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FORM PTO-1594
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OMB No. 0651-0011 (exp. 4/94)

RECORD
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03-07-2000



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

Tab settings =>>>

101283678

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

1. Name of conveying party(ies):

Linux Hardware Solutions, Inc. (NC)
VA Research, Inc. (CA)

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-North Carolina
 Other: Corporation-California

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

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

Name: VA Linux Systems, Inc.

Internal Address: _____

Street Address: 1382 Bordeaux Drive

City: Sunnyvale State: CA ZIP: 94089

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State California
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from assignment)
 Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other: Assignment Nunc Pro Tunc after merger and name change

Execution Date: 1/24/00

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

75/598,476 LINUX HARDWARE SOLUTIONS AND DESIGN

75/598,477 MISCELLANEOUS DESIGN

Additional numbers attached? Yes No

B. Trademark Registration No.(s)

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

Name: Andrew P. Bridges

Internal Address: Wilson Sonsini Goodrich & Rosati

Street Address: 650 Page Mill Road

City: Palo Alto State: CA ZIP: 94304

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41)..... \$ 65.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:

23-2415 Attn: 21513-900

(Attach duplicate copy of this page if paying by deposit account)

03/06/2000 DCDATES 00000190 75598476

DO NOT USE THIS SPACE

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

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.

Mary Cabanski-Evers Mary Cabanski-Evers 1/27/00
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 4

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

TRADEMARK
 REEL: 002030 FRAME: 0669

ASSIGNMENT OF TRADEMARKS NUNC PRO TUNC AS OF JULY 1, 1999

Whereas LINUX HARDWARE SOLUTIONS, INC., a North Carolina corporation, located and doing business at 130 North Front Street, Wilmington, N.C. 28401, had adopted and used LINUX HARDWARE SOLUTIONS AND DESIGN and MISCELLANEOUS DESIGN as trademarks which are the subject of applications filed in the United States Patent and Trademark Office on December 3, 1998 and given the Serial Numbers 75/598,476 and 75/598,477 respectively; and

Whereas LINUX HARDWARE SOLUTIONS, INC. assigned all rights, title and interest in and to the marks, together with the goodwill of the business symbolized by the marks, and their corresponding applications to VA RESEARCH, INC., a California corporation now known as VA LINUX SYSTEMS, INC., a California corporation, located and doing business at 1380 Bordeaux Drive, Sunnyvale, CA 94089, effective July 1, 1999, for good and valuable consideration;

Now therefore, the undersigned James K. Cospers hereby states that he was the President of Linux Hardware Solutions, Inc., now merged with and into VA Linux Systems, Inc., and was fully cognizant of the aforementioned assignment, effective July 1, 1999, that this assignment nunc pro tunc is being executed now in order to clarify the ownership of the above-mentioned United States Trademark Applications and to confirm that Linux Hardware Solutions, Inc. did assign to VA Research, Inc., a California corporation, all rights, title and interest in and to the marks, together with the goodwill of the business symbolized by the marks, and their corresponding applications.

Executed 24 January, 2000

LINUX HARDWARE SOLUTIONS, INC.

By: 

James K. Cospers



State of California

SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 11 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

JUN 14 1999



Bill Jones

Secretary of State

SECOND AMENDED AND RESTATED**ENDORSED - FILED**
In the Office of the Secretary of State
of the State of California**ARTICLES OF INCORPORATION****JUN - 7 1999****OF****BILL JONES, Secretary of State****VA RESEARCH, INC.**

Larry M. Augustin and Judith Mayer O'Brien certify that:

1. They are the President and Secretary, respectively, of VA Research, Inc., a California corporation (the "Corporation").
2. The Articles of Incorporation of this Corporation are hereby amended and restated in their entirety to read as follows:

I

The name of this Corporation is VA Linux Systems, Inc.

II

The purpose of this Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

III**A. Capitalization.**

(1) Number of Shares. The total number of shares which this Corporation is authorized to issue is 48,049,774 shares.

(2) Number of Shares of Common Stock. The number of shares of Common Stock is 40,000,000 shares, \$.001 par value.

(3) Number of Share of Preferred Stock. The number of shares of Preferred Stock is 8,049,774, shares, \$.001 par value.

(4) Designation of Series. There is hereby provided two series of Preferred Stock designated Series A Preferred Stock consisting of 4,049,774 shares (the "Series A Preferred") and Series