

Form PTO-1594 (Rev. 07/05)
OMB Collection 0651-0027 (exp. 6/30/2008)

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

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U.S. Patent and Trademark Office: Please record the attached documents or the new address(es) below

1. Name of conveying party(ies):
inXile Entertainment, Inc.

Individual(s) Association

General Partnership Limited Partnership

Corporation- State: Delaware

Other _____

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies) Yes
Additional names, addresses, or citizenship attached? No

The Codemasters Software Company
Name Limited

Internal
Address: _____

Lower Farm House Stoneythorpe
Street Address: Southam

City: Warwickshire

State: _____

Country: United Kingdom Zip: CV47 2DL

Association Citizenship _____

General Partnership Citizenship _____

Limited Partnership Citizenship _____

Corporation Citizenship _____

United Kingdom

Other limited company Citizenship _____

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)

3. Nature of conveyance / Execution Date(s) :

Execution Date(s) 5/30/2006

Assignment Merger

Security Agreement Change of Name

Other _____

4. Application number(s) or registration number(s) and

A. Trademark Application No. (s)
78/547373

identification or description of the Trademark.

B. Trademark Registration No. (s)

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown)
HEIST (January 13, 2005)

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

Name: Rutan & Tucker, LLP

Internal
Address: _____

Street Address: 611 Anton Blvd, Suite 1400

City Costa Mesa

State: CA Zip: 92626

Phone Number 714-641-5100

Fax Number 714-546-9035

Email Address sbarricella@rutan.com

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$40.00

Authorized to be charged by credit card

Authorized to be charged to deposit account

Enclosed

8. Payment Information

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 502191
Authorized User Name Susan J. Barricella

9. Signature: Susan J. Barricella June 7, 2006
Signature Date

Susan Barricella
Name of Person Signing

Total number of pages including cover sheet, attachments, and document 3

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TRADEMARK

REEL: 003325 FRAME: 0251

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CH \$40.00 502191 78547373

ACKNOWLEDGMENT OF ASSIGNMENT

This Acknowledgement of Assignment is entered into by and between inXile Entertainment, Inc. ("Assignor"), a Delaware corporation having its principal place of business at 2727 Newport Blvd., Suite 100, Newport Beach, CA 92663 USA, and The Codemasters Software Company Limited ("Assignee"), a United Kingdom limited company having its principal place of business at Lower Farm House-Stoneythorpe Southam, Warwickshire CV47 2DL, United Kingdom.

WHEREAS, Assignor, is the owner of the US Trademark Application No. 78/547373 (the "Application") for the mark HEIST (the "Mark"); and

WHEREAS, by that certain Software Development Agreement dated November 21, 2005, Assignor transferred to Assignee as the successor to that portion of the ongoing and existing business of Assignor to which the Mark pertains, all right, title and interest in and to the Mark, the Application, and resulting registration therefor, together with the goodwill of the business associated with the use of, and symbolized by the Mark.

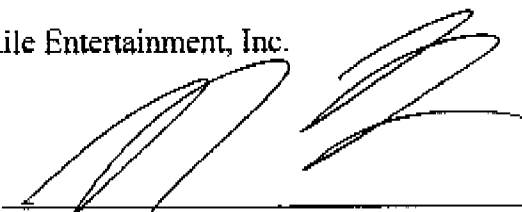
WHEREAS, the Parties desire to have a recordable document evidencing said transfer and assignment.

NOW, THEREFORE, in consideration of the foregoing recitals and of other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor confirms that it has heretofore transferred, assigned, set over and conveyed to Assignee, and hereby transfers, assigns, sets over and conveys to Assignee, the entire right, title and interest in and to the Mark, the Application, and resulting registration therefor, as the successor to that portion of Assignor's business to which the Mark pertains, and all goodwill associated therewith.

IN WITNESS WHEREOF, Assignor has executed this Acknowledgment of Assignment.

inXile Entertainment, Inc.

Dated: May 30, 2006

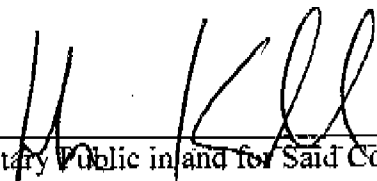
By: 

Brian Fargo, President

STATE OF CALIFORNIA)
)
COUNTY OF ORANGE)

On this 30th day of April, in the year 2006, before me, the undersigned, a Notary Public in and for said County and State, personally appeared Brian Fargo, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person who executed the within instrument as President of inXile Entertainment, Inc., and acknowledged to me that the corporation executed it pursuant to its by-laws or a resolution of its Board of Directors.

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



Notary Public in and for Said County and State

