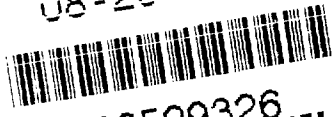


08-20-2003



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): AMAZON.COM, INC. 8.18.03
Individual(s) Association
General Partnership Limited Partnership
Corporation-State Delaware
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: BTBCAT, Inc.
Internal Address:
Street Address: 311 Sunset Park Drive
City: Herndon State: VA Zip: 20170
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

3. Nature of conveyance:
Assignment Merger
Security Agreement Change of Name
Other
Execution Date: 8/8/2003

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) 75/830221; 75/830224
B. Trademark Registration No.(s) 2686951
Additional number(s) attached Yes No

6. Total number of applications and registrations involved: 3

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Kathryn K. Navarro
Internal Address: Legal Department
Amazon.com, Inc.
Street Address: P. O. Box 81226
City: Seattle State: WA Zip: 98104-1226

7. Total fee (37 CFR 3.41).....\$ 90.00
Enclosed
Authorized to be charged to deposit account

8. Deposit account number: 50-0989

DO NOT USE THIS SPACE

9. Signature.
Name of Person Signing: Kathryn Navarro
Signature: [Handwritten Signature]
Date: 8/14/03
Total number of pages including cover sheet, attachments, and document: 4

OFFICE OF PATENT RECORDS
2003 AUG 18 PM 3:54
FINANCE SECTION

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

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TRADEMARK REEL: 002804 FRAME: 0070

TRADEMARK ASSIGNMENT

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

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 Marks 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, together with the goodwill of the business symbolized by the Marks, 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 Seattle, Washington, USA.

Signed at Seattle, Washington, USA.

Amazon.com, Inc.

BTBCAT, Inc.

By: 
Name: Mark S. Peek

By: 
Name: Robert D. Comfort

Title: Vice President

Title: Vice President

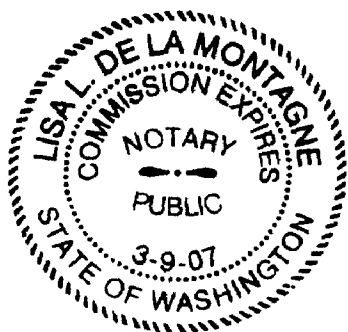
Date: August 8, 2003

Date: August 8, 2003

STATE OF WASHINGTON)
) SS.
COUNTY OF KING)

On this 8th 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, 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.

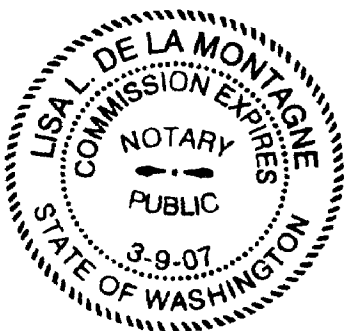


Lisa L. De La Montagne
Signature of Notary Public
Name: LISA L. DE LA MONTAGNE
Notary Public in and for the State of Washington,
residing at SEATTLE WA 98107
My Commission Expires: 03-09-07

STATE OF WASHINGTON)
) SS.
COUNTY OF KING)

On this 8th 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: 03-09-07

Schedule A

The following Schedule identifies Assignor's trademark applications and registrations.

| Country | Mark | Owner | Classes | App. Number | App. Date | Reg. Number | Reg. Date | Status |
|---------|---------------------|------------------|---------|-------------|------------|-------------|-----------|-----------------------|
| | | | | | | | | |
| Canada | BACK TO BASICS | Amazon.com, Inc. | N/A | 1,058,375 | 5/9/2000 | N/A | N/A | Pending |
| Japan | BACK TO BASICS | Amazon.com, Inc. | 28, 35 | 2000-43780 | 4/24/2000 | 4554157 | 3/22/2002 | Registered /Published |
| USA | BACK TO BASICS | Amazon.com, Inc. | 35 | 75/830221 | 11/10/1999 | N/A | N/A | Pending |
| USA | BACK TO BASICS TOYS | Amazon.com, Inc. | 35 | 75/830223 | 11/10/1999 | 2686951 | 2/11/2003 | Registered |
| USA | BACK TO BASICS | Amazon.com, Inc. | 12, 28 | 75/830224 | 11/10/1999 | N/A | N/A | Published |