

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
------------------	----------------

NATURE OF CONVEYANCE:	MERGER
-----------------------	--------

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Bright Star Technology, Inc.		10/29/1999	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Sierra On-Line, Inc.
Street Address:	3060 139th Street, SE
City:	Bellevue
State/Country:	WASHINGTON
Postal Code:	98005
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number
Registration Number:	2037504

CORRESPONDENCE DATA

Fax Number: (310)431-2430
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Email: rod.rigole@vugames.com
 Correspondent Name: Rod A. Rigole
 Address Line 1: 6080 Center Drive
 Address Line 2: 10th Floor
 Address Line 4: Los Angeles, CALIFORNIA 90045

ATTORNEY DOCKET NUMBER:	SIERRA
-------------------------	--------

NAME OF SUBMITTER:	Rod A. Rigole
--------------------	---------------

Total Attachments: 5

900001149

**TRADEMARK
 REEL: 002689 FRAME: 0112**

CH \$40.00 2037504

source=Bright Star to Sierra On-Line.tif
source=Bright Star to Sierra On-Line2.tif
source=Bright Star to Sierra On-Line3.tif
source=Bright Star to Sierra On-Line4.tif
source=Bright Star to Sierra On-Line5.tif

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 OWNERSHIP, WHICH MERGES:

"BRIGHT STAR TECHNOLOGY, INC.", A DELAWARE CORPORATION, WITH AND INTO "SIERRA ON-LINE, INC." UNDER THE NAME OF "SIERRA ON-LINE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTH DAY OF NOVEMBER, A.D. 1999, AT 2:01 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel
Edward J. Freel, Secretary of State

2140576 6130M

AUTHENTICATION: 0065960

991470311

DATE: 11-04-99

PAGE 157 REVISED 10/2005 12:34:30 PM [Public Domain] "SUN LAG CORP" "LINE A1EKN" "CSID: 1470342034" "DURATION: 000001-02"

CERTIFICATE OF OWNERSHIP AND MERGER

OF
BRIGHT STAR TECHNOLOGY, INC.
AND
SIERRA ONLINE, INC.

In accordance with Section 253 of the Delaware General Corporation Law, the undersigned, David Gusevetski, being a duly authorized officer of Sierra On-Line, Inc., a Delaware corporation, does hereby certify as follows:

- (1) The names and state of incorporation of each of the constituent corporations are Sierra On-Line, Inc., a Delaware corporation ("Sierra"), and Bright Star Technology, Inc., a Delaware corporation ("Bright Star");
- (2) Sierra owns 100% of the outstanding shares of the common stock of Bright Star, which had no shares of any other class or series of stock outstanding;
- (3) A true and correct copy of the resolutions duly adopted by the Board of Directors of Sierra on the date hereof is attached hereto as Exhibit A;
- (4) The name of the surviving corporation is Sierra On-Line, Inc., a Delaware corporation;
- (5) The Certificate of Incorporation of Sierra shall be the Certificate of Incorporation of the surviving corporation;
- (6) The principal place of business of the surviving corporation is Suite 300, 3330 146th St. S.E., Bellevue, Washington 98007;
- (7) Upon effectiveness of this merger Sierra agrees that it may be sued in the State of Delaware for any other obligation of Bright Star and any obligations thereafter incurred by Sierra, so long as any liability remains outstanding against Sierra in the State of Delaware, and Sierra irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceedings. The Secretary of State of Delaware shall mail a copy of any process received relating to either of the constituent companies to:

Sierra On-Line, Inc.
c/o Starz Interactive, Inc.
19840 Pioneer Avenue
Trenton, CA 91763
Attn: Paula V. Duffy

- (8) This certificate shall become effective upon filing with the Secretary of State of the State of Delaware.

The undersigned has signed his name and affirmed the statements herein are true to the best of his knowledge, under penalty of perjury, this 27th day of October, 1999.


STERRA ONE INC. INC.
By: 
Name: David Comberly
Title: President

EXHIBIT A

WHEREAS, this Board desires to merge Bright Star Technology, Inc., a wholly owned Delaware subsidiary ("Bright Star") with and into this Corporation;

WHEREAS, this Board has been presented with a form of Certificate of Ownership and Merge attached hereto as Exhibit A. In accordance therewith and herewith Bright Star will merge with and into this Corporation, the survivors;

WHEREAS, upon consummation of the merger of Bright Star, the identity, existence, purpose, powers, objects, franchises, privileges, rights and immunities of this Corporation shall continue in effect and uninterrupted by the merger, and the corporate franchise, existence and rights of Bright Star shall be merged with and into this Corporation and this Corporation shall, as the surviving corporation, be fully vested therewith. The separate existence and corporate organization of Bright Star shall cease as of the effective time of the merger, which shall be the time of filing of the Certificate of Ownership and Merge, Bright Star, and all shares of capital stock of Bright Star shall be cancelled;

WHEREAS, the merger between this Corporation and Bright Star will be treated as a complete liquidation of a subsidiary under Section 352 of the Internal Revenue Code; and

WHEREAS, the Certificate of Incorporation and the Bylaws of this Corporation will continue unimpaired and without modification following the merger of Bright Star with and into this Corporation, and they shall be further amended, altered, or reformed in accordance with applicable law;

NOW, THEREFORE, BE IT RESOLVED, that this Board hereby authorizes and approves the merger of Bright Star with and into this Corporation;

RESOLVED FURTHER, that the Certificate of Ownership and Merge and all related merger documents for Bright Star are hereby approved with whatever amendments, modification, or alterations, the officers of this Corporation, and each of them, deem necessary in their sole discretion;

RESOLVED FURTHER, that the officers of this corporation are hereby authorized and directed to execute the documents necessary to give effect to the merger of Bright Star with and into this Corporation and take any and all such other action as may be necessary to effectuate the corporate and the actions contemplated hereby in any and all jurisdictions where such action shall be required; and

RESOLVED FURTHER, that any actions authorized hereunder heretofore taken by the officers, or any of them, be and they hereby are ratified and approved.

STATE OF WASHINGTON)
) ss.
COUNTY OF King)

On this 10th day of October, before me, the undersigned, a Notary Public in and for the State of Washington, duly commissioned and sworn, personally appeared Daniel [unclear] to me known to be the person who signed as President of Sterna On-Line, Inc., the corporation that executed the within and foregoing instrument, and acknowledged said instrument to be the free and voluntary act and deed of said corporation for the uses and purposes therein mentioned, and on oath stated that he was duly elected, qualified and acting as said officer of the corporation and that he was authorized to execute said instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year first above written.



Cheryl Lutz
NOTARY PUBLIC in and for the
State of Washington
residing at Seattle
My Appointment expires: 3/14/2003