

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

**RECORDATION FORM COVER SHEET**  
**TRADEMARKS ONLY**

U.S. DEPARTMENT OF COMMERCE  
U.S. Patent and Trademark Office

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

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

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

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

2. Name and address of receiving party(ies):  
Name: Egghead.com, Inc.  
Internal Address: 1953 Landings Drive  
Street Address:  
City: Mountain View  
State: CA      Zip: 94043

Individual(s) citizenship: \_\_\_\_\_  
 Association: \_\_\_\_\_  
 General Partnership: \_\_\_\_\_  
 Limited Partnership: \_\_\_\_\_  
 Corporation-State: Delaware  
 Other: \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:       Yes  
(Designations must be a separate document from assignment)       No

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

3. Nature of Conveyance:  
 Assignment       Merger  
 Security Agreement       Change of Name  
 Other:

Execution Date: November 19, 1999

4. Application Number(s) or Registration Number(s):  
A. Trademark Application No.(s):  
B. Trademark Registration No.(s): 2,005,667

Additional numbers attached?       Yes       No

5. Name and address of party to whom correspondence concerning document should be mailed:  
Name: Jennifer Lee Taylor  
MORRISON & FOERSTER LLP  
Internal Address: Atty. Dkt.: 279642405000  
Street Address: 425 Market Street  
City: San Francisco      State: CA      Zip: 94105

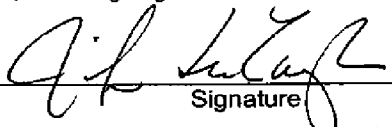
6. Total Number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41)      \$ 40.00  
 Enclosed  
 Authorized to be charged to Deposit Account  
 Authorized to be charged to credit card (Form 2038 enclosed)

8. Deposit account number: 03-1952  
Docket No. : 279642405000

**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.*

Jennifer Lee Taylor            August 8, 2003  
Name of Person Signing      Signature      Date

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

CH \$40.00 031952 2005667

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 03:00 PM 11/19/1999  
991468371 - 2693984

**AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
ONSALE, INC.**

**(Originally incorporated on December 12, 1996)**

ONSALE, Inc., a Delaware corporation, hereby certifies that the Amended and Restated Certificate of Incorporation of the corporation attached hereto as Exhibit A, which is incorporated herein by this reference, and which restates, integrates and further amends the provisions of the Certificate of Incorporation of this corporation as heretofore amended or supplemented, has been duly adopted by the corporation's Board of Directors and stockholders in accordance with Sections 242 and 245 of the Delaware General Corporation Law, with the approval of the Corporation's stockholders.

IN WITNESS WHEREOF, said corporation has caused this Amended and Restated Certificate of Incorporation to be signed by its duly authorized officer this 19<sup>th</sup> day of November 1999 and the foregoing facts stated herein are true and correct.

ONSALE, Inc.

By: 

S. Jerrold Kaplan  
Chief Executive Officer and President

Exhibit A

**AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
EGGHEAD.COM, INC.**

**ARTICLE I**

The name of the corporation is Egghead.com, Inc.

**ARTICLE II**

The registered office of the corporation in the State of Delaware is located at 15 East North Street, City of Dover, 19901, County of Kent. The name of its registered agent at that address is Incorporating Services, Ltd.

**ARTICLE III**

The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware (the "*General Corporation Law*").

**ARTICLE IV**

The total number of shares of all classes of stock which the corporation has authority to issue is One Hundred Million (100,000,000) shares, consisting of two classes: Ninety-Eight Million (98,000,000) shares of Common Stock, \$0.001 par value per share, and Two Million (2,000,000) shares of Preferred Stock, \$0.001 par value per share.

The Board of Directors is authorized, subject to any limitations prescribed by the law of the State of Delaware, to provide for the issuance of the shares of Preferred Stock in one or more series, and, by filing a certificate of designation pursuant to the applicable law of the State of Delaware, to establish from time to time the number of shares to be included in each such series, to fix the designation, powers, preferences and rights of the shares of each such series and any qualifications, limitations or restrictions thereof, and to increase or decrease the number of shares of any such series (but not below the number of shares of such series then outstanding). The number of authorized shares of Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the stock of the corporation entitled to vote, unless a vote of any other holders is required pursuant to a certificate or certificates establishing a series of Preferred Stock.

**MORRISON & FOERSTER LLP**

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27964-24050.00

**To: United States Patent and Trademark Office  
(Assignment Branch)**

**Facsimile: (703) 306-5995**

**From: Jennifer Lee Taylor**

**Date: August 8, 2003**

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**CERTIFICATE OF FACSIMILE TRANSMITTAL**

I hereby certify that this correspondence is being transmitted via facsimile to the United States Patent and Trademark Office in Washington, D.C. under 37 C.F.R. § 1.8 on August 8, 2003 to the facsimile number appearing above.

  
Grace F. Gabriel