number	App. Date	Reg. Number	Reg. Date	Status
Malaysia	EGGHEAD	42					Pending
Malaysia	EGGHEAD	9	94/850	1/31/94			Pending
Malaysia	PROFESSOR EGGHEAD (Design)	9	94/00,851	1/31/94	94/00,851	4/3/96	Registered
Mexico	EGGHEAD	16	197,798	5/2/94	476,820	10/13/94	Registered
Mexico	EGGHEAD	42	172,654	7/9/93	446,374	11/12/93	Registered
Mexico	EGGHEAD	9	197,796	5/2/94	480,656	11/25/94	Registered
Mexico	EGGHEAD.COM	42	363,044	2/9/99			Pending
Mexico	PROFESSOR EGGHEAD (Design)	16	197,800	5/2/94	474,037	9/20/94	Registered
Mexico	PROFESSOR EGGHEAD (Design)	42	172,653	7/9/93	447,850	12/1/93	Registered
Mexico	PROFESSOR EGGHEAD (Design)	9	197,793	5/2/94	474,036	9/20/94	Registered
Mexico	SHOP THREE TIMES SMARTER						Abandoned
Mexico	SHOP THREE TIMES SMARTER	42	363,045	2/9/99			Pending
New Zealand	EGGHEAD	16	238,972	7/18/94	238,972	6/6/96	Registered
New Zealand	EGGHEAD	42	231,226	10/19/93	231,226	10/19/93	Registered
New Zealand	EGGHEAD	9	238,971	7/18/94	238,971	4/10/96	Registered
New Zealand	PROFESSOR EGGHEAD (Design)	16	238,974	7/18/94	238,974	6/6/96	Registered
New Zealand	PROFESSOR EGGHEAD (Design)	42	231,225	10/19/93	231,225	4/10/96	Registered
New Zealand	PROFESSOR EGGHEAD (Design)	9	238,973	7/18/94	238,973	4/10/96	Registered
Russian Federation	EGGHEAD	42	93/037,483	7/29/93	131,053	7/29/93	Registered
Russian Federation	EGGHEAD	9, 16	94/028,367	8/10/94	136,667	12/29/95	Registered
Russian Federation	PROFESSOR EGGHEAD (Design)	42	93/037,482	7/29/93	125,685	5/10/95	Registered
Russian Federation	PROFESSOR EGGHEAD (Design)	9, 16	94/028,362	8/10/94	136,665	12/29/95	Registered
Singapore	EGGHEAD	42	8,321/93	10/26/93			Pending
Singapore	EGGHEAD	9	93/8,320	10/26/93			Abandoned
Singapore	PROFESSOR EGGHEAD (Design)	42	8,323/93	10/26/93	8,323/93	7/31/98	Registered

Country	Mark	Classes	App. Number	App. Date	Reg. Number	Reg. Date	Status
Singapore	PROFESSOR EGGHEAD (Design)	9	93/8,322	10/26/93	93/8,322	10/26/93	Registered
South Korea	EGGHEAD	112	93/3,735	7/2/93	27,278	6/9/95	Registered
South Korea	EGGHEAD	39	93/022,844	7/2/93	302,604	11/25/94	Registered
South Korea	PROFESSOR EGGHEAD (Design)	112	93/3,736	7/2/93	27,277	6/9/95	Registered
South Korea	PROFESSOR EGGHEAD (Design)	39	93/22,845	7/2/93	302,603	11/25/94	Registered
Spain	EGGHEAD	39	1,775,448	8/2/93	1,775,448	8/2/93	Registered
Spain	EGGHEAD	9	1,775,450	8/2/93	1,775,450	8/2/93	Registered
Spain	PROFESSOR EGGHEAD (Design)	39	1,775,449	8/2/93	1,775,449	8/2/93	Registered
Spain	PROFESSOR EGGHEAD (Design)	9	1,775,451	8/2/93	1,775,451	8/2/93	Registered
Sweden	EGGHEAD	16	94/07326	7/15/94	265,654	3/31/95	Registered
Sweden	EGGHEAD	42	88-10,172	11/25/88	219,715	11/30/90	Registered
Sweden	EGGHEAD	9	94/07327	7/15/94	301,531	5/12/95	Registered
Sweden	PROFESSOR EGGHEAD (Design)	16	94/07,325	7/15/94	265,653	3/31/95	Registered
Sweden	PROFESSOR EGGHEAD (Design)	9	94/07,324	7/15/94	301,530	5/12/95	Registered
Switzerland	EGGHEAD	9	93,7/11393	10/27/93	416,279	5/24/95	Registered
Switzerland	PROFESSOR EGGHEAD (Design)	9	93,9/11,394	10/27/93	416,263	5/24/95	Registered
Taiwan	EGGHEAD	72	82/33,537	7/12/93			Abandoned
Taiwan	EGGHEAD	8	82/032,726	7/7/93	70,010	4/16/94	Registered
Taiwan	EGGHEAD	86	83/10,372	3/8/94			Abandoned
Taiwan	PROFESSOR DESIGN	86	83/10,371	3/8/94			Abandoned
Taiwan	PROFESSOR EGGHEAD (Design)	72	82/33,538	7/12/93	635,188	3/1/94	Registered
Taiwan	PROFESSOR EGGHEAD (Design)	8	82/32,727	7/7/93	70,379	5/16/94	Registered
Thailand	EGGHEAD	9	261,282	3/4/94			Cancelled
Thailand	PROFESSOR EGGHEAD (Design)	9	258,015	12/28/93	KOR 38,098	12/22/95	Registered
Ukraine	EGGHEAD	9, 16, 42	93,126,024/T	12/20/93	10,275	8/31/98	Registered

