

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

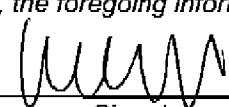
<p>1. Name of conveying party: NINTENDO OF AMERICA, INC.</p> <p> <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation - State <u>WASHINGTON</u> <input type="checkbox"/> Other _____ </p> <p>Additional names of conveying parties attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party:</p> <p>Name: <u>RARE LIMITED</u></p> <p>Internal Address: _____</p> <p>Street Address: <u>MANOR PARK, TWYCROSS, NR. ATHERSTONE, WARKS, UNITED KINGDOM CV9 3QN</u></p> <p> <input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation - State _____ <input checked="" type="checkbox"/> Other <u>UNITED KINGDOM LIMITED COMPANY</u> </p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from Assignment)</p> <p>Additional name(s) & address(es) attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
--	---

<p>3. Nature of conveyance:</p> <p><input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger</p> <p><input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name</p> <p><input type="checkbox"/> Other _____</p> <p>Execution Dates:</p> <p>1) <u>November 6, 2002</u> 3) _____ 2) _____ 4) _____</p>	<p> <input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation - State _____ <input checked="" type="checkbox"/> Other <u>UNITED KINGDOM LIMITED COMPANY</u> </p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from Assignment)</p> <p>Additional name(s) & address(es) attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
--	--

<p>4. Application number(s) or registration number(s):</p>	
<p>A. Trademark Application No(s).</p> <p style="text-align: right;">Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>B. Trademark Registration No(s).</p> <p>2,215,380 1,525,909 2,456,046 1,953,686</p> <p style="text-align: right;">Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Seed Intellectual Property Law Group PLLC</u></p> <p>Internal Address: <u>WILLIAM O. FERRON, JR.</u></p> <p>Street Address: <u>701 Fifth Avenue, Suite 6300</u></p> <p>City: <u>Seattle</u> State: <u>WA</u> ZIP: <u>98104-7092</u></p>	<p>6. Total number of applications and registrations involved..... <u>4</u></p> <p>7. Total Fee (37 CFR 3.41): <u>\$115.00</u></p> <p><input type="checkbox"/> Enclosed</p> <p><input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number:</p> <p><u>19-1090</u></p> <p>(Attach duplicate copy of this page if paying by deposit account)</p>
--	---

DO NOT USE THIS SPACE

<p>9. Statement and signature. <i>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.</i></p>		
<p><u>WILLIAM O. FERRON, JR.</u> Name of Person Signing</p>	<p> Signature</p>	<p><u>6/10/03</u> Date</p>
<p>Total number of pages including cover sheet, attachments, and document: <u>7</u></p>		

D:\NrpPort\NManage\TARAA\376388_1.DOC

CH \$115.00 191090 2215380

**ASSIGNMENT OF REGISTERED TRADEMARK
UNITED STATES**

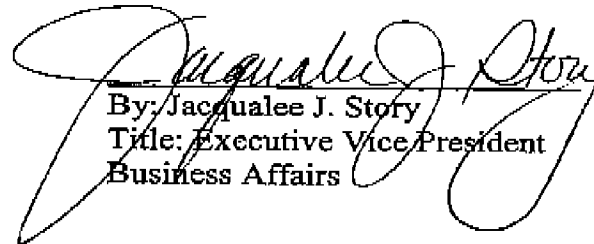
WHEREAS, Nintendo of America Inc., a Washington corporation, having the business address of 4820 - 150th Avenue NE, Redmond, Washington 98052 (hereinafter the "Assignor"), adopted and used the marks identified in Attachment A.

WHEREAS, Rare Limited, a United Kingdom limited company, having the business address of Manor Park, Twycross Nr. Atherstone, Warks., United Kingdom CV9 3QN (hereinafter the "Assignee"), wants to acquire said marks and the registrations thereof;

NOW, THEREFORE, for sufficient, good, and valuable consideration, the receipt of which is hereby acknowledged, Assignor does hereby sell, assign and transfer unto Assignee its entire right and title to and interest in said trademarks and said registrations, together with the goodwill of the business associated with the trademarks.

Executed at Redmond, Washington, this 6th day of November, 2002.

Nintendo of America Inc.


By: Jacqualee J. Story
Title: Executive Vice President
Business Affairs

Attachment A to Assignment
United States

Mark	Registration No.	Registration Date
BANJO-KAZOOIE	2,215,380	December 29, 1998
BANJO-TOOIE	2,456,046	May 29, 2001
KILLER INSTINCT	1,953,686	January 30, 1996
R.C. PRO-AM	1,525,909	February 21, 1989

JEN/BMG:jc

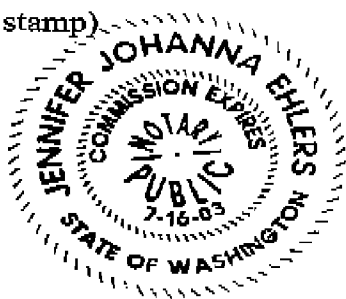
NOTARIAL CERTIFICATE

STATE OF WASHINGTON)
) ss.
 COUNTRY OF KING)
)
 UNITED STATES OF AMERICA)

On this 6th day of November, 2002, before me, the undersigned, a Notary Public in and for the State of Washington, duly commissioned and sworn, personally appeared Jacqualee J. Story, to me known to be the person who signed as Executive Vice President, Business Affairs of Nintendo of America Inc., the corporation that executed the within and foregoing instrument, and acknowledged said instrument to be the free and voluntary act and deed of said corporation for the uses and purposes therein mentioned, and on oath stated that they were duly elected, qualified and acting as said officers of the corporation, that they were authorized to execute said instrument and that the seal affixed, if any, is the corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year first above written.

(Seal or stamp)



Jennifer Johanna Ehlers
 NOTARY PUBLIC
 My appointment expires July 16, 2003

Mark	Registration No.	Registration Date
BANJO-KAZOOIE	2,215,380	December 29, 1998
BANJO-TOOIE	2,456,046	May 29, 2001
KILLER INSTINCT	1,953,686	January 30, 1996
R.C. PRO-AM	1,525,909	February 21, 1989