

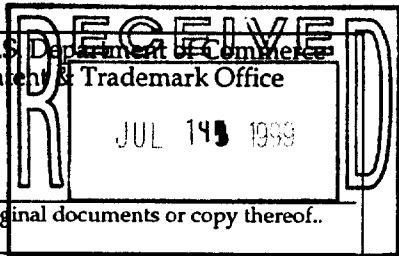
07-22-1999



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U.S. Department of Commerce
Patent & Trademark Office

NET



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

ME 7-14-99

1. Name of conveying party(ies)

(a) MIDWAY GAMES INC.

(b)

- Individual(s)
- General Partnership
- Corporation- Delaware
- Other

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

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

Name: MIDWAY AMUSEMENT GAMES, LLC

Internal Address:

Street Address: 3401 N. California Ave.

City: Chicago State: IL Zip: 60618

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-
- Other limited liability company of Delaware

If assignee is not domiciled in the U.S., domestic representative designation is attached: yes no

3. Nature of conveyance:

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

Execution Date: July 14, 1999

See attached list

(Designations must be a separate document from assignment)

Additional name(s) attached? Yes No

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

A. Trademark Application No.(s)

See attached Schedule A

B. Trademark registration No.(s)

See attached Schedule A

Additional number attached? Yes No

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

Name: Donald C. Knapp, Jr.

Internal Address: 3401 N. California Ave.

Street Address:

City: Chicago State: Illinois Zip: 60618

6. Total number of applications and registrations involved: 149

7. Total fee (37 CFR 3.41): \$1240.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number: 50-0522

(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 true copy of the original document.

Donald C. Knapp, Jr.

Name of Person Signing

Signature

7/14/99

Date

Total number of pages including cover sheet, attachments, and document: 9

07/21/1999 DNGUYEN 00000366 500522 75501598

01 FC:481 40.00 CH
02 FC:482 3700.00 CH

TRADEMARK
REEL: 001925 FRAME: 0894

SCHEDULE A**APPLICATIONS**

	<u>Mark</u>	<u>Serial No.</u>	<u>Filing Date</u>
1.	BARRON LUDWIG VON TOKKENTAKKER	75/501,598	06/12/98
2.	BLASTER	75/228,650	01/21/97
3.	BRAIN SCAN	75/201,409	11/21/96
4.	CAP'N CHUNDER	75/518,613	07/14/98
5.	CARNEVIL	75/978,450	09/16/96
6.	CARNEVIL	75/166,988	09/16/96
7.	CRYSTAL BALLS	75/523,074	07/21/98
8.	DEFENDER X	75/169,284	09/20/96
9.	DIAMONDBACK	75/468,779	04/16/98
10.	DOMINO PLUS	75/248,234	02/26/97
11.	DOUBLE CHEESE	75/280,648	04/24/97
12.	DR. MALCOLM BRYANT	75/691,498	04/26/99
13.	EVIL MARIE	75/509,194	06/26/98
14.	EYE-CLOPS	75/509,284	06/26/98
15.	FLAPJACK	75/497,873	06/08/98
16.	FLIGHT DECK	75/437,516	02/20/98
17.	FUJIN	75/348,914	08/29/97
18.	GO WILD	75/434,653	02/17/98
19.	GORO	75/238,067	02/07/97
20.	GUILLOTEENS	75/519,181	07/15/98
21.	HAMBONE	75/478,838	05/04/98
22.	HIGH IMPACT	75/422,369	01/20/98
23.	HIT THE ICE	75/422,368	01/20/98
24.	INVASION: THE ABDUCTORS	75/489,000	05/21/98
25.	JAREK	75/348,912	08/29/97
26.	JATAAKA	75/316,401	06/27/97
27.	JOHNNY CAGE	75/238,063	02/07/97
28.	JONAS	75/691,496	04/26/99
29.	JOUST X	75/169,290	09/20/96
30.	JUNIOR	75/489,002	05/21/98
31.	JUNKY LO	75/691,497	04/26/99
32.	KAI	75/348,913	08/29/97
33.	KANO	75/238,068	02/07/97
34.	KITANA	75/679,793	04/09/99
35.	KOMBAT KLUB	74/608,455	12/08/94
36.	KRAMPUS	75/519,177	07/15/98
37.	KUNG LAO	75/592,845	11/20/98
38.	LIU KANG	75/978,359	02/07/97

