ESTTA Tracking number: **ESTTA629079**
Filing date: **09/24/2014**

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE
BEFORE THE TRADEMARK TRIAL AND APPEAL BOARD

| | |
|---|---|
| Proceeding | 91204259 |
| Party | Plaintiff<br>Valhalla Motion Pictures, Inc. |
| Correspondence Address | MICHAEL K GRACE<br>GRACE GRACE LLP<br>790 E COLORADO BLVD, SUITE 797<br>PASADENA, CA 91101<br>UNITED STATES<br>mgrace@gracelaw.com |
| Submission | Testimony For Plaintiff |
| Filer's Name | Pamela D. Deitchle |
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| Signature | /Pamela D. Deitchle/ |
| Date | 09/24/2014 |
| Attachments | 20140924 VMP Tx Kobylanski Ntc.pdf(111102 bytes )<br>20140924 VMP Tx Kobylanski.pdf(496594 bytes )<br>20140924 VMP Tx Kobylanski 1.pdf(2890030 bytes )<br>20140924 VMP Tx Kobylanski 2.pdf(5810896 bytes )<br>20140924 VMP Tx Kobylanski 3.pdf(5758329 bytes )<br>20140924 VMP Tx Kobylanski 4.pdf(4995406 bytes )<br>20140924 VMP Tx Kobylanski 5.pdf(5470807 bytes )<br>20140924 VMP Tx Kobylanski 6.pdf(2085177 bytes ) |

**IN THE UNITED STATES TRADEMARK OFFICE**
**BEFORE THE TRADEMARK TRIAL AND APPEAL BOARD**

In Re: Serial Nos. 77/948,333; 77/948,895; 85/310,089

Applicant's Marks: VALHALLA GAME STUDIOS; VALHALLA GAME STUDIOS and Design; VALHALLA ENTERTAINMENT

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VALHALLA MOTION PICTURES, INC.,

Opposer;

v. Opposition No. 91204259 (parent case)

VALHALLA GAME STUDIOS CO. LTD.,

Applicant.

---

VALHALLA GAME STUDIOS CO. LTD.,

Opposer;

v. Opposition No. 91206662

VALHALLA MOTION PICTURES, INC,

Applicant.

---

**NOTICE OF FILING OF TRIAL TESTIMONY TRANSCRIPT OF**

**PHILLIP B. KOBYLANSKI**

Pursuant to TMBP § 703, Opposer Valhalla Motion Pictures, Inc. hereby submits for filing a copy of the deposition of Phillip B. Kobylanski taken on December 9, 2013, along with all exhibits attached thereto.

A certified copy of this transcript and exhibits attached thereto was previously served upon counsel for Applicant Valhalla Game Studios Co. Ltd.

Dated: September 24, 2014

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**CERTIFICATE OF SERVICE**

I hereby certify that a true and complete copy of the foregoing NOTICE OF FILING OF TRIAL TESTIMONY TRANSCRIPT OF PHILLIP B. KOBYLANKSI has been served on September 24, 2014 by electronic mail, to:

Marvin Gelfand
mgelfand@weintraub.com
Weintraub Tobin Chediak Coleman Groding
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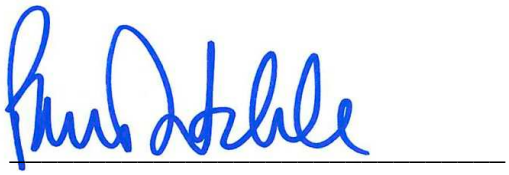

1 IN THE UNITED STATES TRADEMARK OFFICE

2 BEFORE THE TRADEMARK TRIAL AND APPEAL BOARD

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5 VALHALLA MOTION PICTURES, INC., )
)
6 Opposer, )
)
7 vs. ) Case No. 91204259
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8 VALHALLA GAME STUDIOS CO. LTD., )
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9 Applicant. )
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10 VALHALLA GAME STUDIOS CO. LTD., )
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12 vs. ) Case No. 91206662
)
13 VALHALLA MOTION PICTURES, INC., )
)
14 Applicant. )
_____)
15

