

06-11-2003



To the Director of the United States Patent and Trade

nal documents or copy thereof.

102470166

1. Name of conveying party (ies):

6-9-03

Ancestry.com, Inc.

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

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

Name of receiving party(ies):

Name: MyFamily.com, Inc.

Internal Address: _____

Street Address: 360 W 4800 N

City: Provo State: Utah ZIP: 84604

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

If assignment 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) and addresses attached? Yes No

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other _____

Execution Date: December 27, 2002

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

MYFAMILY.COM 2,445,499

Additional numbers attached? Yes No

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

Name: Christine M. Foster

Internal Address: _____

Wilson Sonsini Goodrich & Rosati

Professional Corporation

Street Address: 650 Page Mill Road

City: Palo Alto State: California ZIP: 94304-1050

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

If fee is insufficient, please charge

8. Deposit account number:

23-2415 Attn.: 21519-028

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

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40.00 RP

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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.

Christine M. Foster

Name of Person Signing

Christine Foster

Signature

6/13/03

Date

Total number of pages including cover sheet, attachments, and document: 17

Mail documents to be recorded with required cover sheet information to:
Director of the United States Patent and Trademark Office, Box Assignments
Washington, D.C. 20231

**EIGHTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
MYFAMILY.COM, INC.**

MyFamily.com, Inc., a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

A. The name of the Corporation is MyFamily.com, Inc. (the "Corporation"). The original Certificate of Incorporation of the corporation was filed under the name "Ancestry.com, Inc." with the Secretary of State of the State of Delaware on November 18, 1998 and was amended and restated on February 26, 1999, on August 17, 1999, on March 17, 2000, on November 3, 2000, twice on March 21, 2001 and on December 26, 2001. All amendments to the Certificate of Incorporation reflected herein have been duly authorized and adopted by the Corporation's Board of Directors and stockholders in accordance with the provisions of Sections 242 and 245 of the Delaware General Corporation Law.

B. The text of the Certificate of Incorporation is hereby amended and restated in its entirety to read as follows:

I.

The name of the Corporation is MyFamily.com, Inc.

II.

The address of the registered office of the Corporation in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, County of New Castle, Zip Code 19801, and the name of its registered agent at such address is The Corporation Trust Company.

III.

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

IV.

A. Classes of Stock. The Corporation is authorized to issue two classes of shares to be designated respectively "Preferred Stock" and "Common Stock," both of which have a par value of

\$0.001. The total number of shares of Preferred Stock authorized is up to 72,000,000 shares. The total number of shares of Common Stock authorized is up to 150,000,000 shares.

B. Preferred Stock. The shares of Preferred Stock may be issued from time to time in one or more series. The Board of Directors is authorized, subject to limitations prescribed by law and the provisions of this Article IV, to provide for the issuance of the shares of Preferred Stock in series, and by filing a certificate 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, and to fix the designations, powers, preferences and rights of the shares of each such series and the qualifications, limitations or restrictions thereof.

C. Series E Preferred Stock. The only series of Preferred Stock shall be comprised of up to 72,000,000 shares designated as "Series E Preferred Stock" (the Series E Preferred Stock is also referred to herein as the "Preferred Stock").

The rights, preferences, privileges, restrictions and other matters relating to the Preferred Stock are as follows:

1. Dividend Provisions. No dividends shall be paid on any Common Stock (other than a stock dividend declared and paid on the Common Stock that is payable in shares of Common Stock (hereinafter referred to as a "Common Stock Dividend")) unless an equal dividend is contemporaneously paid with respect to all outstanding shares of Series E Preferred Stock on an as-converted basis. The right to such dividends on the Series E Preferred Stock shall not be cumulative. All declared but unpaid dividends shall be paid upon a Liquidation as provided in Section 2 below. For the purposes of this Section 1, (a) repurchases of shares from employees, directors or consultants at their original purchase price following the termination of services to or employment with the Corporation pursuant to agreements approved by the Board of Directors shall not be deemed to be dividends and (b) repurchases of shares from any other stockholder of the Corporation pursuant to agreements approved by the Board of Directors shall not be deemed to be dividends.

2. Preference on Liquidation.

(a) In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, (a "Liquidation"), distributions to stockholders of the Corporation shall be made in the following manner:

(i) The holders of Series E Preferred Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets or surplus funds of the Corporation to holders of the Common Stock by reason of their ownership of such stock, for each share of Series E Preferred Stock, the amount per share equal to the initial Series E Conversion Price set forth in Section 4(a) (collectively, the "Series E Preference Amount"). In the event the funds or assets legally available for distribution to stockholders are insufficient to pay the full Series E Preference Amount to the holders of Series E Preferred Stock as described above, then all funds or assets legally available for distribution to the holders of Series E Preferred Stock shall be paid to such holders pro rata based on the full Series E Preference Amount to which they are otherwise entitled.

