

05-24-1999

RECORDATION FORM COVER SHEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

TRADEMARKS ONLY

5-17-99



101045747

Department of Patents and Trademarks: Please record the attached original documents or copy thereof.

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

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

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):

Name: Hasbro Interactive, Inc.
Internal Address: _____
Street Address: 1027 Newport Avenue
City: Pawtucket State: Rhode Island ZIP: 02862

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

If assignment 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) and addresses attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: December 22, 1998

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

75/292,474
75/292,388

Additional numbers attached? Yes No

B. Trademark Registration No.(s)

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

Name: Andrew P. Bridges/John L. Slafsky
Internal Address: _____
Wilson Sonsini Goodrich & Rosati
Professional Corporation
Street Address: 650 Page Mill Road
City: Palo Alto State: California ZIP: 94304

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41) \$ 65.00
 Enclosed
 Authorized to be charged to deposit account

If fee insufficient, please charge

8. Deposit account number:
23-2415 Attn.: 16923-900
(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.

John L. Slafsky 5-10-99
Name of Person Signing Signature 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 Patents & Trademarks, Box Assignments
Washington, D.C. 20231

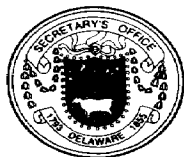
TRADEMARK
REEL: 001899 FRAME: 0947

State of Delaware
Office of the Secretary of State

PAGE 1

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 MERGER, WHICH MERGES:

"MICROPROSE, INC.", A DELAWARE 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 TWENTY-SECOND DAY OF DECEMBER, A.D. 1998, AT 9 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2569583 8100M

991015237

AUTHENTICATION:

DATE: 9520489

01-13-99

TRADEMARK
REEL: 001899 FRAME: 0948

CERTIFICATE OF MERGER
OF
MICROPROSE, INC.
AND
HASBRO INTERACTIVE, INC.

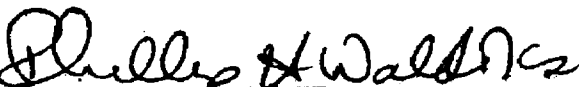
It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:
 - (i) MicroProse, Inc., which is incorporated under the laws of the State of Delaware; and
 - (ii) Hasbro Interactive, Inc., which is incorporated under the laws of the State of Delaware.
2. An Agreement of Merger has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 251 of the General Corporation Law of the State of Delaware.
3. The name of the surviving corporation in the merger herein certified is Hasbro Interactive, Inc., which will continue its existence as said surviving corporation under its present name upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.
4. The Certificate of Incorporation of Hasbro Interactive, Inc., as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.
5. The executed Agreement of Merger between the aforesaid constituent corporations is on file at an office of the aforesaid surviving corporation, the address of which is as follows: 1027 Newport Avenue, Pawtucket, Rhode Island, 02862.
6. A copy of the aforesaid Agreement of Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any stockholder of each of the aforesaid constituent corporations.

7. The Agreement of Merger between the aforesaid constituent corporations provides that the merger herein certified shall be effective on December 28, 1998.

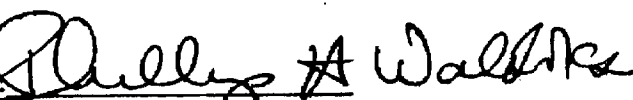
Dated: December 21, 1998

Hasbro Interactive, Inc.

By: 
Phillip H. Wald
Senior Vice President-Corporate
Legal Affairs and Secretary

Dated: December 21, 1998

MicroProse, Inc.

By: 
Phillip H. Wald
Senior Vice President-Corporate
Legal Affairs and Secretary

d:\documents\mpcertificate of merger.doc

Box Assignment Branch - Fee
Commissioner of Patents & Trademarks
May 10, 1999
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Also enclosed is a check made payable to the "Commissioner of Patents and Trademarks" in the amount of \$65.00 for the recording of the merger. The Commissioner is authorized to charge any additional fees which may be required, including extension fees, or credit any overpayment to Deposit Account No. 23-2415 ATTN: 16923-900.

Please return the merger recordation papers with the stamped reel and frame numbers to me at the address shown below and please take note that all correspondence regarding the recordation of the merger and the related applications should be directed to:

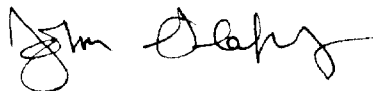
Andrew P. Bridges
John L. Slafsky
Wilson Sonsini Goodrich & Rosati
Professional Corporation
650 Page Mill Road
Palo Alto, CA 94304
(650) 493-9300

I would appreciate your acknowledging receipt of the enclosed Certificate of Merger of MicroProse, Inc. and Hasbro Interactive, Inc., executed Recordation Form Cover Sheet, and check in the amount of \$65.00 for filing fees by stamping the enclosed post card with the date received and returning it to me.

Thank you for your attention to this matter.

Very truly yours,

WILSON SONSINI GOODRICH & ROSATI
Professional Corporation



John L. Slafsky

JLS:dce

Enclosures

cc: Andrew P. Bridges (w/encl.)