

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Kabushiki Kaisha Bandai
5-4, Komagata 2-chome
Taito-ku, Tokyo, Japan
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State Japan
 Other _____

2. Name and address of receiving party(ies)
Name: Bandai Networks Kabushiki Kaisha
Internal
Address: 4-10, Iwamotocho 2-chome,
Chiyoda-ku
Street Address: _____
City: Tokyo State: Japan Zip: _____
 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Japan
 Other _____

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
Execution Date: October 3, 2002

If assignee 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) & address(es) attached? Yes No

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
75/656,225, 75/656,226, 75/656,227,
75/656,228, 75/656,574, 75/672,641,
75/676,351
Additional number(s) attached Yes No

B. Trademark Registration No.(s)

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Randolph A. Smith
Internal Address: Smith Patent Office

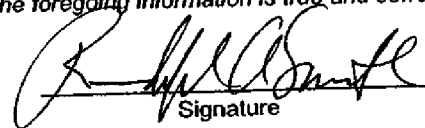
Street Address: 1901 Pennsylvania Ave., N.W.
Suite 200
City: Washington State: DC Zip: 20006-3433

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41).....\$ 190.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
19-2586
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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.
Randolph A. Smith
Name of Person Signing

Signature
10/9/02
Date

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

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
Attorney Docket No. 0086/076001

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Applicant : Kabushiki Kaisha Bandai Law Office: 110
Serial No.: 75/656,225 Examining Atty: Bodson, M.
Filed : March 8, 1999
Mark : LALABIT (Stylized)

Commissioner for Trademarks
2900 Crystal Drive
Arlington, VA 22202-3513


DESIGNATION OF DOMESTIC REPRESENTATIVE

Randolph A. Smith, whose postal address is Smith Patent Office, 1901 Pennsylvania Ave., N.W., Suite 200, Washington, D.C. 20006-3433, is hereby designated as Applicant's representative upon whom all notice or process in proceedings affecting the application may be served.

Respectfully submitted,

BANDAI NETWORKS KABUSHIKI KAISHA,
a Japanese corporation

Dated: September 9, 2002

By: 
Name: Satoshi Oshita
Title: President
Address: 4-10, Iwamotocho 2-chome,
Chiyoda-ku, Tokyo, Japan

TRADEMARKS ASSIGNMENT

This trademark assignment ("ASSIGNMENT") with goodwill is entered into as of the date of execution below, by and between Kabushiki Kaisha Bandai, a Japanese corporation ("ASSIGNOR"), and Bandai Networks Kabushiki Kaisha, ("ASSIGNEE"), a Japanese corporation.

WHEREAS ASSIGNOR is the rightful owner of and has filed an application for each of the Marks that appear on SCHEDULE A ("Marks"), attached hereto, and desires to assign all right, title and interest in and to the Marks to ASSIGNEE; and

WHEREAS ASSIGNEE desires to acquire all right, title and interest in and to the Marks from ASSIGNOR and is the successor to that portion of ASSIGNOR'S business to which the Marks pertain.

NOW, THEREFORE, in consideration of the foregoing, together with other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, ASSIGNOR and ASSIGNEE agree as follows:

1. ASSIGNOR hereby assigns unto ASSIGNEE all right, title and interest in and to the Marks, together with all pending and issued foreign and U.S. registrations and renewals therefor, the goodwill of ASSIGNOR'S business symbolized thereby and all worldwide rights contained therein.

2. This ASSIGNMENT shall also include all claims for damages by reason of past infringement of the Marks, if any, together with the right to sue for and collect the same for the sole use and benefit of ASSIGNEE and its successors, assigns or other legal representatives.

3. ASSIGNOR represents and warrants to ASSIGNEE as follows:

3.1 ASSIGNOR has the full right, power and authority to enter into and perform this ASSIGNMENT and to grant to ASSIGNEE all the rights granted herein; and ASSIGNOR is not a party to any agreement or understanding that would conflict with this ASSIGNMENT; and

3.2 ASSIGNOR is the sole legal and beneficial owner of any and all rights in and to the Marks and hereby transfers all such rights to ASSIGNEE.