(ii) After payment has been made to the holders of Series E Preferred Stock of the full Series E Preference Amount to which they shall be entitled, if any, as aforesaid, the holders of Series E Preferred Stock and Common Stock shall be entitled to share ratably in all remaining assets and funds to be distributed, based upon the number of shares of Common Stock then held, with each share of Preferred Stock treated as the number of shares of Common Stock into which such shares of Preferred Stock are then convertible.

(b) The consummation of any transaction or series of related transactions which results in the Corporation's stockholders immediately prior to such transaction not holding at least fifty percent (50%) of the voting power of the surviving or continuing entity or entity that controls the surviving or continuing entity (including without limitation pursuant to (i) a consolidation or merger of this Corporation with or into any other corporation or corporations (other than a wholly owned subsidiary) or (ii) the sale, transfer or other disposition of all or substantially all of the assets of this Corporation) shall be deemed a Liquidation within the meaning of this Section 2.

(c) In the event the Corporation shall propose to take any action of the type described in subsection (a) or (b) of this Section 2, the Corporation shall, within twenty (20) days prior to the consummation of such action or twenty (20) days prior to any stockholders' meeting called to approve such action, whichever is earlier, give each holder of shares of the Preferred Stock written notice (which may be given by e-mail, with confirmed receipt) of the proposed action. Such written notice shall describe the material terms and conditions of such proposed action, including a description of the stock, cash and property to be received by the holders of shares of the Preferred Stock upon consummation of the proposed action and the proposed date of delivery thereof. If any material change in the facts set forth in the notice shall occur, the Corporation shall promptly give written notice (which may be given by e-mail, with confirmed receipt) to each holder of shares of the Preferred Stock of such material change.

(d) The Corporation shall not consummate any proposed action of the type described in subsection (a) or (b) of this Section 2 before the expiration of twenty (20) days after the mailing (or sending by e-mail, with confirmed receipt) of the initial written notice or ten (10) days after the mailing (or sending by e-mail, with confirmed receipt) of any subsequent written notice, whichever is later; provided, however, that any such 20-day or 10-day period may be shortened upon the written consent of the holders of a majority of the outstanding shares of the Preferred Stock.

(e) If the Corporation shall propose to take any action of the type described in subsection (a) or (b) of this Section 2 that will involve the distribution of assets other than cash unless otherwise determined by a unanimous vote of the Corporation's Board of Directors, the Corporation shall promptly engage independent competent appraisers to determine the value of the assets to be distributed to the holders of shares of the Preferred Stock. The Corporation shall, upon receipt of such appraiser's valuation, give prompt written notice (which may be given by e-mail, with confirmed receipt) of the appraiser's valuation to each holder of shares of Preferred Stock. Notwithstanding the foregoing, any securities to be distributed to the Corporation's stockholders pursuant to an action of the type described in subsection (a) or (b) of this Section 2 shall be valued as follows:

(i) Securities not subject to investment letter or other similar restrictions on free marketability:

(A) If traded on a securities exchange or through Nasdaq-NMS, the value shall be deemed to be the average of the closing prices of the securities on such exchange over the fifteen (15) trading day period ending three (3) trading days prior to the closing;

(B) If actively traded over-the-counter, the value shall be deemed to be the average of the closing bid or sale prices (whichever is applicable) over the fifteen (15) trading day period ending three (3) trading days prior to the closing; and

(C) If there is no active public market, the value shall be the fair market value thereof, as unanimously determined in good faith by the Corporation's Board of Directors.

(D) The method of valuation of securities subject to investment letter or other restrictions on free marketability (other than restrictions arising solely by virtue of a stockholder's status as an affiliate or former affiliate) shall be to make an appropriate discount from the market value determined as above in (i)(A), (B) or (C) to reflect the approximate fair market value thereof, as unanimously determined in good faith by the Corporation's Board of Directors.

(ii) Notwithstanding subsection (a) hereof, the Corporation may at any time, out of funds legally available therefor, repurchase shares of Common Stock of the Corporation issued to or held by employees, officers, contractors or consultants of the Corporation or its subsidiaries upon termination of their employment or services, pursuant to any agreement providing for such right of repurchase, whether or not dividends on the Preferred Stock shall have been declared and funds set aside therefor and such repurchases shall not be subject to the liquidation preferences of the Preferred Stock.

