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RECORDED 102475229 TRADEMARKS ONLY

DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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):

Boci, Inc.

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other Dissolution/distribution of assets

Execution Date: 2/18/2002

2. Name and address of receiving party(ies)

Name: Amazon.com, Inc.

Internal

Address:

Street Address: P. O. Box 81226

City: Seattle State: WA Zip: 98108-1226

- Individual(s) citizenship Association General Partnership Limited Partnership 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

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

A. Trademark Application No.(s) 78056017

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

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

Name: Kathryn K. Navarro

Internal Address: Amazon.com, Inc.

Legal Department

Street Address: P. O. Box 81226

City: Seattle State: WA Zip: 98108

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

8. Deposit account number:

50-0989

06/16/2003 TDIAZ1 00000095 500989 78056017 01 FC:8521

DO NOT USE THIS SPACE

9. Signature.

Stephen C. Bishop

Name of Person Signing

Asst. Secretary

[Signature]

Signature

10 June 2003

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 Patent & Trademarks, Box Assignments Washington, D.C. 20231

TRADEMARK REEL: 002756 FRAME: 0126

UNANIMOUS CONSENT OF DIRECTORS

OF

BOCI, INC.

The undersigned, being all the directors of Boci, Inc. (the "Corporation"), do hereby consent to and adopt the following resolutions pursuant to Section 141(f) of the Delaware General Corporation Law (the "DGCL"):

PLAN OF DISTRIBUTION

WHEREAS, the Corporation has been dissolved in accordance with Delaware law; and

WHEREAS, the Board of Directors has determined, based upon a review by the appropriate officers of the Corporation, that there are no pending actions, suits or proceedings to which the Corporation is a party, and no facts known to the Corporation demonstrating a likelihood that any claims against the Corporation that have not been made known to the Corporation or have not arisen will arise or become known within the next ten years; and

WHEREAS, the Board has determined, based upon a review by the appropriate officers of the Corporation, that the Corporation is not subject to any claims or obligations, including contingent, conditional or unmatured contractual claims;

IT IS HEREBY RESOLVED, that the following Plan of Distribution of the Corporation be and is hereby adopted in accordance with Section 281(b) of the DGCL:


The Corporation shall pay in full all its current claims and obligations, if any, and its remaining assets, including but not limited to intellectual property assets, shall be distributed to its sole stockholder, Amazon.com, Inc., in complete cancellation of all of its outstanding stock.

RESOLVED, the officers of the Corporation or their designees are hereby authorized and empowered to take any and all actions that they, or any of them, may deem necessary or proper to effectuate the purpose of the foregoing resolutions.

DATED this 18th day of February, 2002.



Laura Macpherson



Kathryn Navarro