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OMB No. 0651-0011 (Rev. 4/94)

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To the Honorable Commissioner of Patents and Trademarks, please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Rhythm & Hues Studios, Inc.
5404 Jandy Place
Los Angeles, C.A. 90066

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

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

2. Name and address of receiving party(ies)

Name: Enix Corporation

Internal Address: _____

Street Address: 4-31-8 Yoyogi Shibuya-Ku

City: Tokyo State: Japan ZIP: 151-8574

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

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)

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: January 4, 1999

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

A. Trademark Application No.(s)

75/182,021

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

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

Name: Lois R. Fishman, Esq.

Internal Address: Suite 650

Neff Law Group, LLP

Street Address: 21515 Hawthorne Blvd

City: Torrance State: CA ZIP: 90503

6. Total number of applications and registrations involved: _____

7. Total fee (37 CFR 3.41).....\$ 0

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: _____

(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.

Lois R. Fishman
Name of Person Signing

Lois R. Fishman
Signature

June 15, 1999
Date

Total number of pages including cover sheet, attachments, and document: _____

**TRADEMARKS RECORDATION FORM
CONTINUATION SHEET**

Marks Involved: 75/182,201

2. Name and address of receiving parties

- b) Rhythm & Hues Studios, Inc.
5404 Jandy Place
Los Angeles, CA 90066

A California Corporation



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To the Honorable Commissioner c

e attached original documents or copy thereof.

1. Name of conveying party(ies):

Rhythm & Hues Studios, Inc.
5404 Jandy Place
Los Angeles, CA 90066

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State California
- Other

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: January 4, 1999

2. Name and address of receiving party(ies)

Name: Enix Corporation

Internal Address: _____

Street Address: 4-31-8 Yayoi Shibuya-Ku

City: Tokyo State: Japan ZIP: 151-8544

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other Japanese Corporation

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)

Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

75/182,022

75/182,201

B. Trademark Registrat



02-24-1999

U.S. Patent & TMO/TM Mail Rcpt Dt. #70

Additional numbers attached? Yes No

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

Name: Lois R. Fishman, Esq.

Internal Address: Suite 450

Neff Law Group, L.P.

Street Address: 21515 Hawthorne Blvd.

City: Torrance State: CA ZIP: 90503

2/1999 DNGUYEN 00000222 75182022

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41).....\$ 65.00

- Enclosed
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8. Deposit account number:

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C:481 40.00 OP
C:482 25.00 OP

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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.

Lois R. Fishman

Name of Person Signing

Lois R. Fishman

Signature

Feb. 19, 1999

Date

Total number of pages including cover sheet, attachments, and document: 7

**TRADEMARKS RECORDATION FORM
CONTINUATION SHEET**

Marks Involved: 75/182,022; 75/182,201

2. Name and address of receiving parties

b) Rhythm & Hues Studios, Inc.
5404 Jandy Place
Los Angeles, CA 90066

A California Corporation

ASSIGNMENT OF TRADEMARKS

AND

THE UNITED STATES TRADEMARK APPLICATIONS

THEREFOR

WHEREAS, Rhythm & Hues Studios, Inc., a California corporation with its principal place of business at 5404 Jandy Place, Los Angeles, California 90066, U.S.A. (hereinafter referred to as "ASSIGNOR") owns all rights, title and interest in and to the trademark(s) and the pending United States trademark applications identified below and in Exhibit A attached hereto (hereafter the "Marks" and "Applications," respectively), along with the goodwill of the business appurtenant to the Marks:

<u>Mark</u>	<u>Application Serial No.</u>	<u>Notice of Allowance Date</u>
EGGS OF STEEL	75/182,022	06/30/1998
CHARLIE TAKANITE	75/182,201	11/25/1997

WHEREAS, as a consequence of that certain agreement with Enix Corporation, a Japanese corporation having a principal place of business at 4-31-8 Yoyogi, Shibuya-Ku, Tokyo 151, Japan (hereinafter referred to as "ASSIGNEE") regarding acquisition of rights in and financing of a digital electronic game software product known to the parties as "Eggs of Steel" (the "Game"), ASSIGNOR desires to assign to ASSIGNEE an undivided one-half (50%) interest in the Game, encompassing any intellectual property rights therein, including but not limited to the Marks and Applications adopted and used in connection with the Game and certain characters therein as well as a portion of ASSIGNOR's business as it relates to the Game; and

WHEREAS, ASSIGNOR and ASSIGNEE jointly desire that the records of the United States Patent and Trademark Office will fully and completely reflect the proper ownership in and to the Marks and Applications and any U.S. registrations that will issue therefrom, and the attendant goodwill symbolized thereby.

