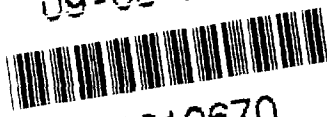


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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

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):

MicroProse Software, Inc.

- Individual(s) Association General Partnership Limited Partnership Corporation-State 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: August 17, 1999

2. Name and address of receiving party(ies)

Name: Hasbro Interactive, Inc.

Internal Address:

Street Address: 50 DunHam Road

City: Beverly State: MA Zip: 01915

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

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)

B. Trademark Registration No.(s)

1711906

Additional number(s) attached Yes No

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

Name: Doreen Small

Internal Address:

Street Address: c/o Infogrames, Inc.

417 Fifth Avenue

City: NY State: NY Zip: 10016

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41) \$ 40.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

50-0741

(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.

Leslie Park Name of Person Signing

Signature

August 28, 2002 Date

Total number of pages including cover sheet, attachments, and document: 4

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

TRADEMARK REEL: 002575 FRAME: 0264

OFFICE OF PATENT RECORDS 2002 AUG 28 AM 9:28 FINANCE SECTION

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CERTIFICATE OF OWNERSHIP AND MERGER

OF

MicroProse Software, Inc. (a Maryland corporation), Stealey, Inc. (a Maryland corporation), Sidco, Inc. (a Maryland corporation), MicroProse California, Inc. (a California corporation), Spectrum Holobyte Acquisition Corporation (a California corporation), and MicroProse Texas, Inc. (a Delaware corporation).

into

Hasbro Interactive, Inc.

(a Delaware corporation)

It is hereby certified that:

1. Hasbro Interactive, Inc. (hereinafter sometimes referred to as the "Corporation") is a business corporation of the State of Delaware.
2. The Corporation is the owner of all of the outstanding shares of each class of stock of MicroProse Software, Inc., Stealey, Inc. and Sidco, Inc., which are business corporations of the State of Maryland, MicroProse California, Inc. and Spectrum Holobyte Acquisition Corporation, which are business corporations of the State of California, and MicroProse Texas, Inc. which is a business corporation of the State of Delaware (together, the "Subsidiaries").
3. The laws of the jurisdiction of organization of each of the Subsidiaries permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.
4. The Corporation hereby merges each of the Subsidiaries into the Corporation.
5. The following is a copy of the resolutions adopted as of July 30, 1999 by the Board of Directors of the Corporation to merge the said Subsidiaries into the Corporation:

RESOLVED that each of MicroProse Software, Inc., Stealey, Inc., Sidco Inc., MicroProse California, Inc., Spectrum Holobyte Acquisition Corporation, and MicroProse Texas, Inc. (together, the "Subsidiaries") be merged into this Corporation, and that all of the estate, property, rights, privileges, powers, and franchises of the Subsidiaries be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by each Subsidiary in its name.

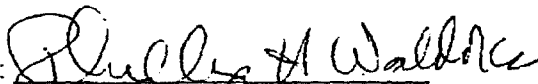
RESOLVED that this Corporation assume all of the obligations of each Subsidiary.

RESOLVED that this Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware, by the laws of the States of Maryland and California, and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the jurisdictions of organization of each Subsidiary and of this Corporation and in any other appropriate jurisdiction.

RESOLVED that the effective time of the Certificate of Ownership and Merger setting forth a copy of these resolutions shall be August 31, 1999, and that, insofar as the General Corporation Law of the State of Delaware shall govern the same, said time shall be the effective merger time.

Executed August 2, 1999.

HASBRO INTERACTIVE, INC.

By: 

Phillip H. Waldoks

Senior Vice President - Corporate
Legal Affairs and Secretary

d:\certofOwn&Merg.doc

TRADEMARK

REEL: 002575 FRAME: 0266

Office of the Secretary of 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 CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"MICROPROSE CALIFORNIA, INC.", A CALIFORNIA CORPORATION,

"MICROPROSE SOFTWARE, INC.", A MARYLAND CORPORATION,

"MICROPROSE TEXAS, INC.", A DELAWARE CORPORATION,

"SIDCO, INC.", A MARYLAND CORPORATION,

"SPECTRUM HOLOBYTE ACQUISITION CORPORATION", A CALIFORNIA CORPORATION,

"STEALEY, INC.", A MARYLAND CORPORATION,

WITH AND INTO "HASBRO INTERACTIVE, INC." UNDER THE NAME OF "HASBRO INTERACTIVE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTEENTH DAY OF AUGUST, A.D. 1999, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF AUGUST, A.D. 1999.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1218526

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DATE: 06-28-01

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