

04-09-2003



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

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): 4-7-03 FIRST BOOKS, INC. [] 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: FIRST BOOKS.COM, INC. Internal Address: Street Address: 6750 S.W. FRANKLIN ST., STE. A City: PORTLAND State: OR Zip: 97223 [] Individual(s) citizenship [] Association [] General Partnership [] Limited Partnership [x] Corporation-State OREGON [] 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: 10/24/2001

4. Application number(s) or registration number(s): A. Trademark Application No.(s) 75/566,929; 75/566,933 B. Trademark Registration No.(s) 2,054,104 Additional number(s) attached [] Yes [x] No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Elizabeth H. Cohen, Esq. Internal Address: Arent Fox Kintner Plotkin & Kahn, PLLC Street Address: 1050 Connecticut Ave. NW City: Washington State: DC Zip: 20036

6. Total number of applications and registrations involved: 3 7. Total fee (37 CFR 3.41): \$ 90.00 [x] Enclosed [] Authorized to be charged to deposit account 8. Deposit account number:

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9. Signature. Elizabeth H. Cohen Elizabeth H. Cohen April 1, 2003 Signature Date Total number of pages including cover sheet, attachments, and document: 4

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

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ASSIGNMENT

WHEREAS, FIRST BOOKS, INC. ("Assignor"), an Illinois corporation, having its principal offices at 2040 North Milwaukee Avenue, Chicago, Illinois 60647, is the owner of all right, title and interest in and to the trademarks listed on the attached Schedule A ("the Marks"), which are registered or pending in the United States Patent and Trademark Office;

WHEREAS, FIRST BOOKS.COM, INC. ("Assignee"), an Oregon corporation, having a business address of 6750 S.W. Franklin Street, Suite A, Portland, Oregon 97223, has acquired all right, title and interest in and to the Marks and the registrations therefor, together with the goodwill of the business associated with the Marks, *nunc pro tunc*, as of January 11, 2000; and

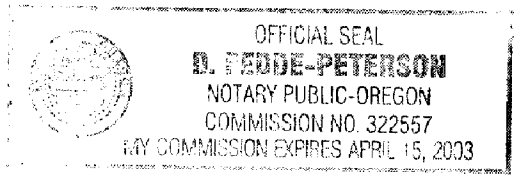
WHEREAS, the parties desire to ratify said assignment.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby assign to Assignee all right, title and interest in and to the Marks and the registrations therefor, together with the goodwill of the business symbolized by the Marks, *nunc pro tunc*, as of January 11, 2000.

FIRST BOOKS, INC.

By: [Signature]
Jeremy Solomon
President
Date: 10-24-01

Subscribed and sworn to before me this 24th of October, 2001.



D. Fedde-Peterson
Notary Public
My Commission Expires April 15, 2003

SCHEDULE A

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>	<u>Class</u>
NEWCOMER'S HANDBOOK	2,054,104	April 22, 1997	16

<u>Mark</u>	<u>Application No.</u>	<u>Filing Date</u>	<u>Class</u>
FIRST BOOKS	75-566929	October 8, 1998	16
F FIRST BOOKS & Design	75-566933	October 8, 1998	16