

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM360186

| | | | |
|---|---------------------------|-------------------------------------|-----------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | MERGER AND CHANGE OF NAME | | |
| EFFECTIVE DATE: | 09/11/2015 | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Orbeus Inc. | | 09/03/2015 | CORPORATION: DELAWARE |
| NEWLY MERGED ENTITY DATA | | | |
| Name | Execution Date | Entity Type | |
| Orbeus LLC | 09/03/2015 | LIMITED LIABILITY COMPANY: DELAWARE | |
| MERGED ENTITY'S NEW NAME (RECEIVING PARTY) | | | |
| Name: | Amazon Technologies, Inc. | | |
| Street Address: | 410 Terry Ave North | | |
| Internal Address: | Attn: Trademarks | | |
| City: | Seattle | | |
| State/Country: | WASHINGTON | | |
| Postal Code: | 98109 | | |
| Entity Type: | CORPORATION: NEVADA | | |
| PROPERTY NUMBERS Total: 1 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 4639642 | ORBEUS | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | 2062667010 | | |
| <i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i> | | | |
| Email: | doCKET@amazon.com | | |
| Correspondent Name: | Amazon Technologies, Inc. | | |
| Address Line 1: | 410 Terry Ave North | | |
| Address Line 2: | Attn: Trademarks | | |
| Address Line 4: | Seattle, WASHINGTON 98109 | | |
| ATTORNEY DOCKET NUMBER: | TMKM6032 | | |
| NAME OF SUBMITTER: | Thea Jokerst | | |
| SIGNATURE: | /Thea Jokerst/ | | |

CH \$40.00 4639642

DATE SIGNED:

10/27/2015

Total Attachments: 11

source=2015-09 Orbeus Inc to LLC - cert of conversion#page1.tif

source=2015-09 Orbeus Inc to LLC - cert of conversion#page2.tif

source=2015-09 Orbeus Inc to LLC - cert of conversion#page3.tif

source=2015-09 Orbeus Inc to LLC - cert of conversion#page4.tif

source=2015-09 Orbeus Inc to LLC - cert of conversion#page5.tif

source=2015-09 Orbeus Inc to LLC - cert of conversion#page6.tif

source=2015-09-11 Orbeus LLC-Amazon Tech Bill of Sale#page1.tif

source=2015-09-11 Orbeus LLC-Amazon Tech Bill of Sale#page2.tif

source=2015-09-11 Orbeus LLC-Amazon Tech Bill of Sale#page3.tif

source=2015-09-11 Orbeus LLC-Amazon Tech Bill of Sale#page4.tif

source=2015-09-11 Orbeus LLC-Amazon Tech Bill of Sale#page5.tif

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "ORBEUS, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "ORBEUS, INC." TO "ORBEUS LLC", FILED IN THIS OFFICE ON THE THIRD DAY OF SEPTEMBER, A.D. 2015, AT 12 O'CLOCK P.M.

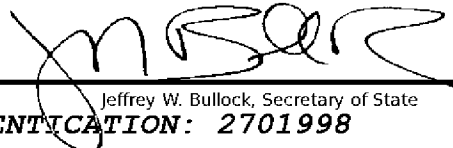
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRD DAY OF SEPTEMBER, A.D. 2015, AT 8 O'CLOCK P.M.

5160115 8100V

151254581



You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2701998

DATE: 09-03-15

TRADEMARK
REEL: 005653 FRAME: 0225

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A CORPORATION TO A
LIMITED LIABILITY COMPANY PURSUANT TO
SECTION 18-214 OF THE LIMITED LIABILITY COMPANY ACT

- 1) The jurisdiction where Orbeus, Inc., a Delaware corporation (the “*Corporation*”), first formed is the State of Delaware.
- 2) The jurisdiction of the Corporation immediately prior to filing this Certificate is the State of Delaware.
- 3) The date the Corporation first formed is May 24, 2012.
- 4) The name of the Corporation immediately prior to filing this Certificate is Orbeus, Inc., a Delaware corporation.
- 5) The name of the Limited Liability Company as set forth in the Certificate of Formation is Orbeus LLC, a Delaware limited liability company.
- 6) This Certificate of Conversion is to become effective as of 8:00 p.m. (ET) on September 3, 2015.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has executed this Certificate on
September 1, 2015

ORBEUS, INC.