3. Voting Rights.

(a) Vote Other Than For Directors. Except as otherwise required by law or as set forth herein, each holder of shares of Preferred Stock shall be entitled to the number of votes equal to the number of shares of Common Stock into which such shares of Preferred Stock could be converted on the record date for the vote or consent of stockholders, or if no record date is established, at the date such vote is taken of any consent of stockholders solicited, and shall have voting rights and powers equal to the voting rights and powers of the Common Stock. The holder of each share of Preferred Stock shall be entitled to notice of any stockholders' meeting in accordance with the Bylaws of the Corporation and shall vote with holders of the Common Stock upon any matter submitted to a vote of stockholders, except those matters required by law or this Amended and Restated Certificate of Incorporation to be submitted to a class vote. Fractional votes by the holders of Preferred Stock shall not, however, be permitted and any fractional voting rights resulting from the above formula shall be rounded down to the nearest whole number.

(b) Voting For Directors.

(i) Prior to December 31, 2001. The provisions of this subsection 3(b)(i) shall be effective immediately upon the filing of this Certificate of Incorporation and shall remain in place until and through December 30, 2001. The authorized number of directors shall initially be set at nine (9). The holders of a majority of Series E Preferred Stock, voting together as a single class, and the holders of a majority of Common Stock, voting together as a single class, will each have the right to elect such number of directors as is determined by the quotient of (A) the size of the Board of Directors minus one, divided by (B) two. The remaining director (the "Remaining Director") shall be elected by a majority of the outstanding shares of the Corporation, including shares of Common Stock and Preferred Stock, voting together as a single class. Such Remaining Director may be removed, and the replacement for any such removed Remaining Director may be elected, by a majority of the outstanding shares of the Corporation, including shares of Common Stock and Preferred Stock, voting together as a single class. Any stockholder may enter into a voting agreement relating to election of the Remaining Director. The Remaining Director, when elected, shall be elected for a term of one (1) year, and, on the first business day on or after March 21 of each year, the position held by the Remaining Director shall be up for reelection, with the Remaining Director being elected by a majority of the outstanding shares of the Corporation, including shares of Common Stock and Preferred Stock, voting together as a single class. A vacancy on the Board of Directors occurring because of the death, resignation or removal of a director elected by the holders of a certain class or series of stock voting as a separate class shall be filled (a) initially by the vote or written consent of a majority of the remaining directors elected by the class or series of stock entitled to elect such vacant directorship and (b) at the next general election of directors by the stockholders of the Corporation held after such vacancy occurs, by the vote or written consent of the holders of a majority of that class or series of stock entitled to elect such formerly vacant directorship, voting as a separate class. Neither the size of the Board of Directors nor the procedure outlined above to elect directors may be changed without the approval of (i) a majority of the directors elected by the Common Stock as a class and (ii) a majority of the directors elected by the Series E Preferred Stock as a class. At any meeting held for the purpose of electing directors (other than the Remaining Director), the presence in person or by proxy (A) of the holders of a majority of the shares of the Common Stock then outstanding shall constitute a quorum of the Common Stock for the election of directors to be elected solely by the holders of the Common Stock, and (B) of the holders of a majority of the shares of the Series E Preferred Stock then outstanding shall constitute a quorum of the Series E Preferred Stock for the election of directors to be elected solely by the holders of the Series E Preferred Stock. At any meeting held for the purpose of electing the Remaining Director, (A) the presence in person or by proxy of the holders of a majority of the shares of the Common Stock and Preferred Stock then outstanding, taken together as a single class, shall constitute a quorum for the election of the Remaining Director, and (B) notwithstanding the fact that a quorum is present, any vote for the election or removal of the Remaining Director must be approved by a majority of the shares of the Common Stock and Preferred Stock then outstanding, voting together as a single class. The election provisions set forth in this Section 3(b)(i) shall terminate upon the earlier of (A) December 30, 2001 (after which the provisions of Section 3(b)(ii) below shall apply) or (B) the date that less than ten percent (10%) of the shares of Series E Preferred Stock originally issued remain outstanding (after which all directors (one of whom shall be the Chief Executive Officer of the Corporation) shall be elected by a majority of the outstanding shares of the Corporation, including shares of Common Stock and Preferred Stock, voting together as a single class).

