

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	07/29/2005

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Sammy Holding Co., Inc.		07/18/2005	CORPORATION: CALIFORNIA

**RECEIVING PARTY DATA**

Name:	High Moon Studios, Inc.
Street Address:	6197 El Camino Real
City:	Carlsbad
State/Country:	CALIFORNIA
Postal Code:	92009
Entity Type:	CORPORATION: CALIFORNIA

**PROPERTY NUMBERS Total: 10**

Property Type	Number	Word Mark
Serial Number:	76478890	CASSIDY SHARP
Serial Number:	76468253	DARKWATCH
Serial Number:	76603689	DARKWATCH
Serial Number:	76477285	DARKWATCHERS
Serial Number:	76546872	INVASION L.A.
Serial Number:	76564230	IRON PHOENIX
Serial Number:	76590432	JERICO CROSS
Serial Number:	76621222	LAZARUS MALKOTH
Serial Number:	76567425	TALA
Serial Number:	76603688	

**CORRESPONDENCE DATA**

Fax Number: (312)896-6218

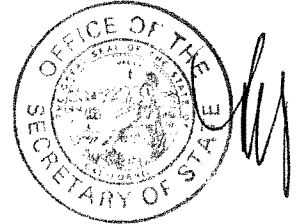
CH \$265.00 76478890

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: 312 443-0218  
Email: gsweeney@lordbissell.com  
Correspondent Name: Gerald O. Sweeney  
Address Line 1: 115 S. LaSalle St.  
Address Line 4: Chicago, ILLINOIS 60603-3901

NAME OF SUBMITTER:	Ingrid J. Scheckel
Signature:	/Ingrid J. Scheckel/
Date:	08/17/2005

Total Attachments: 5  
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source=HighMoon#page4.tif  
source=HighMoon#page5.tif



**State of California**  
Secretary of State

I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That the attached transcript of 4 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

AUG - 2 2005

BRUCE McPHERSON  
Secretary of State

A0631592

**ENDORSED - FILED**  
In the office of the Secretary of State  
of the State of California

**CERTIFICATE OF OWNERSHIP**

**JUL 29 2005**

We, John Rowe and Jonathan Hodes, certify that

1. They are the President and Secretary, respectively, of Sammy Holding Co., Inc., a California corporation ("Parent Corporation") and High Moon Studios, Inc., a California corporation ("Surviving Corporation").

2. The Parent Corporation owns 100% of the issued and outstanding shares of common stock of Surviving Corporation.

3. The Board of Directors of the Parent Corporation duly adopted the following resolution:

**RESOLVED**, that this Corporation merge with and into its wholly-owned subsidiary, High Moon Studios, Inc. pursuant to Section 1110(a) of the California Corporations Code ("Code") and that High Moon Studios, Inc. shall assume all liabilities of this Corporation pursuant to said Section 1110(a) of the Code all in accordance with that certain Agreement of Merger between this Corporation and High Moon Studios, Inc. dated of even date herewith and hereby adopted, approved and ratified in all respects.

4. The Board of Directors of the Surviving Corporation duly adopted the following resolution:

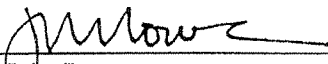
**RESOLVED**, that this Corporation merge with its parent company, Sammy Holding Co., Inc. pursuant to Section 1110(a) of the California Corporations Code, whereby Sammy Holding Co., Inc. will be merged with and into this Corporation which shall be the Surviving Corporation. This Corporation shall assume all liabilities of Sammy Holding Co., Inc. pursuant to said Section 1110(a) of the Code all in accordance with that certain Agreement of Merger between Sammy Holding Co., Inc. and this Corporation dated of even date herewith and hereby adopted, approved and ratified in all respects.

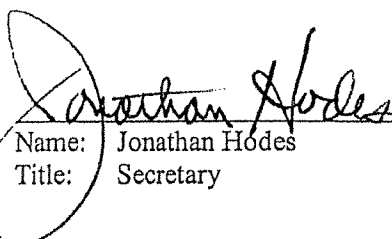
5. Pursuant to the Agreement of Merger between Parent Corporation and Surviving Corporation, each outstanding share of Common Stock of the Parent Corporation, no par value, issued and outstanding immediately prior to the Effective Time of the merger will be converted into .0002481 fully paid and non-assessable shares of Surviving Corporation Common Stock no par value and all shares of the Parent Corporation shall be cancelled and retired and shall cease to exist.

6. A true and correct copy of the Agreement of Merger is attached hereto as Exhibit A.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: July 18, 2005

By:   
Name: John Rowe  
Title: President

By:   
Name: Jonathan Hodes  
Title: Secretary

## Exhibit A

### AGREEMENT OF MERGER

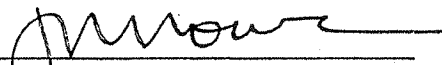
This Agreement of Merger is entered into between High Moon Studios, Inc., a California corporation, herein called the "Surviving Corporation" and Sammy Holding Co., Inc., a California corporation, herein called the "Merging Corporation".

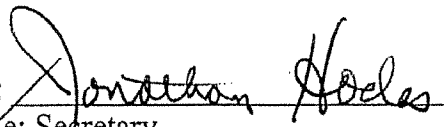
1. Merging Corporation shall be merged into the Surviving Corporation. The effect of the merger and the effective date of the merger (the "Effective Time") are as prescribed by law.
2. The Articles of Incorporation of the Surviving Corporation immediately prior to the Effective Time shall continue to be the Articles of Incorporation of the Surviving Corporation after the effective date of the merger until such time as amended in accordance with the Articles of Incorporation of the Surviving Corporation and applicable law.
3. The Bylaws of the Surviving Corporation immediately prior to the Effective Time shall continue to be the Bylaws of the Surviving Corporation after the effective date of the merger until such time as amended in accordance with the Bylaws and Articles of Incorporation of the Surviving Corporation.
4. Each share of capital stock of the Merging Corporation issued and outstanding a the Effective Time shall cease to be outstanding and shall be converted into .0002481 shares of common stock of the Surviving Corporation.
5. Merging Corporation shall from time to time, as and when requested by the Surviving Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.

[Signatures on following page]

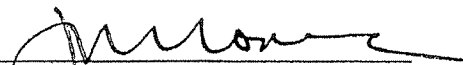
IN WITNESS WHEREOF the parties have executed this Agreement  
on this 17<sup>th</sup> day of July, 2005.

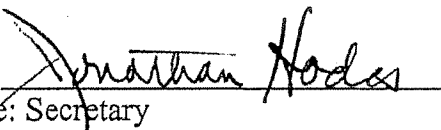
High Moon Studios, Inc.

By:   
Title: President

By:   
Title: Secretary

Sammy Holding Co, Inc.

By:   
Title: President

By:   
Title: Secretary