16

17

18 TRIAL TESTIMONY OF PHILLIP B. KOBYLANSKI

19 Los Angeles, California

20 Tuesday, December 10, 2013

21

22

23

24 Reported by: Deborah R. Meyers
CSR No. 8569
25 NDS Job No.: 159178

1 IN THE UNITED STATES TRADEMARK OFFICE

2 BEFORE THE TRADEMARK TRIAL AND APPEAL BOARD

3

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12 vs. ) Case No. 91206662
)
13 VALHALLA MOTION PICTURES, INC., )
)
14 Applicant. )
_____)
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16

17

18 TRIAL TESTIMONY OF PHILLIP B. KOBYLANSKI,

19 taken on behalf of Valhalla Motion Pictures, Inc.,

20 at 3201 Cahuenga Boulevard, Los Angeles, California,

21 beginning at 10:10 a.m. and ending at 11:45 a.m., on

22 Tuesday, December 10, 2013, before Deborah R. Meyers,

23 a Certified Shorthand Reporter Number 8569.

24

25

1 APPEARANCES:

2

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1 INDEX

2

3 WITNESS

4 PHILLIP B. KOBYLANSKI


| 5 EXAMINATION | DIRECT | CROSS | REDIRECT | RECROSS |
|---|---|---|---|---|
| 6 BY MR. GRACE: | 6 | | 50 | |
| 7 BY MR. GELFAND: | | 30 | | |


8

9

10 EXHIBITS


| 11 MARKED | DESCRIPTION | PAGE |
|---|---|---|
| 12 Exhibit 59 | Screen shots from The Walking Dead; 0000VMP 13 | 9 |
| 13 Exhibit 60 | Comic book entitled "The Scourge" | 15 |
| 14 Exhibit 61 | Comic book entitled "Dead Man's Run" | 16 |
| 15 Exhibit 62 | Comic Book entitled "Anti" | 18 |
| 16 Exhibit 63 | Valhalla Motion Pictures logo | 23 |
| 17 Exhibit 64 | Valhalla Entertainment logo | 24 |
| 18 Exhibit 65 | Valhalla Television logo | 24 |
| 19 Exhibit 66 | Screen shots from Armageddon; VMP 000007 | 27 |
| 20 Exhibit 67 | Documents from Aeon Flux Xbox video game | 42 |
| 21 Exhibit 68 | Documents from Terminator 3 PlayStation2 video game | 44 |
| 22 Exhibit 69 | Documents for The Punisher Playstation2 video game | 47 |
| 23 | | |
| 24 | | |
| 25 | | |

1 (Exhibits were Previously marked and
2 mentioned herein: 15, 51 and 58.)
3
4
5 QUESTIONS WITNESS
6 INSTRUCTED NOT TO ANSWER
7 (None)
8
9
10 INFORMATION REQUESTED
11 (None)
12
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1 LOS ANGELES, CALIFORNIA;
2 TUESDAY, DECEMBER 10, 2013; 10:10 A.M.
3
4 PHILLIP B. KOBYLANSKI,
5 having been first duly administered an
6 oath in accordance with CCP Section 2094,
7 was examined and testified as follows:
8
9 DIRECT EXAMINATION
10 BY MR. GRACE:
11 Q Good morning. My name is Michael Grace, and
12 I'm representing Valhalla Motion Pictures, Inc. in this
13 opposition proceeding.
14 Do you understand that you're under oath?
15 A I do.
16 Q Could you state your full name for the record,
17 please.
18 A Phillip Bradley Kobylanski.
19 Q Are you currently employed?
20 A I am.
21 Q Who employs you?
22 A Valhalla Entertainment.
23 Q How long have you been employed by Valhalla
24 Entertainment?
25 A Since 2010.