(ii) On and After December 31, 2001. The provisions of this subsection 3(b)(ii) shall become effective on December 31, 2001 and shall remain in effect thereafter until amended or until earlier terminated as provided herein. The authorized number of directors shall initially be set (as of December 31, 2001) at seven (7) and shall be subject to change thereafter in accordance with the provisions of this Section 3(b)(ii) (as supplemented by Section 6 hereof). The holders of a majority of Series E Preferred Stock, voting together as a single class, and the holders of a majority of Common Stock, voting together as a single class, will each have the right to elect such number of directors as is determined by the quotient of (A) the size of the Board of Directors minus one, divided by (B) two. The remaining director (the "CEO Director") shall be the Chief Executive Officer of the Corporation and shall be elected by a majority of the outstanding shares of the Corporation, including shares of Common Stock and Preferred Stock, voting together as a single class. A vacancy on the Board of Directors occurring because of the death, resignation or removal of a director elected by the holders of a certain class or series of stock voting as a separate class shall be filled (a) in the case of the CEO Director, by the succeeding Chief Executive Officer of the Corporation and (b) in the case of any other director, (i) initially by the vote or written consent of a majority of the remaining directors elected by the class or series of stock entitled to elect such vacant directorship and (ii) at the next general election of directors by the stockholders of the Corporation held after such vacancy occurs, by the vote or written consent of the holders of a majority of that class or series of stock entitled to elect such formerly vacant directorship, voting as a separate class. Neither the size of the Board of Directors nor the procedure outlined above to elect directors may be changed without the approval of (i) a majority of the directors elected by the Common Stock as a class and (ii) a majority of the directors elected by the Series E Preferred Stock as a class. At any meeting held for the purpose of electing directors (other than the CEO Director), the presence in person or by proxy (A) of the holders of a majority of the shares of the Common Stock then outstanding shall constitute a quorum of the Common Stock for the election of directors to be elected solely by the holders of the Common Stock, and (B) of the holders of a majority of the shares of the Series E Preferred Stock then outstanding shall constitute a quorum of the Series E Preferred Stock for the election of directors to be elected solely by the holders of the Series E Preferred Stock. At any meeting held for the purpose of electing the CEO Director, (A) the presence in person or by proxy of the holders of a majority of the shares of the Common Stock and Preferred Stock then outstanding, taken together as a single class, shall constitute a quorum for the election of the CEO Director, and (B) notwithstanding the fact that a quorum is present, any vote for the election or removal of the CEO Director must be approved by a majority of the shares of the Common Stock and Preferred Stock then outstanding, voting together as a single class. The election provisions set forth in this Section 3(b)(ii) shall terminate as soon as less than ten percent (10%) of the shares of Series E Preferred Stock originally issued remain outstanding; thereafter, all directors (one of whom shall be the Chief Executive Officer of the Corporation) shall be elected by a majority of the outstanding shares of the Corporation, including shares of Common Stock and Preferred Stock, voting together as a single class.

4. Conversion Rights. The holders of Preferred Stock shall have conversion rights as follows:

(a) Each share of Series E Preferred Stock shall be convertible, at the option of the holder thereof, at any time at the principal office of the Corporation or any transfer agent for such shares, into fully paid and nonassessable shares of Common Stock of the Corporation. The number of shares of Common Stock into which each share of Series E Preferred

Stock may be converted shall be determined by dividing the Original Issue Price for the Series E Preferred Stock by the Series E Conversion Price (as defined below); such conversion ratio shall be referred to as the "Series E Conversion Rate." The "Original Issue Price" shall refer in the case of the Series E Preferred Stock to \$0.26243712. The initial "Series E Conversion Price" per share shall be \$0.26243712 and the initial Series E Conversion Rate shall be one-to-one.

(b) Subject to Section 2(a) above, each share of Series E Preferred Stock shall be converted into Common Stock automatically at the Conversion Rate then in effect in the manner provided herein upon (i) the closing of a firm commitment underwritten public offering in which (A) the Corporation receives gross proceeds of not less than \$30,000,000 (prior to underwriting commissions and expenses) and (B) the offering price per share is not less than three (3) times the Series E Conversion Price (as adjusted for stock splits, stock dividends, reorganizations and the like), or (ii) the date specified by written consent or agreement of the holders of a majority of the then outstanding shares of Series E Preferred Stock, voting together as a single class.

(c) Before any holder of Series E Preferred Stock shall be entitled to convert the same into Common Stock pursuant to Section 4(a), such holder shall surrender the certificate or certificates therefor, duly endorsed in blank or accompanied by proper instruments of transfer, at the principal office of the Corporation or of any transfer agent for the Preferred Stock, and shall give written notice to the Corporation at such office that such holder elects to convert the same and shall state in writing therein the name or names in which such holder wishes the certificate or certificates for Common Stock to be issued. As soon as practicable thereafter, the Corporation shall issue and deliver at such office to such holder's nominee or nominees, certificates for the number of whole shares of Common Stock to which such holder shall be entitled. No fractional shares of Common Stock shall be issued by the Corporation and all such fractional shares shall be disregarded. In lieu thereof, the Corporation shall pay in cash the fair market value of such fractional share as determined by the Board of Directors of the Corporation. Such conversion shall be deemed to have been made as of the date of such surrender of the Series E Preferred Stock to be converted, and the person or persons entitled to receive the Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such Common Stock on said date. All accrued but unpaid dividends on any shares of Series E Preferred Stock shall be canceled upon conversion of such shares of Series E Preferred Stock into shares of Common Stock. Notwithstanding anything to the contrary contained herein, upon the occurrence of any event specified in Section 4(b), the certificates for Series E Preferred Stock shall represent only the right to exchange shares represented by such certificates for shares of Common Stock as provided herein.

