

Maxis TM Assignment

4.		
A.	<u>Trademark</u>	<u>Trademark Application No.(s)</u>
	Maxis Kids	75-090579
	SimCity 3000	75-294,203
	Streets of SimCity	75-164562
B.	<u>Trademark</u>	<u>Trademark Registration No.(s)</u>
	1 + 1 4 Schools	2,108,021
	A Talk To Me Adventure	2,034,550
	Course Architect	2,100,426
	Full Tilt!	2,037,911
	Marble Drop	2,104,320
	Marty	2,029,255
	Maxis	1,713,893
	Maxis logo	1,761,516
	SimAnt	1,697,036
	SimCity	1,568,104
	SimCity 2000	1,847,189
	SimCity Classic	1,847,414
	SimClassics	1,914,646
	SimCopter	2,111,315
	SimEarth	1,687,213
	SimEnvironment	1,839,264
	SimFarm	1,841,403
	SimIsle	2,001,905
	SimLife	1,783,317
	SimPark	2,064,113
	SimRefinery	1,839,263
	SimTower	1,962,444
	SimTown	1,924,365
	SimTunes	2,104,316
	SimWorks	1,840,376
	Software Toys	1,687,399
	UnNatural Selection	1,882,343
	Voice Activated & design	2,037,920

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF DISSOLUTION OF "MAXIS, INC.", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF MARCH, A.D. 1998, AT 9 O' CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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981162527

AUTHENTICATION: 9051403

DATE: 04/28/98
REEL: 1726 FRAME: 0152

CERTIFICATE OF DISSOLUTION

OF

MAXIS, INC.

Maxis, Inc., a Delaware corporation (the "Corporation"), in accordance with Section 275 of the General Corporation Law of the State of Delaware and in order to dissolve the Corporation, certifies as follows:

1. The name of the Corporation is Maxis, Inc.
2. The dissolution of the Corporation was authorized on March 25, 1998.
3. The dissolution of the Corporation has been authorized by the Board of Directors of the Corporation and by all of the stockholders of the Corporation entitled to vote on a dissolution in accordance with subsections (a) and (b) of Section 275 of the Delaware General Corporation Law.
4. Following are the names and addresses of the Directors of the Corporation.

<u>Name</u>	<u>Address</u>
Lawrence F. Probst	1450 Fashion Island Blvd. San Mateo, CA 94404
Ruth A. Kennedy	1450 Fashion Island Blvd. San Mateo, CA 94404
David L. Carbone	1450 Fashion Island Blvd. San Mateo, CA 94404

5. Following are the names and addresses of the officers of the Corporation:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Luc Barthelet	General Manager	2121 N California Blvd., #600 Walnut Creek, CA 94596
Joseph M. Keene	Chief Operating Officer	2121 N. California Blvd., #600 Walnut Creek, CA 94596
Ruth A. Kennedy	Secretary	1450 Fashion Island Blvd. San Mateo, CA 94404
David L. Carbone	Chief Financial Officer	1450 Fashion Island Blvd. San Mateo, CA 94404

IN WITNESS WHEREOF, Maxis, Inc. has caused this Certificate of Dissolution to be executed this 15th day of March, 1998.

Maxis, Inc.

By: 

Name: Joseph M. Keene

Title: Chief Operating Officer

MAXIS, INC.

ASSIGNMENT AGREEMENT

This Agreement is entered into as of March 26, 1998 (the "Effective Date") by and between Maxis, Inc., a Delaware corporation with its principal business offices at 2121 N. California Blvd., Suite 600, Walnut Creek, CA 94596 ("Maxis") and Electronic Arts Inc., a Delaware corporation with its principal business offices at 1450 Fashion Island Blvd., San Mateo, CA 94404 ("EA").

RECITALS

A. Maxis is a wholly-owned subsidiary of EA.

B. The Board of Directors of Maxis and EA, as Maxis' sole shareholder, have determined that it is in the best interests of both companies that Maxis be dissolved as a separate corporate entity and the business of Maxis be operated thereafter as an unincorporated division of EA (the "Dissolution").

C. In order to facilitate the orderly transfer of the business of Maxis to EA and the Dissolution, the parties wish to assign and have assigned to EA all of the assets and liabilities of Maxis by way of this Agreement.

Now, therefore, the parties agree as follows:

1. ASSIGNMENT OF ASSETS

Maxis hereby assigns to EA all of Maxis' right, title and interest in and to any and all of Maxis' assets, properties, goods, inventory, equipment, furniture, fixtures, leases, supplies, records, money, documents, instruments, chattel paper, accounts, intellectual property rights (including but not limited to, copyrights, moral rights, patents, patent applications, trademarks, service marks, trade names and trade secrets, and specifically including those intellectual properties listed in Exhibit A attached hereto), other general intangibles, all rights to receive any of the foregoing, and all proceeds thereof (the "Maxis Assets").

