

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Namco Hometek Inc.		12/22/2005	CORPORATION: DELAWARE

<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	Namco Bandai Games America Inc.
<b>Street Address:</b>	5551 Katella Avenue
<b>City:</b>	Cypress
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	90630
<b>Entity Type:</b>	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 16**

Property Type	Number	Word Mark
Serial Number:	78447786	CARTEL
Registration Number:	2730531	DEAD TO RIGHTS
Serial Number:	78444424	ELITE
Serial Number:	78447787	KARTEL
Registration Number:	2855327	KILL SWITCH
Serial Number:	78598361	REAL TIME CONFLICT
Serial Number:	78614283	REAL TIME CONFLICT: SHOGUN EMPIRES
Serial Number:	78563852	REBELSTAR: TACTICAL COMMAND
Serial Number:	78516397	SHOGUN WARRIOR: THE LOST ARMY
Serial Number:	78598367	SHOGUN WARRIOR: REAL TIME CONFLICT
Serial Number:	78521751	SIGMA STAR SAGA
Serial Number:	78614961	SPACESTATION TYCOON
Serial Number:	78304249	SRS
Serial Number:	78516399	STAR BANDITS

CH \$415.00 78447786

Registration Number:	3000756	LANARK
Serial Number:	78793425	ULTIMATE NINJA

**CORRESPONDENCE DATA**

Fax Number: (303)296-5310  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 303-298-5700  
Email: ptodenver@gibsondunn.com  
Correspondent Name: Peter F. Weinberg  
Address Line 1: 1801 California Street, Suite 4200  
Address Line 4: Denver, COLORADO 80202

ATTORNEY DOCKET NUMBER:	66560-00001
NAME OF SUBMITTER:	Peter F. Weinberg
Signature:	/Peter F. Weinberg/
Date:	03/16/2006

**Total Attachments: 3**  
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# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, 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:

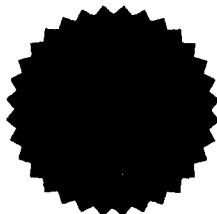
"BANDAI GAMES, INC.", A CALIFORNIA CORPORATION,  
WITH AND INTO "NAMCO HOMETEK INC." UNDER THE NAME OF "NAMCO BANDAI GAMES AMERICA INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2005, AT 2:20 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FOURTH DAY OF JANUARY, A.D. 2006, AT 12 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

2605011 8100M

051062137



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 4405361

DATE: 12-27-05

TRADEMARK  
REEL: 003270 FRAME: 0304

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 02:30 PM 12/27/2005  
FILED 02:20 PM 12/27/2005  
SRV 051062137 - 2605011 FILE

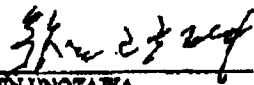
### CERTIFICATE OF MERGER OF BANDAI GAMES INC.

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporations executed the following Certificate of Merger:

1. The name of the surviving corporation is NAMCO HOMETEK INC., a Delaware corporation, and the name of the corporation being merged into this surviving corporation is BANDAI GAMES INC., a California corporation.
2. The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by BANDAI GAMES INC., a California corporation and NAMCO HOMETEK, INC. a Delaware corporation, in accordance with the General Corporate Law of the State of California, and pursuant to Title 8, Section 252 of the General Corporate Law of the State of Delaware.
3. The merger shall be effective January 4, 2006 at exactly 12:00 p.m.
4. The name of the surviving corporation is NAMCO HOMETEK INC.
5. The pre-existing Certificate of Incorporation of NAMCO HOMETEK INC. will be the Certificate of Incorporation for the surviving corporation with the following amendment:
  - a. Article I of the Certificate of Incorporation shall read in its entirety as follows: "The name of the Corporation is NAMCO BANDAI GAMES AMERICA INC."
6. The executed Agreement of Merger is on file at the principal place of business of NAMCO HOMETEK INC., the surviving corporation, which in accordance with paragraph 4 of this Certificate of Merger shall be called NAMCO BANDAI GAMES AMERICA INC. upon the completion of this merger, and which is located at 5551 Katella Avenue, Cypress, CA 90630.
7. A copy of the executed Agreement of Merger will be furnished by NAMCO BANDAI GAMES AMERICA INC. on request, and without cost, to any stockholder of the constituent corporations, which are BANDAI GAMES INC. and NAMCO HOMETEK INC.
8. The entire authorized capitalization of BANDAI GAMES INC. is two million (2,000,000) shares of common stock, of which five hundred (500) shares have been issued, are outstanding, and constitute the only shares entitled to vote upon the Agreement of Merger. The Agreement of Merger was unanimously approved and adopted, as required by law, by all 500 shares of common stock, which is the only class of shares.
9. On the effective date of merger, each outstanding share of BANDAI GAMES INC. shall be canceled.
10. The Agreement of Merger was duly approved and adopted via resolutions of the Board of Directors of BANDAI GAMES INC. on December 20, 2005, then approved and adopted via resolutions of the stockholder on December 21, 2005, by the holder of a majority of the outstanding stock entitled to vote thereon, and then signed on behalf of the corporation by the Chairman of the Board of Directors, the President and the Secretary under the corporate seal of BANDAI GAMES INC. on December 22, 2005.

IN WITNESS WHEREOF, each of the corporate parties have caused this Certificate of Merger to be executed by the authorized officers set forth below.

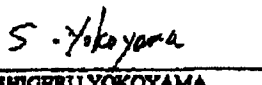
BANDAI GAMES INC.



SHIN UNOZAWA  
Chairman of the Board

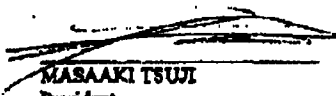
Date: 12/22/05

NAMCO BOMATEK INC.



SHIGERU YOKOYAMA  
Chairman of the Board

Date: 12/22/05



MASAAKI TSUJI  
President

Date: 12/22/05



NOBUHIRO KARAHARA  
President and Secretary

Date: 12/22/05



KOJIRO IKOMA  
Secretary

Date: 12/22/05