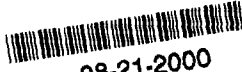


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Name **SIERRA ON-LINE, INC.**

8 17 00

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____

76001112

Citizenship/State of Incorporation/Organization **DELAWARE**

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Name **FLIPSIDE, INC.**

DBA/AKA/TA _____

Composed of _____

Address (line 1) **19840 PIONEER AVENUE**

Address (line 2) _____

Address (line 3) **TORRANCE**
City

CALIFORNIA
State/Country

90503
Zip Code

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01 FC:401 40.00 CH
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Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

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Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Name of Person Signing

Signature

Date Signed

ASSIGNMENT OF APPLICATIONS FOR REGISTRATION OF MARKS

WHEREAS SIERRA ON-LINE, INC., a Delaware corporation, 3060 139th Avenue S.E., Suite 500, Bellevue, Washington 98005, has adopted, used and is using, or has a bona fide intention to adopt and use, marks for which applications for registration have been filed in the United States Patent and Trademark Office, as follows:

Serial No. 76/001,112 Filed March 15, 2000

Serial No. 76/001,111 Filed March 15, 2000

Serial No. 75/709,791 Filed May 20, 1999

WHEREAS FLIPSIDE, INC., a Delaware corporation, 19840 Pioneer Avenue, Torrance, California 90503, is desirous of acquiring said marks and the applications for registration thereof;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, said SIERRA ON-LINE, INC. does hereby assign unto the said FLIPSIDE, INC. all right, title and interest in and to the said marks, together with the goodwill of the business symbolized by the marks, and the above-identified applications for registration thereof.

SIERRA ON-LINE, INC.

Scott Tollefsen

by Scott Tollefsen
Vice President and Secretary

August 17, 2000
Date

STATE OF CALIFORNIA)
COUNTY OF LOS ANGELES)

On August 17, 2000, before me, Helgard G. Walther personally appeared Scott Tollefsen, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Signature *Helgard G. Walther*