(d) In case the Corporation shall at any time (i) subdivide the outstanding Common Stock or (ii) issue a dividend or other distribution on its outstanding Common Stock payable in additional shares of Common Stock or other securities or rights convertible into, or entitling the holder thereof to receive directly or indirectly, additional shares of Common Stock without payment of any consideration by such holder, the number of shares of Common Stock as shall be sufficient to effect conversion of the Series E Preferred Stock immediately prior to such subdivision or the issuance of such stock dividend shall be proportionately increased by the same ratio as the subdivision or dividend (with appropriate adjustments in the Series E Conversion Price of the Series E Preferred Stock). In case the Corporation shall at any time combine its outstanding

Common Stock, the number of shares of Common Stock issuable upon conversion of the Series E Preferred Stock immediately prior to such combination shall be proportionately decreased by the same ratio as the combination (with appropriate adjustments in the Series E Conversion Price of the Series E Preferred Stock). All such adjustments described herein shall be effective at the close of business on the date of such subdivision, stock dividend or combination, as the case may be.

(e) In case of any capital reorganization (other than in connection with a merger or other reorganization in which the Corporation is not the continuing or surviving entity) or any reclassification of the Common Stock of the Corporation, the Series E Preferred Stock shall thereafter be convertible into that number of shares of stock or other securities or property to which a holder of the number of shares of Common Stock of the Corporation deliverable upon conversion of the Series E Preferred Stock immediately prior to such reorganization or recapitalization would have been entitled upon such reorganization or reclassification. In any such case, appropriate adjustment (as determined by the Board of Directors of the Corporation) shall be made in the application of the provisions herein set forth with respect to the rights and interests thereafter of the holders of Series E Preferred Stock, such that the provisions set forth herein shall thereafter be applicable, as nearly as reasonably may be, in relation to any share of stock or other property thereafter deliverable upon the conversion.

(f) In case:

(i) the Corporation shall take a record of the holders of its Common Stock for the purpose of entitling them to receive a dividend, or any other distribution, payable otherwise than in cash; or

(ii) the Corporation shall take a record of the holders of its Common Stock for the purpose of entitling them to subscribe for or purchase any shares of stock of any class or to receive any other rights; or

(iii) the Corporation shall effect a capital reorganization of the Corporation, reclassification of the capital stock of the Corporation (other than a subdivision or combination of its outstanding Common Stock), consolidation or merger of the Corporation (other than a merger or other reorganization in which the Corporation is not the continuing or surviving entity); then, and in any such case, the Corporation shall cause to be mailed (or e-mailed, with confirmed receipt) to the holders of its outstanding Preferred Stock at least twenty (20) days prior to the date hereinafter specified, a notice stating the date on which a record is to be taken for the purpose of such dividend, distribution or rights, or such action is to be taken in connection with such reorganization, reclassification, merger or consolidation. Such twenty (20) day period may be shortened upon the written consent of the holders of a majority of the outstanding shares of the Preferred Stock.

(g) The Corporation shall at all times reserve and keep available, out of its authorized but unissued Common Stock, solely for the purpose of effecting the conversion of the Preferred Stock, the full number of shares of Common Stock deliverable upon the conversion of all Preferred Stock from time to time outstanding. The Corporation shall from time to time (subject to obtaining necessary Board of Directors and stockholder approvals), in accordance with the laws of the State of Delaware, increase the authorized amount of its Common Stock if at any time the

authorized number of shares of Common Stock remaining unissued shall not be sufficient to permit the conversion of all of the shares of Preferred Stock at the time outstanding.

