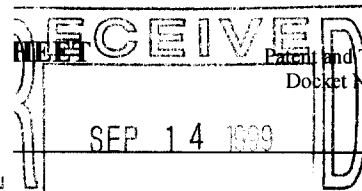


Handwritten: 9/14/99

09-15-1999



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To the Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
BuyDirect.com, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State Other
Delaware

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):

Name: **Beyond.com, Inc.**
Internal Address:
Street Address: **1195 West Fremont Avenue**
City: **Sunnyvale, State: California ZIP: 94087**

Individual(s) citizenship: _____
 Association: _____
 General Partnership: _____
 Limited Partnership: _____
 Corporation-State: **Delaware**
 Other: _____

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other:

Execution Date: **September 8, 1999**

4. Application number(s) or registration number(s): **75/562,446; 75/637,615**

If this document is being filed together with a new application, the execution date of the application is:

A. Trademark Application No.(s) B. Registration No.(s)

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Jennifer Lee Taylor
Morrison & Foerster LLP
425 Market Street
San Francisco, California 94105-2482

6. Total number of applications and trademark registrations involved: **2**

7. Total fee (37 C.F.R. § 3.41): **\$65.00**

Enclosed
 Authorized to be charged to deposit account, referencing Attorney Docket 41588-24019

8. Deposit account number: **03-1952**

The Commissioner is hereby authorized to charge any fees under 37 C.F.R. § 1.21 which may be required by this paper, or to credit any overpayment to Deposit Account No. 03-1952.

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Name: Jennifer Lee Taylor

Signature: Signature
Date: **Sept. 8, 1999** Date

Total number of pages comprising cover sheet, attachments and document: **2**

09/14/1999 JSHABAZZ 00000060 75362446

01 FC:481 40.00 OP
02 FC:482 25.00 OP

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

ASSIGNMENT

Whereas BuyDirect.com, Inc., a Delaware corporation ("the ASSIGNOR") having offices in San Francisco, California, is the owner of the service mark applications for the marks BUYDIRECT, Serial No. 75/562,446, and BUYDIRECT.COM, Serial No. 75/637,615, in the United States, and three foreign counterpart applications, together with the goodwill of the business represented and symbolized by the service marks.

Whereas Beyond.com, Inc., a Delaware corporation having offices in Sunnyvale, California ("Beyond.com") is desirous of acquiring the entire right, title and interest of the ASSIGNOR in and to said service mark applications, the accompanying goodwill and that portion of the business represented and symbolized by the service marks.

NOW, THEREFORE, in consideration of good and valuable consideration, receipt of which is hereby acknowledged, ASSIGNOR does hereby assign and transfer to Beyond.com all right, title and interest in and to the BUYDIRECT and BUYDIRECT.COM marks, together with the accompanying goodwill and that portion of the business represented and symbolized by said service marks, all common law rights, the applications for said service marks, including any foreign counterpart applications, and the right to register, renew, protect and defend said service marks and to sue for past infringements of said service marks.

The ASSIGNOR agrees to cooperate with Beyond.com for it to record this Assignment in the United States Patent & Trademark Office.

IN WITNESS WHEREOF, ASSIGNOR has caused this instrument to be executed by its authorized officer effective as of the 8th day of ~~August~~ September, 1999.

BuyDirect.com, Inc.

By: William E. Heard

Name: William E. Heard
Title: Chief operating officer.

sf-742638

CERTIFICATE OF MAILING BY FIRST CLASS MAIL

Commissioner of Patents and Trademarks
BOX ASSIGNMENTS
Washington, D.C. 20231

Dear Sir:

I hereby certify that the attached Recordation of Trademark Assignment, Recordation Form Cover Sheet, Assignment, our check in the amount of \$65.00, and receipt verification are being deposited with the United States Postal Service as first class mail in an addressed to the Commissioner of Patents and Trademarks, BOX ASSIGNMENTS, Washington, D.C. 20231. REF: 001057 FRAME: 0885