By: DocuSigned by:
Da-Wai Hu
E5DF861759B249E
Name: Da-Wai Hu
Title: Vice President

SIGNATURE PAGE TO
CERTIFICATE OF CONVERSION

Delaware

PAGE 2

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF FORMATION OF "ORBEUS LLC" FILED IN THIS OFFICE ON THE THIRD DAY OF SEPTEMBER, A.D. 2015, AT 12 O'CLOCK P.M.

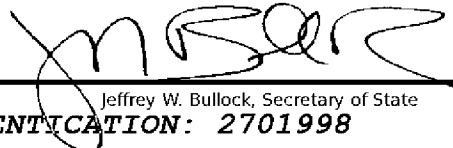
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF FORMATION IS THE THIRD DAY OF SEPTEMBER, A.D. 2015, AT 8 O'CLOCK P.M.

5160115 8100V

151254581



You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2701998

DATE: 09-03-15

TRADEMARK
REEL: 005653 FRAME: 0228

STATE of DELAWARE
LIMITED LIABILITY COMPANY
CERTIFICATE of FORMATION

This Certificate of Formation of Orbeus LLC (the "LLC") is being duly executed and filed by the undersigned, as an authorized person, to form a limited liability company under the Delaware Limited Liability Company Act (6 Del. C. §18-101, et seq.).

FIRST. The name of the limited liability company formed hereby is Orbeus LLC.

SECOND. The address of the registered office of the LLC in the State of Delaware is 2711 Centerville Road, Suite 400, Wilmington, New Castle County, Delaware 19808. The name of the registered agent at such address is Corporation Service Company.

THIRD. This Certificate of Formation is to become effective as of 8:00 p.m. (ET) on September 3, 2015.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has executed this Certificate of
Formation on September 1, 2015 .



Name: Julie K. Santel
Authorized Person

BILL OF SALE

This BILL OF SALE AGREEMENT (this "**Agreement**"), effective as of September 11, 2015 (the "**Effective Date**"), is by and between Orbeus LLC, a Delaware limited liability company ("**Seller**"), and Amazon Technologies, Inc., a Nevada corporation ("**Buyer**").

1. Pursuant to, and subject to the effectiveness of each of the following, in consecutive order starting with item a and ending with item d:
 - a. Distribution Agreement #2, effective as of the Effective Date, (the "**Distribution Agreement**") by and between Seller and Amazon.com, Inc., a Delaware corporation ("**Parent**");
 - b. Contribution Agreement #1, effective as of the Effective Date, by and among Parent, Amazon.com Int'l Sales, Inc., a Delaware corporation ("**AISI**"), and Amazon Fulfillment Services, Inc., a Delaware corporation ("**AFS**");
 - c. Contribution Agreement #2, effective as of the Effective Date, by and between AFS and Amazon Global Resources LLC, a Delaware limited liability company ("**AGR**"); and
 - d. Contribution Agreement #3, effective as of the Effective Date, by and among Parent, AISI, AGR and Buyer,

Seller hereby irrevocably and unconditionally conveys, transfers, and assigns to Buyer all of Seller's right, title and interest in and to the Property, the goodwill associated therewith and the right to sue for and recover damages for any past, present or future infringement of the Property, the same to be held and enjoyed by Buyer for its own use and enjoyment, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged.

2. "Property" as used herein is the Distributor Intellectual Property as defined in the Distribution Agreement, which includes, but is not limited to, the items listed on Schedules A, B and C attached hereto.
3. Title and risk shall pass to Buyer as of the Effective Date of this Agreement.

[Signature Page Follows]

IN WITNESS WHEREOF, the parties hereto have caused this Bill of Sale to be executed on the dates set forth below.

