

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM316364

| | | | |
|---|-------------------------------------|-----------------------|--------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | ENTITY CONVERSION | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Goodreads, Inc. | | 04/25/2013 | CORPORATION: |
| RECEIVING PARTY DATA | | | |
| Name: | Goodreads LLC | | |
| Street Address: | 188 Spear Street, Suite 250 | | |
| City: | San Francisco | | |
| State/Country: | CALIFORNIA | | |
| Postal Code: | 94105 | | |
| Entity Type: | LIMITED LIABILITY COMPANY: DELAWARE | | |
| PROPERTY NUMBERS Total: 3 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 3870156 | GOODREADS | |
| Registration Number: | 3952282 | GOODREADS | |
| Registration Number: | 3870157 | GOODREADS | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | 206-266-70 | | |
| <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: | PO Box 8102 | | |
| Address Line 2: | Attn: Trademarks | | |
| Address Line 4: | Reno, NEVADA 89507 | | |
| ATTORNEY DOCKET NUMBER: | TMK00866.126 | | |
| NAME OF SUBMITTER: | Thea Jokerst | | |
| SIGNATURE: | /Thea Jokerst/ | | |
| DATE SIGNED: | 09/08/2014 | | |
| Total Attachments: 6 | | | |
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| source=2013-04-25 Goodreads Inc to Goodreads LLC#page2.tif | | | |

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Delaware

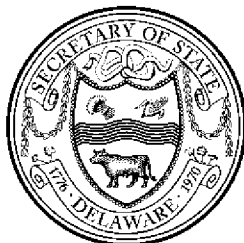
PAGE 1

The First State

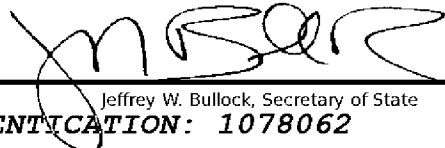
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "GOODREADS INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "GOODREADS INC." TO "GOODREADS LLC", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF APRIL, A.D. 2013, AT 2:47 O'CLOCK P.M.

4443163 8100V

140080690



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1078062

DATE: 01-23-14

TRADEMARK
REEL: 005358 FRAME: 0927

**STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A CORPORATION TO A LIMITED LIABILITY COMPANY
PURSUANT TO SECTION 266 OF THE DELAWARE GENERAL
CORPORATION LAW AND SECTION 18-214 OF
THE DELAWARE LIMITED LIABILITY ACT**

1. The jurisdiction where Goodreads Inc., a Delaware corporation (the "*Corporation*"), first incorporated is the State of Delaware.
2. The jurisdiction immediately prior to filing this Certificate of Conversion is the State of Delaware.
3. The date the Corporation was first incorporated is October 18, 2007 under the name of "Goodreads Inc."
4. The name of the Corporation immediately prior to filing this Certificate of Conversion is Goodreads Inc., a Delaware corporation.
5. The name of the limited liability company as set forth in the Certificate of Formation is Goodreads LLC, a Delaware limited liability company (the "*Limited Liability Company*").
6. All shares of stock of the Corporation outstanding as of the date of this Certificate of Conversion will be converted into limited liability company interests in the Limited Liability Company.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Corporation has executed this Certificate of Conversion on this 25th day of April, 2013.

GOODREADS, INC.

By: Michael Deal
Name: Michael D. Deal
Title: President & Secretary

Delaware

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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 "GOODREADS LLC" FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF APRIL, A.D. 2013, AT 2:47 O'CLOCK P.M.



4443163 8100V

140080690

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1078062

DATE: 01-23-14

TRADEMARK
REEL: 005358 FRAME: 0930

CERTIFICATE OF FORMATION

OF

GOODREADS LLC

This Certificate of Formation is being executed as of April ^{25th} 2013, for the purpose of forming a limited liability company pursuant to the Delaware Limited Liability Company Act, Title 6 of the Delaware Code, Sections 18-101, *et. seq.*

The undersigned, being duly authorized to execute and file this Certificate of Formation, hereby certifies as follows:

1. **Name.** The name of the limited liability company formed hereby is Goodreads LLC.
2. **Registered Office.** The address of the registered office of the limited liability company is 2711 Centerville Road, Suite 400, Wilmington, New Castle County, Delaware 19808.
3. **Registered Agent.** The name and address of the registered agent for service of process of the limited liability company in the State of Delaware is Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, New Castle County, Delaware 19808.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Formation as of the date first above written.

DocuSigned by:

Michael Deal

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Name: Michael D. Deal
Authorized Person

TRADEMARK ASSIGNMENT

This trademark assignment ("Assignment") is made and entered into as of May 29, 2013, by and between Goodreads LLC, a Delaware limited liability company having an address at 49 Stevenson Street, Suite 950, San Francisco, CA 94105 ("Assignor") and Amazon Technologies, Inc., a Nevada corporation having an address at P.O. Box 8102, Reno, NV 89507.

WHEREAS, Assignor is the owner of all right, title and interest in and to the following trademarks and trademark filings and all goodwill and common law rights associated therewith worldwide (the "Trademarks"):

| MARK | COUNTRY | APP./REG. NO. |
|------------------|------------------------|---------------|
| GOODREADS | United States | 3870156 |
| GOODREADS | United States | 3952282 |
| GOODREADS | United States | 3870157 |
| GOODREADS | Canada | 156812900 |
| GOODREADS | Brazil | 905276671 |
| GOODREADS | Brazil | 905277074 |
| GOODREADS (LOGO) | India | 2297672 |
| GOODREADS (LOGO) | India | 2297673 |
| GOODREADS | Australia | 1523287 |
| GOODREADS | International Register | 1132979 |

WHEREAS, Assignor desires to assign to Assignee all of its right, title, and interest in and to the Trademarks, and Assignee desires to acquire all such right, title and interest.

NOW, THEREFORE, in exchange for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby assigns to Assignee all of Assignor's right, title, and interest in and to the Trademarks, inclusive of all goodwill associated therewith.

Assignor acknowledges and agrees that it shall execute such documents, papers, forms and authorizations and take such other actions as may reasonable be necessary for securing, completing, or vesting in Assignee full right, title, and interest in and to the Trademarks.

IN WITNESS WHEREOF, each party has caused this Assignment to be executed as of the date first set forth above by its duly authorized representative.

GOODREADS LLC

By: 

Name: Kyusik Chung
Title: Vice President

AMAZON TECHNOLOGIES, INC.

By: 

Name: Stephen Jadie Coates
Title: Vice President