TRADEMARK**REEL: 001925 FRAME: 0895**

	<u>Mark</u>	<u>Serial No.</u>	<u>Filing Date</u>
39.	LIU KANG	75/238,064	02/07/97
40.	LO PHAT	75/691,494	04/26/99
41.	MAHKI	75/652,514	03/03/99
42.	MAHKI	75/724,567	06/09/99
43.	MIDWAY AND DESIGN	75/188,693	10/28/96
44.	MIDWAY RACING LOGO	75/287,327	05/06/97
45.	MIDWAY USA FAMILY FUN ZONE	75/440,565	02/25/98
46.	MIRROR, MIRROR	75/520,727	07/17/98
47.	MUERTITO	75/508,714	06/25/98
48.	NAPOLEON BLOWN-APART	75/480,210	05/06/98
49.	NARC	75/639,242	02/08/99
50.	NIGHTWOLF	74/728,012	09/12/95
51.	NIK-NAK THE SPIDER MONKEY	75/489,329	05/21/98
52.	NO FACE	75/691,499	04/26/99
53.	NO NECK	75/691,975	04/26/99
54.	PESTER THE JESTER	75/501,595	06/12/98
55.	PRIZE QUEST	75/520,728	07/17/98
56.	QUAN CHI	75/316,403	06/27/97
57.	RAMPAGE	75/592,846	11/20/98
58.	RAMPAGE WORLD TOUR & DES	75/221,495	01/06/97
59.	REIKO	75/386,881	11/07/97
60.	REPTILE	74/624,669	01/23/95
61.	RIPSTICK	75/590,020	11/17/98
62.	SAREENA	75/316,402	06/27/97
63.	SHANG TSUNG		
64.	SHEEVA	74/728,010	09/12/95
65.	SHELL SHOCK	75/306,338	06/10/97
66.	SHINNOK	75/316,449	06/27/97
67.	SO WHO ARE YOU PLAYING WITH?	75/586,019	11/10/98
68.	SONYA BLADE	75/238,065	02/07/97
69.	SUB-ZERO	75/549,655	09/08/98
70.	SUB-ZERO AND DESIGN	74/802,672	04/25/94
71.	TANYA SKINNER	75/366,192	10/01/97
72.	TAPPER	75/228,651	01/21/97
73.	TASSIA	75/691,495	04/26/99
74.	THE HUMAN FLY	75/509,195	06/26/98
75.	THE MIDWAY	75/394,907	11/24/97
76.	THE MIDWAY MAGAZINE & DES.	75/647,785	02/25/99
77.	TIMES SQUARE	75/648,264	02/25/99
78.	TOUCH OF FAME	75/520,749	07/17/98
79.	UMLAUT	75/519,176	07/15/98
80.	UPLIFT	75/648,253	02/25/99

TRADEMARK

REEL: 001925 FRAME: 0896

	<u>Mark</u>	<u>Serial No.</u>	<u>Filing Date</u>
81.	VIEWFINDER	75/724,270	06/08/99
82.	WILD SLIDE	75/520,576	07/17/98
83.	WIZARD OF WOR	75/650,095	03/01/99
84.	XENOPHOBE	75/592,847	11/20/98
85.	ZAP 'EM	75/523,073	07/21/98