5. Adjustment of Series E Conversion Price for Certain Dilutive Issuances.

The Series E Conversion Price from time to time in effect shall be subject to adjustment from time to time as follows:

(a) Upon the issuance or sale by the Corporation of Equity Securities (as defined below) after the date upon which any shares of Series E Preferred Stock were first issued, at a consideration per share less than the Series E Conversion Price in effect immediately prior to the time of such issue or sale (other than the issuance of shares of Common Stock upon conversion of any Preferred Stock), then forthwith upon such issue or sale, the Series E Conversion Price shall be reduced to a price (calculated to the nearest hundredth of a cent) determined by multiplying such Series E Conversion Price by the fraction:

(i) the numerator of which is equal to the sum of (x) the number of shares of Common Stock outstanding immediately prior to such issue or sale, (y) the number of shares of Common Stock ultimately issuable upon conversion, exercise or exchange of any obligations or any securities of the Corporation outstanding immediately prior to such issue or sale and (z) the number of shares of Common Stock that an amount equal to the aggregate "consideration actually received" by the Corporation upon such issue or sale would purchase at the Series E Conversion Price, and

(ii) the denominator of which is equal to the sum of the number of shares of Common Stock outstanding immediately after such issue or sale and the number of shares of Common Stock ultimately issuable upon conversion, exercise or exchange of any obligations or any securities of the Corporation outstanding immediately after such issue or sale.

(b) For purposes of this Section 5, the following provisions shall be applicable:

(i) The term "Equity Securities" as used in this Section 5 shall mean any shares of Common Stock, or any obligation, or share of stock or other security of the Corporation convertible into or exercisable or exchangeable for Common Stock except for (A) shares of Common Stock or options to purchase Common Stock (and the Common Stock issued upon exercise thereof) constituting up to 16% of the fully diluted capital of the Corporation (which includes conversion of all securities and exercise of all options and rights outstanding and all shares reserved for granting under the Corporation's option plans) immediately after giving effect to the Initial Closing and any Subsequent Closing, each as defined in that certain Series E Convertible Stock Purchase Agreement dated March 21, 2001, executed by the Corporation and the purchasers of the Corporation's Series E Preferred Stock (or such greater number of shares as shall be unanimously approved by the Corporation's Board of Directors) in the aggregate (as adjusted for stock splits, stock dividends, reorganizations, and the like) issued or granted to officers, directors, employees or consultants of the Corporation and its subsidiaries either pursuant to any option or stock plan approved by the Corporation's Board of Directors or as otherwise unanimously approved by the Corporation's Board of Directors, (B) shares of Common Stock or Preferred Stock issued upon the exercise or conversion of any securities outstanding as of the date of the first

issuance of Series E Preferred Stock by the Corporation (or securities issued upon conversion of the securities issued upon such exercise or conversion), (C) the Series E Preferred Stock issued as part of the first issuance in one or more closings occurring on or after the date of the first issuance, (D) shares of Common Stock issued or issuable upon conversion of the Preferred Stock, (E) capital stock issued pursuant to a transaction described in Section 4(d) or (e) hereof, (F) any capital stock issued to vendors, consultants, lenders, strategic partners and other such parties not to exceed 500,000 shares (as adjusted for stock splits, stock dividends and the like) when such issuance is unanimously approved by the Board of Directors of the Corporation, and (G) any capital stock issued that is deemed to be excluded from the definition of Equity Securities by the holders of more than fifty percent (50%) of the then outstanding Series E Preferred Stock (with respect to adjustments of the Series E Conversion Price).

(ii) In the case of an issue or sale for cash of shares of Common Stock, the "consideration actually received" by the Corporation therefor shall be deemed to be the amount of cash received, before deducting therefrom any commissions or expenses paid by the Corporation.

(iii) In case of the issuance (otherwise than upon conversion or exchange of obligations or shares of stock of the Corporation) of additional shares of Common Stock for a consideration other than cash or a consideration partly other than cash, the amount of the consideration other than cash received by the Corporation for such shares shall be deemed to be the value of such consideration as determined in good faith by the Corporation's Board of Directors.

(iv) In case of the issuance by the Corporation in any manner of any rights to subscribe for or to purchase shares of Common Stock, or any options for the purchase of shares of Common Stock or stock convertible into Common Stock, all shares of Common Stock or stock convertible into Common Stock to which the holders of such rights or options shall be entitled to subscribe for or purchase pursuant to such rights or options shall be deemed "outstanding" as of the date of the offering of such rights or the granting of such options, as the case may be, and the minimum aggregate consideration named in such rights or options for the acquisition of the shares of Common Stock or stock convertible into Common Stock covered thereby, plus the consideration, if any, received by the Corporation for such rights or options, shall be deemed to be the "consideration actually received" by the Corporation (as of the date of the offering of such rights or the granting of such options, as the case may be) for the issuance of such shares.