2. VALUATION OF ASSETS

EA and Maxis each hereby appoints David L. Carbone as its attorney in fact, with full power of substitution, for the following purposes: (i) to make any determinations of the value of any Maxis Assets that are necessary for the purposes of recording the transfers of such Maxis Assets to EA and determining the amount of any taxes to be paid as a result of such transfers; (ii) to execute on behalf of Maxis any notices, assignments, affidavits or other documents required by the laws of various jurisdictions in order to effect the transfer of any Maxis Assets to EA; and (iii) for any other related purpose. Carbone shall have the power to make such determinations of value at any time after this Agreement takes effect, and continuing after Maxis has been dissolved.

3. ASSUMPTION OF LIABILITIES

EA hereby agrees to assume all of Maxis' current and future liabilities, whether certain or contingent, including but not limited to all liabilities for taxes, liabilities under contracts, liabilities for any tort, malfeasance or omission committed by Maxis (or any of Maxis' officers or directors in the course of their duties for Maxis), and other liabilities imposed by law, whether arising prior to the Effective Date or thereafter.

Executed by the parties as of the Effective Date by their authorized representatives as set forth below:

MAXIS, INC.

ELECTRONIC ARTS INC.

By: Joseph M. Keene

By: Ruth A. Kennedy

Name: Joseph M. Keene

Name: Ruth A. Kennedy

Title: Chief Operating Officer

Title: Senior Vice President

EXHIBIT A

MAXIS TRADEMARKS

<u>Country</u>	<u>Trademarks</u>	<u>Registration Nos.</u>
Benelux	Maxis - cl 9, 16, 25, 28	533,822
	SimCity - cl 9, 16,25, 28	533,931
Canada	Maxis - cl 9, 16, 25, 28, 35, 41, 42	790,220
	Sim	797,007
	SimCity - cl 9, 16, 25, 28, 35, 41, 42	797,006
	Maxiss (this is licensed to another party)	481,908
CTM	Maxis - cl 9, 16, 28	56,085 (pending)
	SimCity - cl 9, 16, 28	56,101 (pending)
France	Maxis - cl 9, 16, 25, 28	93,469,442
	SimCity - cl 9, 16, 25, 28	93,469,441
Germany	Maxis - cl 9, 25, 28	M75118/9 Wz (pending)
	SimCity - cl 9, 16, 25, 28	2,072,156
Italy	Maxis - cl 9, 16, 25, 28	660,722
	SimCity - cl 9, 16, 25, 28	660,721
Japan	Fieldtrips for the Mind - cl 9	4,044,721
	Full Tilt! - cl 9	4,044,722
	Maxis - cl 9	8-7814 (pending)
	Maxis - cl 16	8-7815 (pending)
	Maxis, cl 28	4,056,753
	Sim - cl 9	8-7817 (pending)
	Sim - cl 9 (divisional application)	9-179764 (pending)
	SimAnt - cl 9	4,056,754
	SimCity - cl 9	4,056,755
	SimCity - cl 28	4,056,756
	SimCity - Japanese cl 11	4,034,598
	SimCity World - cl 9	4,056,757
	SimClassic - cl 9	8-7822 (pending)
	SimClassic - cl 9 (divisional application)	9-179765 (pending)
	SimEarth - cl 9	4,056,758
	SimFarm - cl 9	4,056,759
	SimIsle - cl 9	4,056,760
SimLife - cl 9	4,056,761	
SimTown - cl 9	4,056,762	
SimWorld - cl 9	4,056,763	
Spain	Maxis - cl 9	1,763,852
	SimCity - cl 9	1,763,853
UK	Maxis - cl 9	1,532,674
	SimCity - cl 9	1,532,828
US	1 + 1 4 Schools	2,108,021
	A Talk To Me Adventure	2,034,550
	Course Architect	2,100,426
	Full Tilt!	2,037,911
	Marble Drop	2,104,320
	Marty	2,029,255
	Maxis	1,713,893

TRADEMARK

REEL: 1726 FRAME: 0156

<u>Country</u>	<u>Trademarks</u>	<u>Registration Nos</u>
US	Maxis logo	1,761,516
	Maxis Kids	75-090579 (pending)
	SimAnt	1,697,036
	SimCity	1,568,104
	SimCity 2000	1,847,189
	SimCity 3000	75-294,203 (pending)
	SimCity Classic	1,847,414
	SimClassics	1,914,646
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	SimEarth	1,687,213
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	SimFarm	1,841,403
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