

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	08/10/2007

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Hidden City Games, LLC		08/10/2007	LIMITED LIABILITY COMPANY: WASHINGTON

RECEIVING PARTY DATA

Name:	Hidden City Games, Inc.
Street Address:	120 Lakeside Avenue, Suite 100
City:	Seattle
State/Country:	WASHINGTON
Postal Code:	98122
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Serial Number:	78544376	HIDDEN CITY GAMES
Serial Number:	78567226	HIDDEN CITY GAMES
Serial Number:	77053644	HIDDEN CITY GAMES
Serial Number:	78540104	CLOUT FANTASY
Serial Number:	78561500	CLOUT FANTASY
Serial Number:	78569088	CLOUT FANTASY

CORRESPONDENCE DATA

Fax Number: (916)329-4900
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 916-447-9200
 Email: lpartmann@orrick.com, sdon@orrick.com
 Correspondent Name: Stacy E. Don; Thomas H. Zellerbach
 Address Line 1: 4 Park Plaza, Suite 1600

CH \$165.00 78544376

Address Line 2: Orrick, Herrington & Sutcliffe LLP
Address Line 4: Irvine, CALIFORNIA 92614-2558

ATTORNEY DOCKET NUMBER:	(HIDDEN CITY)/1640
NAME OF SUBMITTER:	Stacy E. Don
Signature:	/Stacy E. Don/
Date:	10/19/2007

Total Attachments: 5
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PLAN OF MERGER
Between
Hidden City Games, LLC, a Washington limited liability company, and
Hidden City Games, Inc., a Delaware corporation

This Plan of Merger is entered into by and between Hidden City Games, LLC, a Washington limited liability company ("HLLC"), and Hidden City Games, Inc., a Delaware corporation ("HCG"), and shall be effective as of 5:00 p.m. on August 10, 2007 (the "Effective Date").

1. HLLC shall be merged into HCG (the "Merger"), with HCG being the surviving corporation (the "Surviving Corporation").

2. Upon the Effective Date of the Merger, the separate existence of HLLC shall cease, and HCG shall become the owner of all the rights and property of HLLC and shall be subject to all its debts and liabilities.

3. The method of converting the units of HLLC into shares of HCG shall be as follows:

- (a) Each one (1) Unit of HLLC outstanding immediately prior to the Effective Date of this Plan of Merger shall be automatically converted into the right to receive ten (10) shares of Series A Preferred Stock of HCG;
- (b) Each one (1) Class E Unit of HLLC outstanding immediately prior to the Effective Date of this Plan of Merger and not subject to forfeiture shall be automatically converted into the right to receive ten (10) shares of common stock of HCG;
- (c) Upon the Effective Date of this Merger, all agreements between HLLC and its members concerning the Units and Class E Units, including, without limitation that certain Limited Liability Company Agreement of Hidden City Games, LLC, dated January 24, 2005, shall be null and void and of no further effect.

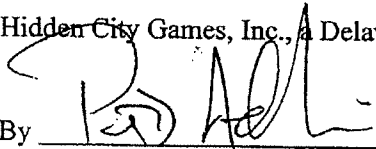
4. The terms and conditions of the merger are as follows:

- (a) The Certificate of Incorporation and Bylaws of the Surviving Corporation shall continue in full force and effect.

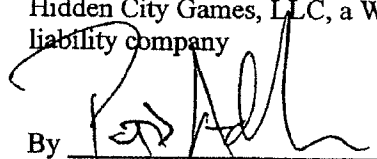
5. The directors of HLLC may, in their discretion, abandon the Merger, subject to the rights of third parties, without further action or approval by the unit holders of HLLC, at any time before the merger has been completed; and the directors of HCG may, in their discretion, abandon the Merger, subject to the rights of third parties, without further action or approval by the shareholders of HCG, at any time before the merger has been completed.

DATED this August 10, 2007.

Hidden City Games, Inc., a Delaware corporation

By 
Peter D. Adkison
Its: President

Hidden City Games, LLC, a Washington limited liability company

By 
Peter D. Adkison
Its: President

**ARTICLES OF MERGER
OF
HIDDEN CITY GAMES, LLC, a Washington limited liability company and
HIDDEN CITY GAMES, INC., a Delaware corporation**

Pursuant to RCW 25.15.405 of the Washington Limited Liability Company Act, HIDDEN CITY GAMES, Inc., a Delaware corporation (the "Corporation") and HIDDEN CITY GAMES, LLC, a Washington limited liability company ("HLLC") hereby adopt the following Articles of Merger.

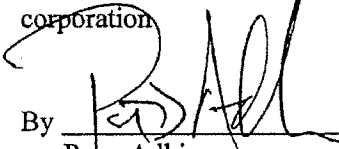
1. **Plan of Merger.** The Plan of Merger is attached to these Articles and is incorporated hereby by reference.

2. **Approval.** The merger was duly approved by the members of HLLC, pursuant to RCW 25.15.400. The Plan of Merger was duly approved by the stockholders of the Corporation pursuant to subsection (c) of Section 251 of the General Corporation Law of the State of Delaware.

DATED this 10th day of August, 2007.

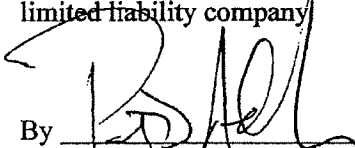
HIDDEN CITY GAMES, Inc., a Delaware
corporation

By


Peter Adkison
Its: President

HIDDEN CITY GAMES, LLC, a Washington
limited liability company

By


Peter Adkison
Its: President

CERTIFICATE OF MERGER

MERGING

HIDDEN CITY GAMES, LLC,
a Washington limited liability company

INTO

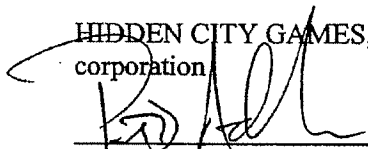
HIDDEN CITY GAMES, Inc.,
a Delaware corporation

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, hereby certifies that:

1. The name and state of organization of each of the constituent entities of the merger are as follows:
 - (i) Hidden City Games, LLC, which is a limited liability company organized in the State of Washington; and
 - (ii) Hidden City Games, Inc., which is incorporated in Delaware.
2. A Plan of Merger has been approved, adopted, certified, executed and acknowledged by Hidden City Games, Inc., in accordance with the provisions of subsection (c) of Section 251 of the General Corporation Law of the State of Delaware and the Plan of Merger has been adopted, by written consent, by the holders of at least fifty-percent (50%) of the outstanding Membership Interests of Hidden City Games, LLC entitled to vote thereon, pursuant to RCW 25.15.400(1) and the operating agreement of Hidden City Games, LLC.
3. The name of the surviving corporation in the merger is Hidden City Games, Inc., which will continue its existence as the surviving corporation under its present name upon the effective date of the merger pursuant to the provisions of the General Corporation Law of the State of Delaware.
4. The Certificate of Incorporation of Hidden City Games, Inc., as now in force and effect, shall continue to be the Certificate of Incorporation of the surviving corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.
5. The executed Plan of Merger is on file at the principal place of business of the surviving corporation. The address of the principal place of business of the surviving corporation is 120 Lakeside Ave., Suite 100, Suite 100, Seattle, Washington 98122.
6. A copy of the Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent entities.

IN WITNESS WHEREOF, Hidden City Games, Inc. has caused this Certificate to be signed by Peter Adkison, its President, this 10th day of August, 2007.

HIDDEN CITY GAMES, INC., a Delaware corporation



Peter Adkison
Its: President