4. ASSIGNOR, within a reasonable time following execution hereof, shall transfer to ASSIGNEE, all files in its possession and control for all applications, registrations, licenses, permits, releases or other necessary consents, if any, relating to the Marks or any portion or component thereof. ASSIGNOR shall assist ASSIGNEE in

obtaining any further registrations, licenses, permits or releases relating to the Marks as reasonably desired and required by ASSIGNEE. If ASSIGNOR is unavailable or otherwise unwilling to execute such documents, ASSIGNOR appoints ASSIGNEE as its attorney-in-fact to execute any such documents that ASSIGNEE deems necessary to record this grant with the United States Patent and Trademark Office ("PTO"), similar foreign offices or elsewhere.

5. ASSIGNOR agrees to execute and deliver, from time to time, all further instruments of conveyance, assignment and further assurances, and to perform all such other acts, as may be reasonably required to transfer and assign to ASSIGNEE all of ASSIGNOR'S interests in and to the Marks.

6. ASSIGNOR shall assist ASSIGNEE in recording this ASSIGNMENT with the PTO and state agencies as necessary and in complying with such other procedures and formalities as necessary to obtain full rights and benefits in and to the Marks under federal and state laws.

7. This ASSIGNMENT constitutes the entire agreement by and between the parties hereto with respect to the subject matter hereof. Any amendment to this ASSIGNMENT must be in writing and signed by ASSIGNOR and ASSIGNEE.

8. This ASSIGNMENT shall be governed by and interpreted and enforced in accordance with the substantive laws of Japan, without regard to its conflict-of-law provisions. ASSIGNOR and ASSIGNEE hereby consent to the exclusive jurisdiction of the Tokyo District Court in any dispute arising under, from or in connection with this ASSIGNMENT.

9. This ASSIGNMENT shall become effective for all purposes as of the date of execution below.

ASSIGNOR:

Kabushiki Kaisha Bandai,
a Japanese corporation
5-4, Komagata 2-chome,
Taito-ku, Tokyo, Japan

By: 

Takeo Takasu

Its: President

Date: October 3, 2002

ASSIGNEE:

Bandai Networks Kabushiki Kaisha,
a Japanese corporation
4-10, Iwamotocho 2-chome,
Chiyoda-ku, Tokyo, Japan

By: 

Satoshi Oshita

Its: President

Date: October 3, 2002

SCHEDULE A

MARK	INT'L CLASS	SERIAL NO.	FILING DATE
LALABIT (Stylized)	38	75/656,225	March 8, 1999
LALABIT (Stylized)	35	75/656,226	March 8, 1999
LALABIT (Stylized)	28	75/656,227	March 8, 1999
LALABIT (Stylized)	9	75/656,228	March 8, 1999
LALABIT (Stylized)	41	75/656,574	March 8, 1999
LALABIT (Stylized)	16	75/672,641	April 1, 1999
LALABIT (Stylized)	35, 38, and 42	75/676,351	April 7, 1999

TRADEMARK

Attorney Docket No. 0086/075001

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Applicant : Kabushiki Kaisha Bandai
Serial No.: 75/656,226
Filed : March 8, 1999
Mark : LALABIT (Stylized)

Law Office: 110
Examining Atty: Bodson, M.

Commissioner for Trademarks
2900 Crystal Drive
Arlington, VA 22202-3513

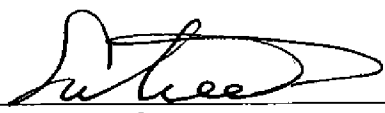
DESIGNATION OF DOMESTIC REPRESENTATIVE

Randolph A. Smith, whose postal address is Smith Patent Office, 1901 Pennsylvania Ave., N.W., Suite 200, Washington, D.C. 20006-3433, is hereby designated as Applicant's representative upon whom all notice or process in proceedings affecting the application may be served.

