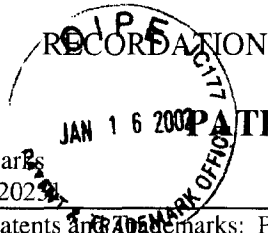


01-31-2002



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Our Ref.: 723-1078

Commissioner of Patents and Trademarks
Box Assignment, Washington, D.C. 20230

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

<p>1. Name of conveying party(ies): Christopher Timothy John Stamper Timothy David Joseph Stamper Mark Alexis Edmonds Russell William Irwin Beau Ner Chesluk</p> <p style="text-align: right; font-size: 2em;"><i>1-16-02</i></p> <p>Additional name/s of conveying party/ies attached? <input type="checkbox"/></p> <p>3. Nature of conveyance: <input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Assignment <input type="checkbox"/> Change of Name <input type="checkbox"/> Other</p> <p>Execution Date: 11/12/01; 1/3/02; 1/3/02; 1/5/02; 12/1/01</p>	<p>2. Name and address of receiving party(ies):</p> <p>Name: <u>RARE, LTD.</u> Internal Address: _____ Street Address: <u>Manor Farm House, Church Street</u> _____</p> <p>Twycross _____</p> <p>City: <u>Warwickshire</u> State/Country: <u>England</u> Zip: <u>CV9 3PJ</u></p> <p>Additional name/s & address/es attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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4. Application number(s) or patent number(s):
If this document is being filed together with a new application, the execution date of the application is _____

<p>A. Patent Application No(s). (1) <u>09/854,942</u> (2) <u>60/204,546</u> (3) _____</p>	<p>B. Patent No(s). (1) _____ (2) _____ (3) _____</p> <p>Additional numbers attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Robert W. Faris</u></p> <p>Internal Address: _____</p> <p>Street Address: <u>Nixon & Vanderhye P.C.</u> <u>1100 North Glebe Road</u> <u>8th Floor</u></p> <p>City: <u>Arlington</u> State: <u>VA</u> Zip: <u>22201</u></p>	<p>6. Total number of applications & patents involved: <u>2</u></p> <p>7. Total fee (37 CFR 3.41) \$ <u>80.00</u> <input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account #14-1140</p> <p>8. The Commissioner is hereby authorized to charge any <u>deficiency</u>, or credit any overpayment, in the fee(s) filed, or asserted to be filed, or which should have been filed herewith (or with any paper thereafter filed in this application by this firm) to our Account No. 14-1140.</p>
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DO NOT USE THIS SPACE

9. Statements 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.

<p><u>Robert W. Faris</u> Name of Person Signing Reg. No. 31,352</p>	<p style="text-align: center;"><i>Robert W. Faris</i></p> <p>Signature</p>	<p><u>January 16, 2002</u> Date</p>
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Total number of pages including **original** cover sheet, attachments, and document: [7]

Handwritten notes in a circle:
- 100.00
- 10.00

ASSIGNMENT FOR PATENT APPLICATION
(All Rights)

WHEREAS, ASSIGNORS, Christopher Timothy John Stamper, Timothy David Joseph Stamper, Mark Alexis Edmonds, Russell William Irwin, and Beau Ner Chesluk, all of Manor Park, Twycross, Near Atherstone, Warks, CV9 3QN England, are named as inventors on a provisional patent application entitled "PORTABLE GAME MACHINE HAVING IMAGE CAPTURE, MANIPULATION AND INCORPORATION" filed in the United States Patent and Trademark Office on May 16, 2000 under Application No. 60/204,546, and on a corresponding utility patent application for Letters Patent of the United States entitled "PORTABLE GAME MACHINE HAVING IMAGE CAPTURE, MANIPULATION AND INCORPORATION" filed in the United States Patent and Trademark Office on 15 May 2001 under Serial No. 09/854,942;

WHEREAS RARE, LTD., (hereinafter "ASSIGNEE"), a United Kingdom corporation duly organized and existing under the laws of the United Kingdom and doing business at Manor Farm House, Church Street, Twycross Warwickshire CV9 3PJ, England is desirous of acquiring all of ASSIGNORS' right, title and interest in said patent applications and the subject matter described therein;


