

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Amazon.com Holdings, Inc.		08/08/2003	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	BTBCAT, Inc.		
<b>Street Address:</b>	311 Sunset Park Drive		
<b>City:</b>	Herndon		
<b>State/Country:</b>	VIRGINIA		
<b>Postal Code:</b>	20170		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	2020508	BACK TO BASICS TOYS	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(206)266-7010		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	206-266-4064		
<b>Email:</b>	trademarks@amazon.com		
<b>Correspondent Name:</b>	Amazon.com, Inc. Holdings		
<b>Address Line 1:</b>	P.O. Box 81226		
<b>Address Line 4:</b>	Seattle, WASHINGTON 98144		
<b>ATTORNEY DOCKET NUMBER:</b>	TMK00850 1999 IP		
<b>NAME OF SUBMITTER:</b>	R. Price		
<b>Total Attachments: 3</b>			
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CH \$40.00 2020508

## TRADEMARK ASSIGNMENT

WHEREAS, Amazon.com Holdings, Inc., a Delaware corporation, with its principal place of business at 1200 12<sup>th</sup> Avenue South, Suite 1200, Seattle, Washington 98144-2734 ("*Assignor*") is the owner of the BACK TO BASICS TOYS trademark registration listed on Schedule A attached hereto and incorporated herein by reference (the "*Mark*").

WHEREAS, BTBCAT, Inc., a Delaware corporation with its principal place of business at 311 Sunset Park Drive, Herndon, VA 20170 ("*Assignee*"), desires to acquire the Mark 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 Mark, together with the goodwill of the business symbolized by the Mark, and applications and registrations thereof, and that portion of the business which is ongoing and existing to which the trademark pertains and the goodwill appurtenant thereto.

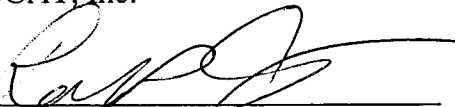
Signed at Seattle, Washington, USA.

Signed at Seattle, Washington, USA.

Amazon.com Holdings, Inc.

BTBCAT, Inc.

By: 

By: 

Name: Mark S. Peek

Name: Robert D. Comfort

Title: Vice President

Title: Vice President

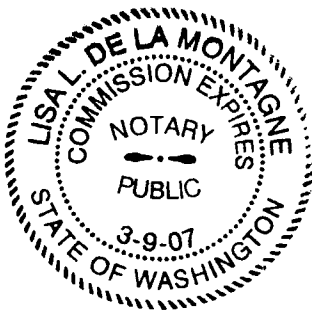
Date: August 8, 2003

Date: August 8, 2003

STATE OF WASHINGTON )  
 ) SS.  
COUNTY OF KING )

On this 8<sup>th</sup> day of August, 2003, before me, the undersigned, a Notary Public in and for the State of Washington, duly commissioned and sworn, personally appeared Mark S. Peek, to me known to be the person who signed as Vice President of Amazon.com Holdings, Inc., the corporation that executed the within and foregoing instrument, and acknowledged said instrument to be the free and voluntary act and deed of said corporation, for the uses and purposes therein mentioned, and on oath stated that he was duly elected, qualified and acting as said officer of the corporation, and that he was authorized to execute said instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year first above written.



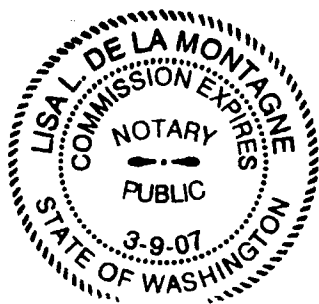
Lisa L. De La Montagne  
Signature of Notary Public

Name: LISA L. DE LA MONTAGNE  
Notary Public in and for the State of Washington,  
residing at SEATTLE WA 98107  
My Commission Expires: 3-9-07

STATE OF WASHINGTON )  
 ) SS.  
COUNTY OF KING )

On this 8<sup>th</sup> day of August, 2003, before me, the undersigned, a Notary Public in and for the State of Washington, duly commissioned and sworn, personally appeared Robert D. Comfort, to me known to be the person who signed as Vice President of BTBCAT, Inc., the corporation that executed the within and foregoing instrument, and acknowledged said instrument to be the free and voluntary act and deed of said corporation, for the uses and purposes therein mentioned, and on oath stated that s/he was duly elected, qualified and acting as said officer of the corporation, and that s/he was authorized to execute said instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year first above written.



Lisa L. De La Montagne  
Signature of Notary Public

Name: LISA L. DE LA MONTAGNE  
Notary Public in and for the State of Washington,  
residing at SEATTLE WA 98107  
My Commission Expires: 3-9-07

### Schedule A

The following Schedule identifies Assignor's trademark registration.

Country	Mark	Owner	Classes	App. Number	App. Date	Reg. Number	Reg. Date	Status
USA	BACK TO BASICS TOYS	Amazon.com Holdings, Inc.	28	74/734811	9/27/1995	2020508	12/3/1996	Section 8& 15 Affidavits filed/accepted