NOW, THEREFORE, TO WHOM IT MAY CONCERN, be it known that for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, ASSIGNOR does hereby sell, assign, and transfer its right, interest and title in the Marks and Applications as follows:

- Unto ASSIGNEE, its successors, assigns and legal representatives, an undivided one-half (50%) right, title and interest in and to the Marks and Applications identified hereinabove, and the attendant goodwill symbolized thereby, as well as a portion of ASSIGNOR's business relating to the Game to which the Marks pertain; and
- Unto ASSIGNOR, its successors, assigns and legal representatives, an undivided one-half (50%) right, title and interest in and to the Marks and Applications identified hereinabove, and the attendant goodwill symbolized thereby, as well as a portion of ASSIGNOR's business relating to the Game to which the Marks pertain.

Further, ASSIGNOR hereby agrees that it will record this instrument of assignment with the United States Patent and Trademark Office so as to establish ASSIGNEE and ASSIGNOR as co-owners of record of the Mark(s) and Application(s).

ASSIGNOR further agrees to execute and have executed all other documents of any kind whatsoever, and to provide whatever information may be required, to carry out the terms and intent of this Assignment for and at the request of ASSIGNEE. Any costs attendant on such recordation and any costs arising from subsequent transactions with the U.S. Patent and

Trademark Office in connection with the Applications, shall be borne equally by ASSIGNOR and ASSIGNEE.

IN WITNESS WHEREOF, ASSIGNOR has caused this instrument to be executed by a duly authorized corporate officer on the date indicated below.

RHYTHM & HUES STUDIOS, INC.

DATED: 4 January, 1999


By: 
Pauline Ts'o
Vice President

EXHIBIT A

Mark	U.S. Trademark Application	Class	Goods
EGGS OF STEEL	Serial No. 75/182022	9	Computer game tapes and computer game programs featuring an animated character; computer game instruction manuals sold as unit therewith.
CHARLIE TAKANITE	Serial No. 75/182021	9	Motion picture films featuring animated characters; prerecorded videotape cassettes featuring animated characters; video games cartridges featuring animated characters; computer game tapes and computer game programs featuring an animated character; computer game instruction manuals sold as unit therewith.
		25	T-shirts and Caps



**UNITED STATES DEPARTMENT OF COMMERCE
Patent and Trademark Office**

ASSISTANT SECRETARY AND COMMISSIONER
OF PATENTS AND TRADEMARKS
Washington, D.C. 20231

JUNE 03, 1999

PTAS

NETT LAW GROUP. L.L.P.
LOIS R. FISHMAN, ESQ.
21515 HAWTHORNE BLVD.
TORRANCE, CA 90503



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UNITED STATES PATENT AND TRADEMARK OFFICE
NOTICE OF RECORDATION OF ASSIGNMENT DOCUMENT

THE ENCLOSED DOCUMENT HAS BEEN RECORDED BY THE ASSIGNMENT DIVISION OF THE U.S. PATENT AND TRADEMARK OFFICE. A COMPLETE MICROFILM COPY IS AVAILABLE AT THE ASSIGNMENT SEARCH ROOM ON THE REEL AND FRAME NUMBER REFERENCED BELOW.

PLEASE REVIEW ALL INFORMATION CONTAINED ON THIS NOTICE. THE INFORMATION CONTAINED ON THIS RECORDATION NOTICE REFLECTS THE DATA PRESENT IN THE PATENT AND TRADEMARK ASSIGNMENT SYSTEM. IF YOU SHOULD FIND ANY ERRORS OR HAVE QUESTIONS CONCERNING THIS NOTICE, YOU MAY CONTACT THE EMPLOYEE WHOSE NAME APPEARS ON THIS NOTICE AT 703-308-9723. PLEASE SEND REQUEST FOR CORRECTION TO: U.S. PATENT AND TRADEMARK OFFICE, ASSIGNMENT DIVISION, BOX ASSIGNMENTS, CG-4, 1213 JEFFERSON DAVIS HWY, SUITE 320, WASHINGTON, D.C. 20231.

RECORDATION DATE: 02/24/1999

REEL/FRAME: 1872/0211
NUMBER OF PAGES: 6

BRIEF: ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

ASSIGNOR:

RHYTHM & HYES STUDIOS, INC.

DOC DATE: 01/04/1999
CITIZENSHIP: CALIFORNIA
ENTITY: CORPORATION

ASSIGNEE:

RHYTHM & HUES STUDIOS, INC.
5404 JANDY PLACE
LOS ANGELES, CALIFORNIA 90066

CITIZENSHIP: CALIFORNIA
ENTITY: CORPORATION

ASSIGNEE:

ENIX CORPORATION
4-31-8 YOYOGI SHIBUYA-KU
TOKYO, JAPAN 151-8544

CITIZENSHIP: JAPAN
ENTITY: CORPORATION

APPLICATION NUMBER: 75182022
REGISTRATION NUMBER:

FILING DATE: 10/16/1996
ISSUE DATE:

MARK: EGGS OF STEEL

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

RECORDED: 06/21/1999

TRADEMARK
REEL: 001965 FRAME: 0627