

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	CHANGE OF NAME
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Onsale, Inc.		11/19/1999	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	Egghead.com, Inc.
Street Address:	1953 Landings Drive
City:	Mountain View
State/Country:	CALIFORNIA
Postal Code:	94043
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 7	
Property Type	Number
Registration Number:	2346321
Registration Number:	2158521
Registration Number:	2437400
Registration Number:	2333786
Registration Number:	2126681
Registration Number:	2288203
Registration Number:	2073665

CORRESPONDENCE DATA	
Fax Number:	(415)268-7522
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	415 268-6538
Email:	mwadsworth@mofo.com
Correspondent Name:	Jennifer Lee Taylor/Marjorie Wadsworth
Address Line 1:	425 Market Street
Address Line 4:	San Francisco, CALIFORNIA 94105-2482

ATTORNEY DOCKET NUMBER:	27964-24000.00
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CH \$190.00 2346321

NAME OF SUBMITTER:

Marjorie Wadsworth

Total Attachments: 2

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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 by duly authorized officer this 19th 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.