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U.S. Department of Commerce
Patent and Trademark Office



101305555

original documents or copy thereof.

<p>To the Honorable Commissioner of Patents and</p> <p>1. Name of conveying party(ies):</p> <p style="text-align: center;">Intermetrics Entertainment Software, LLC 23 Fourth Avenue Burlington, Massachusetts 01803</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation - Delaware <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>		<p>2. Name and address of receiving party(ies):</p> <p>Name: Looking Glass Studios, L</p> <p>Address: 23 Fourth Avenue Burlington, Massachusetts 01803</p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____</p> <p><input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation - Delaware <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from Assignment)</p> <p>Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>December 8, 1998</u></p>		<p>B. Trademark Registration No.(s)</p> <p>2,023,188 2,015,076 1,930,300 1,925,587 2,057,948</p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	
<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s)</p> <p>75/465977 75/465976 75/465978</p>		<p>6. Total number of applications and registrations involved: 8</p>	
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Charles E. Weinstein, Esq.</u></p> <p>Internal Address: <u>Foley Hoag & Eliot LLP</u></p> <p>Street Address: <u>One Post Office Square</u></p> <p>City: <u>Boston</u> State: <u>MA</u> ZIP: <u>02109</u></p>		<p>7. Total fee (37 CFR 3.41):.....\$215</p> <p><input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number:</p> <p><u>06-1446</u></p> <p>(Attach duplicate copy of this page if paying by deposit account)</p>	
<p>04/04/2000 TTON11 00000221 061446 2023188 DO NOT USE THIS SPACE</p>			
<p>9. Statement and signature.</p> <p>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.</p> <p><u>Charles E. Weinstein, Esq.</u> February 4, 2000</p> <p>Name of Person Signing Signature Date</p> <p>Total number of pages comprising cover sheet: 2</p>			

RECEIVED
FEB - 7 PM 12:38
OPR/FINANCE

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "LOOKING GLASS STUDIOS, LLC" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF FORMATION, FILED THE EIGHTH DAY OF AUGUST, A.D. 1997, AT 2:15 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "INTERMETRICS/LOOKING GLASS TECHNOLOGIES, LLC" TO "INTERMETRICS ENTERTAINMENT SOFTWARE, LLC", FILED THE SEVENTEENTH DAY OF SEPTEMBER, A.D. 1997, AT 10:15 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "INTERMETRICS ENTERTAINMENT SOFTWARE, LLC" TO "LOOKING GLASS STUDIOS, LLC", FILED THE NINTH DAY OF DECEMBER, A.D. 1998, AT 12:30 O'CLOCK P.M.



Handwritten signature of Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0231787
DATE: 02-02-00

TRADEMARK
REEL: 002043 FRAME: 0757

CERTIFICATE OF FORMATION**OF****INTERMETRICS/LOOKING GLASS TECHNOLOGIES, LLC**

1. **The name of the limited liability company is INTERMETRICS/LOOKING GLASS TECHNOLOGIES, LLC.**
2. **The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.**

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as of this 8th day of August, 1997.

INTERMETRICS, INC., as Manager

By Nicholas A. Patinella
Nicholas Patinella, Vice President

CERTIFICATE OF AMENDMENT**OF****INTERMETRICS/LOOKING GLASS TECHNOLOGIES, LLC**

1. The name of the limited liability company is INTERMETRICS/LOOKING GLASS TECHNOLOGIES, LLC.
2. The Certificate of Formation of the limited liability company is hereby amended as follows:

The name of the limited liability company is changed to INTERMETRICS ENTERTAINMENT SOFTWARE, LLC.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment of INTERMETRICS/LOOKING GLASS TECHNOLOGIES, LLC this 11th day of September, 1997.

INTERMETRICS, INC., as Manager

By: Nicholas A. Pettinella

Nicholas A. Pettinella, Treasurer

12-9-98

CERTIFICATE OF AMENDMENT

OF

INTERMETRICS ENTERTAINMENT SOFTWARE, LLC

- 1. The name of the limited liability company is INTERMETRICS ENTERTAINMENT SOFTWARE, LLC
- 2. The Certificate of Formation of the limited liability company is hereby amended as follows:

The name of the limited liability company is changed to LOOKING GLASS STUDIOS, LLC

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment of INTERMETRICS ENTERTAINMENT SOFTWARE, LLC this 9th day of December, 1998.

INTERMETRICS, INC., as Manager

By: Nicholas A. Pettinella
Nicholas A. Pettinella, Treasurer