Orbus-LLC Digitally signed by:

By: Da-Wai Hu
Name: Da-Wai Hu
Title: Vice President
Date Signed: September 8, 2015

Address:
410 Terry Avenue North
Seattle, WA 98109

Amazon Technologies, Inc. Digitally signed by:

By: Mark Hoffman
Name: Mark F. Hoffman
Title: Vice President
Date Signed: September 8, 2015

Address:
410 Terry Avenue North
Seattle, WA 98109

SIGNATURE PAGE TO BILL OF SALE

DISTRIBUTOR INTELLECTUAL PROPERTY**Schedule A
Patent Applications**

| Title | Jurisdiction | Application # | Patent # |
|--|---------------|----------------|----------|
| System and Method for Automatically Generating Albums | United States | 14/074,575 | N/A |
| System, Method and Apparatus for Scene Recognition | United States | 14/074,594 | N/A |
| System, Method and Apparatus for Facial Recognition | United States | 14/074,615 | N/A |
| System, Method and Apparatus for Organizing Photographs Stored on a Mobile Computing Device | United States | 14/316,905 | N/A |
| System, Method and Apparatus for Image Scene Recognition | United States | 14/747,232 | N/A |
| System, Method and Apparatus for Performing Facial Recognition | United States | 14/749,465 | N/A |
| System, Method, and Apparatus for Organizing Photographs Stored on a Mobile Computing Device | PCT | PCT/US15/36637 | N/A |

**Schedule B
Trademarks**

| Trademark | Jurisdiction | Application # | Registration # |
|-------------|---------------|---------------|----------------|
| ORBEUS | United States | 86080182 | 4639642 |
| REKOGNITION | United States | 86080185 | N/A |

**Schedule C
Domain Names**

ORBE.US
ORBEUS.COM
ORBEUS.INFO
ORBEUS.NET
PHOTOTIME-API.COM
PHOTOTIME.COM
PHOTOTIMEAPI.COM
REKO.ME
REKOGNITION.COM

Certificate Of Completion

Envelope Number: C2793CC961164E20842E2BB2BF4CEF9E

Status: Completed

Subject: Project Thea document

Document Type: Board Consent

Legal VP: Deal

Bulk Send: Yes

Source Envelope:

Document Pages: 3

Signatures: 2

Envelope Originator:

Certificate Pages: 2

Initials: 0

Julie Santel

AutoNav: Enabled

ATTN: Debbie Shaver

EnvelopeId Stamping: Enabled

PO BOX 81226

Seattle, WA 98108

jssantel@amazon.com

IP Address: 54.240.196.170

Record Tracking

Status: Original

Holder: Julie Santel

Location: DocuSign

9/8/2015 3:10:07 PM PT

jssantel@amazon.com

Signer Events

Mark Hoffman

markhoff@amazon.com

VP

Amazon

Security Level: Email, Account Authentication (None)

Electronic Record and Signature Disclosure: Not Offered
ID:

Signature

DocuSigned by:
Mark Hoffman
1EDF687EB834412...

Using IP Address: 54.240.196.169

Timestamp

Sent: 9/8/2015 3:11:22 PM PT

Viewed: 9/8/2015 3:21:56 PM PT

Signed: 9/8/2015 3:22:08 PM PT

Da-Wai Hu

hudawai@amazon.com

AGC

Amazon

Security Level: Email, Account Authentication (None)

Electronic Record and Signature Disclosure: Not Offered
ID:

DocuSigned by:
Da-Wai Hu
F5DE881759B249E...

Using IP Address: 54.240.196.170

Sent: 9/8/2015 3:11:21 PM PT

Viewed: 9/8/2015 5:00:04 PM PT

Signed: 9/8/2015 5:00:13 PM PT

In Person Signer Events

Signature

Timestamp

Editor Delivery Events

Status

Timestamp

Agent Delivery Events

Status

Timestamp

Intermediary Delivery Events

Status

Timestamp

Certified Delivery Events

Status

Timestamp

Carbon Copy Events

Status

Timestamp

Notary Events

Timestamp

Envelope Summary Events

Status

Timestamps

Envelope Sent

Hashed/Encrypted

9/8/2015 3:11:22 PM PT

| Envelope Summary Events | Status | Timestamps |
|--------------------------------|------------------|------------------------|
| Certified Delivered | Security Checked | 9/8/2015 5:00:05 PM PT |
| Signing Complete | Security Checked | 9/8/2015 5:00:13 PM PT |
| Completed | Security Checked | 9/8/2015 5:00:13 PM PT |