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Consent of Landlord to Sublease of Lease by Tenant
Sample Letter

Date:

Name, Company and Address of Tenant as:
The Tenant
Letter from:
Landlord
To:
Tenant

Dear Sir/Madam, as follows:

As a condition of the lease, the Tenant is required to obtain the consent of the Landlord in writing before subleasing the premises. The Tenant hereby certifies that the proposed sublease complies with the terms and conditions of the lease and that the proposed subtenant is qualified to occupy the premises.

Sincerely,

(Signature of Landlord)



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549-4561

April 7, 2010

Ronald O. Mueller
Gibson, Dunn & Crutcher LLP
1050 Connecticut Avenue, N.W.
Washington, DC 20036-5306


Re: Amazon.com, Inc.
Incoming letter dated March 30, 2010

Dear Mr. Mueller:

This is in response to your letter dated March 30, 2010 concerning the shareholder proposal submitted to Amazon.com by James McRitchie. We also have received a letter on the proponent's behalf dated March 31, 2010. On March 22, 2010, we issued our response expressing our informal view that Amazon.com could not exclude the proposal from its proxy materials for its upcoming annual meeting. You have asked us to reconsider our position.

We grant your reconsideration request, as there appears to be some basis for your view that Amazon.com may exclude the proposal under rule 14a-8(i)(3), as vague and indefinite. We note in particular your view that it is not clear what "rights" the proposal intends to regulate. Accordingly, we will not recommend enforcement action to the Commission if Amazon.com omits the proposal from its proxy materials in reliance on rule 14a-8(i)(3).

Sincerely,


Brian V. Breheny
Deputy Director,
Legal & Regulatory Policy

Enclosures

cc: John Chevedden

*** FICMA & CMB Memorandum M-07-16 ***



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