Country	Mark	Classes	App. Number	App. Date	Reg. Number	Reg. Date	Status
Ukraine	PROFESSOR EGGHEAD (Design)	9, 16, 42	93,126,023/T	12/20/93	10,274	8/25/08	Registered
United Arab Emirates	EGGHEAD	42	75/440,927	2/26/98			Abandoned
United Kingdom	EGGCESSORIES	9	1,394,553	8/24/89	1,394,553	8/24/89	Registered
United Kingdom	EGGHEAD	16	1,578,528	7/16/94	1,578,528	11/30/88	Registered
United Kingdom	EGGHEAD	9	1,365,411	11/30/88	1,365,411	11/30/88	Registered
United Kingdom	PROFESSOR EGGHEAD (and Design)	9	1,365,418	11/30/88	1,365,418	11/30/88	Registered
United Kingdom	PROFESSOR EGGHEAD (Design)	16	1,578,530	7/16/94	1,578,530	7/16/94	Registered
United States	ALL YOU NEED TO KNOW	42	75/037,698	12/27/95	2,056,955	4/29/97	Registered
United States	EGG BEATER'S POLICY	42	73/770,738	12/21/88			Abandoned
United States	EGG CARTON	9	73/770,683	12/21/88	1,548,131	7/12/89	Abandoned
United States	EGGCESSORIES	20	73/778,860	2/6/89	1,570,720	12/12/89	Abandoned
United States	EGGHEAD	42	73/472,411	3/26/84	1,345,251	6/25/85	Registered
United States	EGGHEAD DISCOUNT SOFTWARE (stylized)	42	73/770,724	12/21/88	1,565,185	11/7/89	Cancelled
United States	EGGHEAD UNIVERSITY	41	73/770,739	12/21/88	1,605,985	7/10/90	Abandoned
United States	EGGHEAD.COM	35	75/572,813	10/13/98	2,304,042	12/28/99	Registered
United States	EGGLINE	42	75/050,240	1/30/96			Abandoned
United States	EGGS ON LEGS		73/770,817	12/21/88	1,573,844	12/26/89	Abandoned
United States	EGGSPERT	42	73/770,669	12/21/88	1,589,462	3/27/90	Abandoned
United States	EGGSTRA ARM	20	73/778,878	2/6/89	1,559,664	10/10/89	Abandoned
United States	EGGTECH	42	75/028,332	12/6/95			Abandoned
United States	EGGZIBITION	35	73/770,804	12/21/88	73/770,804	12/26/89	Abandoned
United States	MACSPLACE	35	75/501,574	6/12/98			Abandoned
United States	Miscellaneous Design (Granny Pinchpenny)	35	75/246,626	2/24/97	2,140,726	3/3/98	Registered
United States	PAPER EGGSPRESS	16	73/770,740	12/21/88	1,552,858	8/22/89	Abandoned
United States	PROFESSOR EGGHEAD (Design)	42	73/770,816	12/21/88	1,570,385	12/5/89	Registered

Country	Mark	Classes	App. Number	App. Date	Reg. Number	Reg. Date	Status
United States	PUT YOUR MONEY WHERE YOUR MOUSE IS	35	75/186,800	10/24/96	2,187,134	9/8/98	Registered
United States	SHOP THREE TIMES SMARTER	35					Abandoned
United States	SHOP THREE TIMES SMARTER	35	75/569,979	10/13/98			Abandoned
United States	STEALS AND DEALS	35	75/189,040	10/25/96	2,150,363	4/14/98	Registered
United States	SURPLUS DIRECT	35	75/237,334	2/6/97	2,135,709	2/10/98	Registered
United States	THE COMPUTER STORE INSIDE YOUR COMPUTER	42	75/907,121	2/1/00			Abandoned