REGISTRATIONS

	<u>Mark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
1.	3 AND DRAGON DESIGN	2023651	12/17/96
2.	3 PEAK	2246706	05/18/99
3.	5 STAR GENERAL	2155630	05/05/98
4.	ARCH RIVALS	1583795	02/20/90
5.	BARAKA	1941203	12/12/95
6.	BLAST 'EM	2159607	05/19/98
7.	BLITZ	2206268	11/24/98
8.	BLITZ	2215166	12/29/98
9.	BUBBLES AND DESIGN	1281697	06/12/84
10.	DEFENDER	1288008	07/31/84
11.	DRAGON DESIGN	1912104	08/15/95
12.	DRAGON DESIGN	1883678	03/14/95
13.	HOT HOOPS	2162762	06/02/98
14.	JADE	1977925	06/04/96
15.	JAX	1942844	12/19/95
16.	JOHNNY CAGE	2161649	06/02/98
17.	JOUST (STYLIZED)	1260101	12/06/83
18.	KANO	2125756	12/30/97
19.	KICK CHAMPION	2239783	04/13/99
20.	KINTARO	1979399	06/11/96
21.	KITANA	2056405	04/22/97
22.	KUNG LAO	2003777	09/24/96
23.	LIU KANG	2161650	06/02/98
24.	MIDWAY	1639198	03/26/91
25.	MIDWAY AND DESIGN	2185156	08/25/98
26.	MIDWAY AND DESIGN	2215528	12/29/98
27.	MIDWAY SPORTS EXCLUSIVE	2008956	10/15/96
28.	MILEENA	2041480	02/25/97
29.	MK3 AND DRAGON DESIGN	2028633	01/07/97
30.	MORTAL KOMBAT	1912102	08/15/95
31.	MORTAL KOMBAT	2080146	07/15/97
32.	MORTAL KOMBAT	1920577	09/19/95
33.	MORTAL KOMBAT	1951720	01/23/96
34.	MORTAL KOMBAT	1764671	04/13/93
35.	NARC AND DESIGN	1566124	11/14/89
36.	NOOB SAIBOT	1977924	06/04/96
37.	OPEN ICE	2007076	10/08/96
38.	POOL SHARK	1628465	12/18/90
39.	RAMPAGE	2133725	02/03/98
40.	RAYDEN AND DESIGN	2070177	06/10/97
41.	REPTILE	2041479	02/25/97

TRADEMARK**REEL: 001925 FRAME: 0898**

	<u>Mark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
42.	REV X	1926571	10/10/95
43.	REVOLUTION X	1901268	06/20/95
44.	ROBOTRON X	2164623	06/09/98
45.	ROBOTRON: 2084	1240987	06/07/83
46.	ROYAL QUEST	2151427	04/14/98
47.	SHANG TSUNG	1979392	06/11/96
48.	SHAO KAHN	1977927	06/04/96
49.	SINISTAR	1282636	06/19/84
50.	SMOKE	1977926	06/04/96
51.	SONYA BLADE	2161648	06/02/98
52.	SPY HUNTER	1764664	04/13/93
53.	STRIP SEARCH	2239757	04/13/99
54.	TARGET 21	2162761	06/02/98
55.	TOUCH KEY	2243832	05/04/99
56.	TOUCH MASTER	2110354	11/04/97
57.	TOUCHMASTER LOGO	2182790	08/18/98
58.	TRI-SPORTS	1630983	01/08/91
59.	TRIPLE ELEVENS	2151428	04/14/98
60.	WARGODS	2012813	10/29/96
61.	WATCH YOUR @#&*!ING LANGUAGE	2209764	12/08/98
62.	WAVE NET	2234459	03/23/99
63.	WORDZ	2161091	05/26/98
64.	XENOPHOBE	1489194	05/28/88

TRADEMARK

REEL: 001925 FRAME: 0899

TRADEMARK ASSIGNMENT

MIDWAY GAMES INC., a corporation of the State of Delaware, having a place of business at 3401 N. California Avenue, Chicago, Illinois (herein "Assignor"), has adopted and has used in its business the trademarks attached to this Agreement on Schedule A which are either applied for or registered in the United States Patent and Trademark Office (the "Marks"); and

MIDWAY AMUSEMENT GAMES, LLC, a limited liability company of Delaware, having a place of business at 3401 N. California Avenue, Chicago, Illinois (herein "Assignee"), desires to acquire said marks and registrations and all of Assignor's goodwill associated with and symbolized by the said Marks.

NOW, THEREFORE, To All Whom It May Concern, be it known that for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged Assignor does hereby sell, assign, transfer, and convey to Assignee its entire right, title, and interest in and to the said Marks and any and all registrations thereof. The said sale, transfer, assignment, and conveyance includes all the goodwill of the business of Assignor associated with and symbolized by the said Marks.

IN WITNESS WHEREOF, Assignor has executed this Trademark Assignment as of July 14, 1999.

MIDWAY GAMES INC.

By:



Orrin J. Edidin

Vice President and Secretary