Respectfully submitted,

BANDAI NETWORKS KABUSHIKI KAISHA,
a Japanese corporation

Dated: September 9, 2002

By: 
Name: Satoshi Oshita
Title: President
Address: 4-10, Iwamotocho 2-chome,
Chiyoda-ku, Tokyo, Japan

TRADEMARK
Attorney Docket No. 0086/074001

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Applicant : Kabushiki Kaisha Bandai Law Office: 110
Serial No.: 75/656,227 Examining Atty: Bodson, M.
Filed : March 8, 1999
Mark : LALABIT (Stylized)

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2900 Crystal Drive
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Dated: September 9, 2002

By: 
Name: Satoshi Oshita
Title: President
Address: 4-10, Iwamotocho 2-chome,
Chiyoda-ku, Tokyo, Japan

TRADEMARK
Attorney Docket No. 0086/072001

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Applicant : Kabushiki Kaisha Bandai Law Office: 110
Serial No.: 75/656,228 Examining Atty: Bodson, M.
Filed : May 8, 1999
Mark : LALABIT (Stylized)

Commissioner for Trademarks
2900 Crystal Drive
Arlington, VA 22202-3513

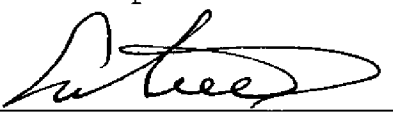
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Name: Satoshi Oshita
Title: President
Address: 4-10, Iwamotocho 2-chome,
Chiyoda-ku, Tokyo, Japan

TRADEMARK
Attorney Docket No. 0086/077001

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Applicant : Kabushiki Kaisha Bandai Law Office: 110
Serial No.: 75/656,574 Examining Atty: Bodson, M.
Filed : March 8, 1999
Mark : LALABIT (Stylized)

Commissioner for Trademarks
2900 Crystal Drive
Arlington, VA 22202-3513


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a Japanese corporation

Dated: September 9, 2002

By: 
Name: Satoshi Oshita
Title: President
Address: 4-10, Iwamotocho 2-chome,
Chiyoda-ku, Tokyo, Japan

TRADEMARK
Attorney Docket No. 0086/073001

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Applicant : Kabushiki Kaisha Bandai Law Office: 110
Serial No.: 75/672,641 Examining Atty: Bodson, M.
Filed : April 1, 1999
Mark : LALABIT (Stylized)

Commissioner for Trademarks
2900 Crystal Drive
Arlington, VA 22202-3513


DESIGNATION OF DOMESTIC REPRESENTATIVE

Randolph A. Smith, whose postal address is Smith Patent Office, 1901 Pennsylvania Ave., N.W., Suite 200, Washington, D.C. 20006-3433, is hereby designated as Applicant's representative upon whom all notice or process in proceedings affecting the application may be served.

Respectfully submitted,

BANDAI NETWORKS KABUSHIKI KAISHA,
a Japanese corporation

Dated: September 9, 2002

By: 
Name: Satoshi Oshita
Title: President
Address: 4-10, Iwamotocho 2-chome,
Chiyoda-ku, Tokyo, Japan

TRADEMARK

Attorney Docket No. 0086/078001

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Applicant : Kabushiki Kaisha Bandai	Law Office: 110
Serial No.: 75/676,351	Examining Atty: Bodson, M.
Filed : April 7, 1999	
Mark : LALABIT (Stylized)	

Commissioner for Trademarks
2900 Crystal Drive
Arlington, VA 22202-3513


DESIGNATION OF DOMESTIC REPRESENTATIVE

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Respectfully submitted,

BANDAI NETWORKS KABUSHIKI KAISHA,
a Japanese corporation

Dated: September 9, 2002

By: 
 Name: Satoshi Oshita
 Title: President
 Address: 4-10, Iwamotocho 2-chome,
 Chiyoda-ku, Tokyo, Japan