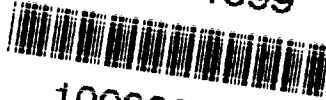


03-09-1999



100982596

RECORDATION FURTHER INFORMATION
TRADEMARKS ONLY

HEET

MLR
3/3/99

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type		Conveyance Type	
<input checked="" type="checkbox"/> New	<input type="checkbox"/> Resubmission (Non-Recordation) Document ID # _____	<input type="checkbox"/> Assignment	<input type="checkbox"/> License
<input type="checkbox"/> Correction of PTO Error Reel # _____ Frame # _____	<input type="checkbox"/> Corrective Document Reel # _____ Frame # _____	<input type="checkbox"/> Security Agreement	<input checked="" type="checkbox"/> Nunc Pro Tunc Assignment
		<input type="checkbox"/> Merger	Effective Date Month Day Year 12311997
		<input type="checkbox"/> Change of Name	
		<input type="checkbox"/> Other _____	

Conveying Party Mark if additional names of conveying parties attached

Name Crystal-Dynamics (Antilles) N.V. Execution Date
Month Day Year _____

Formerly _____

Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Netherlands

Receiving Party Mark if additional names of receiving parties attached

Name Crystal Dynamics, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 64 Willow Place

Address (line 2) _____

Address (line 3) Menlo Park CA 94025
City State/Country Zip Code

Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Corporation Association

Other _____

Citizenship/State of Incorporation/Organization California

03/08/1999 DNGUYEN 00000186 2113087
01 FC:481 40.00 OP
02 FC:482 500.00 OP

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231
TRADEMARK
REEL: 1865 FRAME: 0347

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text" value="74649658"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="74649492"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="2113087"/>	<input type="text" value="2027967"/>	<input type="text" value="2048931"/>
<input type="text" value="2074572"/>	<input type="text" value="2149756"/>	<input type="text" value="2111059"/>
<input type="text" value="2166622"/>	<input type="text" value="2076505"/>	<input type="text" value="2151115"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Tsan Merritt-Poree

Tsan Merritt-Poree s/mly

2-26-99

Name of Person Signing

Signature

Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

FORM PTO-1618C
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date

Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from the Assignment.)

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>
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1863263	<input type="text"/>	<input type="text"/>

EXHIBIT A

Mark	Registration/Serial Number
DESIGN ONLY (GEX)	2,113,087
GEX	2,074,572
GEX	2,166,622
GEX	2,027,967
BLOOD OMEN: LEGACY OF KAIN	2,149,756
PANDEMONIUM	2,076,505
SLAM'N JAM	2,048,931
CRYSTAL DYNAMICS	2,111,059
DESIGN ONLY (GEX)	74/649,658
DESIGN ONLY (GEX)	74/649,492
DESIGN ONLY (GEX)	2,151,115
CRYSTAL DYNAMICS	2,142,980
THE HORDE	1,934,903
OFF-WORLD INTERCEPTOR	1,957,105
THE HORDE	1,861,422
PANDEMONIUM! ADVENTURES IN TABLOID WORLD AND DESIGN	1,906,656
TOTAL ECLIPSE	1,856,344
CRASH'N BURN	1,863,263
CRASH'N BURN	1,867,533
CRYSTAL DYNAMICS	1,860,314
CRYSTAL DYNAMICS	1,864,324

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81K_01!.DOC
022599/1818

ASSIGNMENT NUNC PRO TUNC

WHEREAS, Crystal-Dynamics (Antilles) N.V., a Netherlands Antilles corporation, having its principal offices at P.O. Box 3889, 6, John B. Gorisreaweg, Curacao, AN (Netherland Antilles), registered and filed applications for the marks listed on the attached Exhibit A with the United States Patent and Trademark Office; and

WHEREAS, registrant/applicant assigned the marks in the above-identified application, including that portion of the business thereof to which the marks pertain as required by 15 U.S.C. §1060;

WHEREAS, Crystal-Dynamics, Inc., a California corporation, having its principal offices at 64 Willow Place, Menlo Park, CA 94025, the successor of the portion of the ongoing and existing business to which the marks pertain, was desirous of acquiring said trademarks and the pending intent-to-use applications therefor;

WHEREAS, said Crystal-Dynamics (Antilles) N.V. assigned to Crystal-Dynamics, Inc. and was fully cognizant of the aforementioned assignment, effective December 31, 1997 and that this nunc pro tunc assignment is being executed now in order to clarify the ownership of the U.S. trademark applications and registrations, and to confirm that Crystal-Dynamics (Antilles) N.V. did assign to Crystal-Dynamics, Inc. all rights title and interest in and to the said marks attached hereto as Exhibit A, together with the goodwill of the business symbolized by the marks.

Crystal-Dynamics (Antilles) N.V.

Dated: 2/25/99

By: 
Rob Dyer
President