(v) In case of the issuance or issuances by the Corporation in any manner of any obligations or of any shares of stock of the Corporation that shall be convertible into or exchangeable for Common Stock, all shares of Common Stock issuable upon the conversion or exchange of such obligations or shares shall be deemed issued as of the date such obligations or shares are issued, and the amount of the "consideration actually received" by the Corporation for such additional shares of Common Stock shall be deemed to be the total of (x) the amount of consideration received by the Corporation upon the issuance of such obligations or shares, plus (y) the minimum aggregate consideration, if any, other than such obligations or shares, receivable by the Corporation upon such conversion or exchange, except in adjustment of dividends.

(vi) The amount of the "consideration actually received" by the Corporation upon the issuance of any rights or options referred to in subsection (iv) above or upon the issuance of any obligations or shares which are convertible or exchangeable as described in subsection (v) above, and the amount of the consideration, if any, other than such obligations or shares so convertible or exchangeable, receivable by the Corporation upon the exercise, conversion or exchange thereof shall be determined in the same manner provided in subsections (ii) and (iii) above with respect to the consideration received by the Corporation in case of the issuance of additional shares of Common Stock. On the expiration of any rights or options referred to in subsection (iv), or the termination of any right of conversion or exchange referred to in subsection (v), or any change in the number of shares of Common Stock deliverable upon exercise of such options or rights or upon conversion of or exchange of such convertible or exchangeable securities, the applicable Conversion Price then in effect shall forthwith be readjusted to such Conversion Price as would have been obtained had the adjustments made upon the issuance of such option, right or convertible or exchangeable securities been made upon the basis of the delivery of only the number of shares of Common Stock actually delivered or to be delivered upon the exercise of such rights or options or upon the conversion or exchange of such securities.

(vii) In the event this Corporation shall declare a distribution payable in securities of other persons, evidences of indebtedness issued by this Corporation or other persons or options or rights not referred to in this Section 5(b), then, in each such case, the holders of the Series E Preferred Stock shall be entitled to the distributions provided for in Section 1 above, and no adjustment to the Series E Conversion Price provided for in this Section 5 shall be applicable.

(c) Subject to the right of the Corporation to amend its Certificate of Incorporation upon obtaining necessary approvals required by its Certificate of Incorporation and applicable law, this Corporation will not, by amendment of its Certificate of Incorporation or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by this Corporation, but will at all times in good faith assist in the carrying out of all the provisions of this Section 5 and in the taking of all such action as may be necessary or appropriate in order to protect the conversion rights of the holders of the Series E Preferred Stock against impairment.

(d) Upon the occurrence of each adjustment or readjustment of the applicable Conversion Price pursuant to this Section 5, this Corporation at its expense shall promptly compute such adjustment or readjustment in accordance with the terms hereof, and shall promptly prepare and furnish to each holder of the Preferred Stock affected thereby a certificate (which may be given by e-mail, with confirmed receipt) setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. This Corporation shall, upon the written request at any time of any holder of Series E Preferred Stock, furnish or cause to be furnished to such holder a like certificate (which may be given by e-mail, with confirmed receipt) setting forth (A) such adjustment or readjustment, (B) the Conversion Price at the time in effect and (C) the number of shares of Common Stock and the amount, if any, of other property which at the time would be received upon the conversion of such holder's shares.

6. Changes. So long as any shares of Series E Preferred Stock are outstanding, the Corporation shall not, without first obtaining the approval, by vote or written consent, in the manner provided by law, of the holders of more than a majority of the total number of shares of Series E Preferred Stock then outstanding (voting as a single class): (a) amend the Certificate of Incorporation of the Corporation; (b) increase or decrease (other than by redemption or conversion) the authorized number of shares of Preferred Stock or any other series of preferred stock; (c) undertake or effect any Liquidation (which shall include a deemed Liquidation pursuant to Section 2(b)); (d) authorize or issue or obligate itself to issue any other equity security senior to or on a parity with the Series E Preferred Stock as to voting, dividend or liquidation preferences; (e) increase the number of authorized members of the Corporation's Board of Directors; (f) take any action that would alter or change the powers, designations, preferences and rights of the existing Series E Preferred Stock; or (g) issue any securities of the Corporation to any director or executive officer of the Corporation or their relatives or other affiliates, except securities issued pursuant to Section 5(b)(i)(A).

V.

A. Limitation of Directors' and Officers' Liability. To the fullest extent permitted by the Delaware General Corporation Law as the same exists or may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exception from liability or limitation thereof is not permitted under the Delaware General Corporation Law as the same exists or may hereafter be amended. Neither any amendment nor repeal of this Article, nor the adoption of any provisions of this Certificate of Incorporation inconsistent with this Article, shall eliminate or reduce the effect of this Article in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

To the fullest extent permitted by applicable law, this Corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers, employees and other agents of this Corporation (and any other persons to which Delaware law permits this corporation to provide indemnification), through Bylaw provisions, agreements with any such director, officer, employee or other agent or other person, vote of stockholders or disinterested directors, or otherwise, in excess of the indemnification and advancement otherwise permitted by the Delaware General Corporation Law, subject only to limits created by applicable Delaware law (statutory or nonstatutory), with respect to actions for breach of duty to a corporation, its stockholders and others.

