

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM372751

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Elemental Technologies, Inc.		12/01/2015	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
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: 5			
Property Type	Number	Word Mark	
Registration Number:	3560682	BADABOOM	
Registration Number:	3777589	ELEMENTAL	
Registration Number:	3777580	ELEMENTAL	
Registration Number:	4040628	MEDIA MULTIPLIED	
Registration Number:	3777587		
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>			
Phone:	206-266-4064		
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:	TMK00866.137 2016 IP		
NAME OF SUBMITTER:	Thea Jokerst		
SIGNATURE:	/Thea Jokerst/		
DATE SIGNED:	02/10/2016		

CH \$140.00 3560682

Total Attachments: 13

source=Elemental Technologies LLC - AGR - 2015-12-01 - Bill of Sale (Document 3.5.4)#page1.tif
source=Elemental Technologies LLC - AGR - 2015-12-01 - Bill of Sale (Document 3.5.4)#page2.tif
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BILL OF SALE

This BILL OF SALE AGREEMENT (this "*Agreement*"), effective as of December 1, 2015 (the "*Effective Date*"), is by and between Elemental Technologies 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 (as hereinafter defined), 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.

ELEMENTAL TECHNOLOGIES LLC

By: Da-Wai Hu
Name: Da-Wai Hu
Title: Vice President
Date Signed: November 24, 2015

Address:
410 Terry Avenue North
Seattle, WA 98109

AMAZON TECHNOLOGIES, INC.

By: Mark Hoffman
Name: Mark F. Hoffman
Title: Vice President
Date Signed: November 24, 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 #
Real time network adaptive video encoding/decoding	US	11/857424	US8250618
A Method for Efficiently Executing Video Encoding Operations on Stream Processor Architectures	US	12/189735	US8184715
A Method for Efficiently Executing Video Operations on Stream Processor Architectures (Continuation)	US	13/463526	US8437407
Video Encoding and Decoding using parallel processors	US	12/058636	US8121197
Video Encoder using GPU (H264 Encoder)	US	12/342145	US8542732
Video Encoder using GPU (Continuation)	US	13/104209	US8693534
Video Encoder using GPU (Continuation)	US	13/104225	US8374242
A method of efficiently implementing a MPEG-4 AVC deblocking filter on an array of parallel processors.	US	12/342229	US8295360
Feedback optimized video coding parameters	US	13/323007	US9071484
Concealment of errors in HTTP adaptive video sets	US	13/412954	US8683542
Concealment of errors in HTTP adaptive video sets (Continuation)	US	14/190778	US9065880
Handshaking Methodology and redundant data channel between servers during software upgrade	US	13/653721	US8972972
Video Encoding and Decoding using parallel processors (Continuation)	US	13/314013	N/A
Video Encoder using GPU (Continuation)	US	14/049412	US9143780
Video Encoder using GPU (Continuation)	US	14/073026	US9148664
Video Encoder using GPU (Continuation)	US	14/197490	N/A
A method of efficiently implementing a MPEG-4 AVC deblocking filter on an array of parallel processors. (Continuation)	US	13/656877	N/A
Estimated Macroblock Distortion Co-Optimization	US	13/249832	N/A
Feedback optimized video coding parameters (Continuation)	US	14/736511	N/A
Structuring and displaying encoding parameters, streaming and/or archival group settings and output target setting	US	13/230028	US9124850
Heterogeneous video processing using private or public cloud computing resources	US	13/164060	N/A
Adjusting network operations based on user feedback	US	13/467397	N/A
Intra Skip Mode for Macroblock Prediction	US	13/324172	N/A
Concealment of Errors in HTTP Adaptive Video Sets (Continuation)	US	14/735323	N/A
Block Mapping in High Efficiency Video Coding Compliant Encoders and Decoders	US	13/756960	N/A

Title	Jurisdiction	Application #	Patent #
Sweep dependency based graphics processing unit block scheduling (HEVC Sweep Dependency)	US	13/721404	US9172923
Sweep dependency based graphics processing unit block scheduling (Continuation)	US	14/831121	N/A
Adaptable Captioning in a video broadcast	US	13/859933	N/A
Unique user session tracking in adaptive bitrate video delivery	US	14/077477	N/A
Enabling start-over TV in adaptive bitrate delivery	US	14/223298	N/A
Method and/or apparatus for frame accurate hot failover	US	14/487318	N/A
Content delivery network video content invalidation through adaptive bitrate manifest manipulation	US	14/702243 converted to 14/716028 for acceleration (filed 5/19/15)	N/A
Smart Autoscaling of a cluster for processing a work queue in a distributed system	US	14/211541	N/A
Method for efficiently executing video encoding operations on stream processor architectures	US	13/463526	US8437407
A transcoding based image enhancement system	US	60/829814	N/A
A transcoding based image enhancement system	US	11/874154	N/A
A Transcoding System for Unlimited Digital Media Storage	US	60/888,045	N/A
Encoder Adaptive Thresholding	US	60/826,008	N/A
A Method for Efficiently Executing Video Encoding Operations on Stream Processor Architectures	US	60/964,340	N/A

**Schedule B
Trademarks**

Title	Jurisdiction	Filing Date; Registration Date	Serial No.; Registration No.
Badaboom	USA	05/30/2008; 01/13/2009	77/487,653; 3560682
Elemental	Hong Kong	03/01/2012; 03/01/2012	302176966; 302176966
Elemental	USA	09/03/2009 04/20/2010	77/819,454; 3777589
Elemental	International Bureau (WIPO)	02/27/2012 02/27/2012	A0028605; IR1120236
Elemental	European Union	02/27/2012 02/27/2012	IR-1120236; IR1120236
Elemental	Japan	02/27/2012 02/27/2012	IR-1120236; IR-1120236