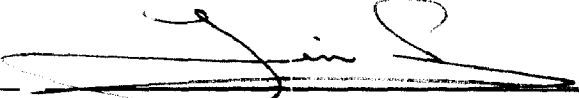
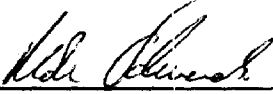
NOW, THEREFORE, in consideration of our employment with ASSIGNEE, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, ASSIGNORS by these presents hereby sell, assign, and transfer unto the said ASSIGNEE, its successors, assigns, and legal representatives, our entire right, title and interest in the United States of America and all foreign countries, in and to the subject matter described in the aforesaid applications, and to the said applications and to all subsequent applications based thereon including any and all continuations, continuations-in-part, divisionals, reissues, reexaminations and substitutes of said application filed in the United States, and all resulting patents issued therefrom, together with the right of priority under the International Convention for the Protection of Industrial Property, Inter-American Convention Relating to Patents, Designs and Industrial Models, and any other international agreements to which the United States of America adheres, to be held by said ASSIGNEE as patent owner; and ASSIGNORS hereby

authorize and request the Commissioner of Patents and Trademarks to issue said Letters Patent to ASSIGNEE, for its interest as ASSIGNEE, its successors, assigns, and legal representatives.

ASSIGNORS understand and agree that ASSIGNEE'S attorneys Nixon & Vanderhye P.C. have represented only ASSIGNEE and will continue to represent only ASSIGNEE with respect to this invention.

ASSIGNORS hereby further agree, upon request of ASSIGNEE and without further remuneration, to execute any papers desired by said ASSIGNEE, its successors, assigns, and legal representatives, deemed essential to ASSIGNEE'S full protection and title in and to the subject matter hereby transferred and/or for the filing and granting of foreign applications and the perfecting of title thereto in ASSIGNEE.

AGREED and executed as noted below:

<u>12th Nov 2001</u> Date	<u></u> Christopher Timothy John Stamper
<u>03-01-02</u> Date	<u></u> Timothy David Joseph Stamper
<u>3/1/2002</u> Date	<u></u> Mark Alexis Edmonds
<u> </u> Date	<u> </u> Russell William Irwin
<u> </u> Date	<u> </u> Beau Ner Chesluk

ASSIGNMENT FOR PATENT APPLICATION
(All Rights)

WHEREAS, ASSIGNORS, Christopher Timothy John Stamper, Timothy David Joseph Stamper, Mark Alexis Edmonds, Russell William Irwin, and Beau Ner Chesluk, all of Manor Park, Twycross, Near Atherstone, Warks, CV9 3QN England, are named as inventors on a provisional patent application entitled "PORTABLE GAME MACHINE HAVING IMAGE CAPTURE, MANIPULATION AND INCORPORATION" filed in the United States Patent and Trademark Office on May 16, 2000 under Application No. 60/204,546, and on a corresponding utility patent application for Letters Patent of the United States entitled "PORTABLE GAME MACHINE HAVING IMAGE CAPTURE, MANIPULATION AND INCORPORATION" filed in the United States Patent and Trademark Office on 15 May 2001 under Serial No. 09/854,942;

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NOW, THEREFORE, in consideration of our employment with ASSIGNEE, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, ASSIGNORS by these presents hereby sell, assign, and transfer unto the said ASSIGNEE, its successors, assigns, and legal representatives, our entire right, title and interest in the United States of America and all foreign countries, in and to the subject matter described in the aforesaid applications, and to the said applications and to all subsequent applications based thereon including any and all continuations, continuations-in-part, divisionals, reissues, reexaminations and substitutes of said application filed in the United States, and all resulting patents issued therefrom, together with the right of priority under the International Convention for the Protection of Industrial Property, Inter-American Convention Relating to Patents, Designs and Industrial Models, and any other international agreements to which the United States of America adheres, to be held by said ASSIGNEE as patent owner; and ASSIGNORS hereby

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PATENT
REEL: 012511 FRAME: 0052

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