B. Repeal or Modification. Any repeal or modification of the foregoing provisions of this Article V by the stockholders of this corporation shall not adversely affect any right or protection of an agent of the corporation existing at the time of such repeal or modification.

VI.

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter, amend or repeal the Bylaws of the corporation.

IN WITNESS WHEREOF, MyFamily.com, Inc. has caused this Eighth Amended and Restated Certificate of Incorporation to be signed by the Chief Executive Officer of the Corporation. The signature below shall constitute the affirmation or acknowledgement by the undersigned, under penalties of perjury, that this instrument is the act and deed of the Corporation and that the facts herein stated are true.

Dated: December 27, 2002

MYFAMILY.COM, INC.

By: /s/Thomas Stockham III
Thomas Stockham III
Chief Executive Officer

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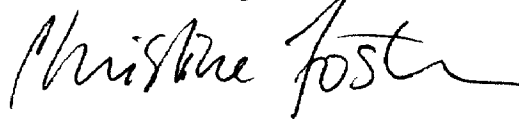
Box Assignment
June 3, 2003
Page 2

I would appreciate your acknowledging receipt of the attached Assignment of Trademarks, Recordation Form Cover Sheet, and check in the amount of \$40.00 for filing fees by stamping the enclosed postcard with the date received and returning it to me.

Thank you for your attention to this matter.

Very truly yours,

WILSON SONSINI GOODRICH & ROSATI
Professional Corporation



Christine M. Foster

Enclosures



June 3, 2003

Box ASSIGNMENT FEE
Director of the United States Patent and Trademark Office
Washington, D.C. 20231

Re: REQUEST FOR RECORDATION OF CHANGE OF NAME

Mark:	MYFAMILY.COM
Registration No.:	2,445,499
Original Registrant:	Ancestry.com, Inc.
Registration Date:	April 24, 2001
Attorney Docket No.:	21519-028

Dear Director:

Enclosed for filing is a duly executed Recordation Form Cover Sheet to record the change of name from Ancestry.com, Inc., a Delaware corporation, to MyFamily.com, Inc., a Delaware corporation. Additionally, a copy of the name change document is included for your reference.

Also enclosed is a check made payable to the "Director of the United States Patent and Trademark Office" in the amount of \$40.00 for the recording of the name change. The Commissioner is authorized to charge any additional fees which may be required, including extension fees, or credit any overpayment to Deposit Account No. 23-2415 ATTN: 21519-028.

Please return the confirmation of the Request for Recordation of Change of Name with the stamped reel and frame numbers to the address shown below and please take note that all correspondence regarding the enclosed change of name should be directed to:

Christine M. Foster
Wilson Sonsini Goodrich & Rosati
Professional Corporation
650 Page Mill Road
Palo Alto, CA 94304
(650) 493-9300

**CERTIFICATE OF MAILING UNDER
37 C.F.R. §1.8(a)**

I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to the Director of the United States Patent and Trademark Office, Washington, D.C. 20231, on:

<u>Launa Horland</u>	<u>6-3-03</u>
Print Name	Date of Deposit
<u>Launa Horland</u>	<u>6-3-03</u>
Signature	Date

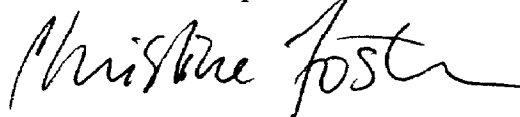
Box Assignment
June 3, 2003
Page 2

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Thank you for your attention to this matter.

Very truly yours,

WILSON SONSINI GOODRICH & ROSATI
Professional Corporation

A handwritten signature in black ink that reads "Christine Foster". The signature is written in a cursive style with a long horizontal flourish at the end.

Christine M. Foster

Enclosures

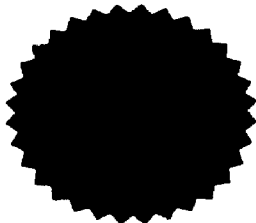
Delaware

P.

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "MYFAMILY.COM, INC.", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2002, AT 2:15 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2968440 8100

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AUTHENTICATION: 2174822

DATE: 12-27-02

RECORDED: 06/09/2003

TRADEMARK
REEL: 002749 FRAME: 0697