Title	Jurisdiction	Filing Date; Registration Date	Serial No.; Registration No.
Elemental E and Design 	USA	09/03/2009 04/20/2010	77/819,387; 3777580
Media Multiplied	USA	08/24/2010 10/18/2011	85/114,989; 4040628
Misc Design (E Logo) 	USA	09/03/2009 04/20/2010	77/819,436; 3777587

Schedule C
Domain Names

elementaltechnologies.com
 elementallive.com
 elementalaccelerator.com
 mybadaboom.com
 badaboomit.com
 rapihd.com
 elementaltechnology.com
 elementalftp.com
 elementalact.biz
 elementalcloud.net
 infotech-elemental.com
 4k4charity.com
 elementalinfotech.com
 elementalclouddemo.com
 elemental.tech
 elementalad.com
 elementalcloud.biz
 elementalso.com
 ftpelemental.com
 elemental.video
 Elemental.com

Certificate Of Completion

Envelope Number: 9E385440451B4C699C63BB4103602F0F
 Subject: ACTION: Document 3.5.4 - Bill of Sale.pdf
 Document Type: Board Consent
 Legal VP: Deal
 Bulk Send: No
 Source Envelope:
 Document Pages: 5
 Certificate Pages: 2
 AutoNav: Enabled
 Envelopeld Stamping: Enabled

Signatures: 2
 Initials: 0

Status: Completed
 Envelope Originator:
 Kris Becker
 ATTN: Debbie Shaver
 PO BOX 81226
 Seattle, WA 98108
 krbecker@amazon.com
 IP Address: 54.240.196.169

Record Tracking

Status: Original
 11/24/2015 1:17:28 PM PT

Holder: Kris Becker
 krbecker@amazon.com

Location: DocuSign

Signer Events

Da-Wai Hu
 hudawai@amazon.com
 AGC
 Amazon
 Security Level: Email, Account Authentication (None)
 Electronic Record and Signature Disclosure: Not Offered
 ID:

Signature

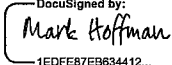
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 Using IP Address: 54.240.196.170

Timestamp

Sent: 11/24/2015 1:25:11 PM PT
 Viewed: 11/24/2015 2:20:09 PM PT
 Signed: 11/24/2015 2:20:15 PM PT

Mark Hoffman
 markhoff@amazon.com
 VP
 Amazon
 Security Level: Email, Account Authentication (None)
 Electronic Record and Signature Disclosure: Not Offered
 ID:

DocuSigned by:

 1EDFE87E9834412...
 Using IP Address: 54.240.196.170

Sent: 11/24/2015 1:25:12 PM PT
 Viewed: 11/24/2015 1:40:01 PM PT
 Signed: 11/24/2015 1:40:06 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

Theresa Lee
 theresa.lee@pillsburylaw.com
 Security Level: Email, Account Authentication (None)

COPIED

Sent: 11/24/2015 2:20:16 PM PT

Carbon Copy Events	Status	Timestamp
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Electronic Record and Signature Disclosure:
Not Offered
ID:

Notary Events	Timestamp
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Envelope Summary Events	Status	Timestamps
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Envelope Sent	Hashed/Encrypted	11/24/2015 2:20:16 PM PT
Certified Delivered	Security Checked	11/24/2015 2:20:16 PM PT
Signing Complete	Security Checked	11/24/2015 2:20:16 PM PT
Completed	Security Checked	11/24/2015 2:20:16 PM PT

Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "ELEMENTAL TECHNOLOGIES LLC", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF NOVEMBER, A.D. 2015, AT 8:17 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF FORMATION IS THE THIRTIETH DAY OF NOVEMBER, A.D. 2015 AT 9 O'CLOCK P.M.



4545564 8100
SR# 20151102115

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



Jeffrey W. Bullock, Secretary of State

Authentication: 10503281
Date: 11-30-15

TRADEMARK
REEL: 005728 FRAME: 0574

**STATE of DELAWARE
LIMITED LIABILITY COMPANY
CERTIFICATE of FORMATION**

This Certificate of Formation of Elemental Technologies 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 Elemental Technologies 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 9:00 p.m. (ET) on November 30, 2015.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has executed this Certificate of
Formation on November 23, 2015.

DocuSigned by:
Michael Deal
39FCD64500764AC...
Name: Michael D. Deal
Authorized Person

Delaware

The First State

Page 1

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 "ELEMENTAL TECHNOLOGIES, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "ELEMENTAL TECHNOLOGIES, INC." TO "ELEMENTAL TECHNOLOGIES LLC", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF NOVEMBER, A.D. 2015, AT 8:17 O`CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTIETH DAY OF NOVEMBER, A.D. 2015 AT 9 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

8100V
SR# 20151102115

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

Authentication: 10503280

Date: 11-30-15

TRADEMARK

REEL: 005728 FRAME: 0577

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 Elemental Technologies, 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 9, 2008.
- 4) The name of the Corporation immediately prior to filing this Certificate is Elemental Technologies, Inc., a Delaware corporation.
- 5) The name of the Limited Liability Company as set forth in the Certificate of Formation is Elemental Technologies LLC, a Delaware limited liability company.
- 6) This Certificate of Conversion is to become effective as of 9:00 p.m. (ET) on November 30, 2015.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has executed this Certificate on
November 23, 2015

**ELEMENTAL TECHNOLOGIES,
INC.**

DocuSigned by:
Da-Wai Hu
By: _____
FSDE881759B249E...
Name: Da-Wai Hu
Title: Vice President

SIGNATURE PAGE TO
CERTIFICATE OF CONVERSION

Document 2.1.1
4821-1937-6425.v2

RECORDED: 02/10/2016

**TRADEMARK
REEL: 005728 FRAME: 0579**