1 Q What's your title?
2 A Creative executive.
3 Q Can you describe your responsibilities as a
4 creative executive.
5 A I handle the day-to-day duties of Gale Anne
6 Hurd's desk -- scheduling her meetings, handling her
7 phones -- as well as working with our development slate
8 and development team to develop features, TV projects,
9 video games, comic books, and digital series.
10 Q You said "features." What do you mean by
11 features?
12 A Feature films.
13 Q And can you describe what a feature film is for
14 our board here?
15 A It would be a film that is released in theaters
16 or direct to video, or you could even -- I guess this
17 would be different, but you could also do a TV movie
18 within those as well.
19 Q Who's your supervisor?
20 A Gale Anne Hurd.
21 Q How are the released TV series, feature films,
22 and other products of Valhalla distributed?
23 A It would depend on a case-by-case basis. For
24 our current TV slate, we have a deal with Universal
25 Cable Productions as our studio. So for the life of our

1 deal, all of our projects go through them as our studio,
2 and then we find a network for them to be distributed.
3 Features, we don't have a deal. So we can take
4 them anywhere. We would find a financier to pay for
5 development and for the production, and then we would
6 find a separate distributor.
7 Q How are the products branded on release?
8 A They would be branded as the company that --
9 "Valhalla, who brought you The Walking Dead, now brings
10 you" -- whatever the title would be.
11 Q What is The Walking Dead?
12 A The Walking Dead is our show that's currently
13 airing on AMC based on the comic book. We're currently
14 in our fourth season.
15 Q How have the ratings been for The Walking Dead?
16 A I believe we're the highest rated -- definitely
17 highest rated cable show but one of the highest rated
18 shows, period, on TV.
19 Q Can you describe the story behind The Walking
20 Dead briefly. What kind of story is it?
21 A It's a post-apocalyptic story set in a world
22 where zombies exist, and we follow the survivors in this
23 world.
24 Q Did it begin with a comic book?
25 A It did. It was a successful comic book for

1 several years that we then developed into a TV show.
2 Q Has it been developed for other media?
3 A It has.
4 Q What other --
5 A It has -- had a Web series.
6 Q What's a Web series?
7 A So it is a series of short stories with
8 characters who exist in the same world as our show but
9 have not yet appeared on our show, to expand the
10 universe of the show.
11 Q Does the Valhalla brand appear on the Web
12 series?
13 A I'm not certain.
14 Q Does the Valhalla brand appear in The Walking
15 Dead TV show?
16 A It does.
17 Q Where does it appear?
18 A At the end credits.
19 MR. GRACE: I would like to mark as Exhibit 59
20 a one-page document bearing control No. VMP 13.
21 (Exhibit 59 was marked for identification by
22 the reporter and is bound under separate
23 cover.)
24 BY MR. GRACE:
25 Q Mr. Kobylanski, the court reporter has placed a

1 document marked as Exhibit 59 before you. Take a moment
2 to examine it if you would.
3 Do you recognize it?
4 A I do.
5 Q What is it, please?
6 A That is our logo appearing at the end of an
7 episode of The Walking Dead.
8 Q Well, let's start at the top image. What is
9 the top image?
10 A That is the logo for The Walking Dead.
11 Q Is that for season 1?
12 A It is.
13 Q And when did it begin?
14 A In 2010.
15 Q Do you have a more specific date than that?
16 A I don't know the specific date of the first
17 airing, no. Sorry. I believe it was in October.
18 Q Was there any publicity leading up to the
19 airing in October 2010?
20 A Yes.
21 Q When did the publicity begin for it?
22 A It may have begun earlier, but I know for a
23 fact there was a panel at San Diego Comic-Con that
24 summer.
25 Q What is Comic-Con?

1 A It's a large convention that celebrates comic
2 books and entertainment properties where professionals
3 can meet with fans and fans can see trailers and teasers
4 for upcoming products.
5 Q Do you attend Comic-Con conferences as part of
6 your employment responsibilities at Valhalla?
7 A I do.
8 Q When was the first one you attended?
9 A I attended in 2010 as an employee of Valhalla.
10 I attended before that personally.
11 Q Have you attended Comic-Con in San Diego each
12 year since 2010?
13 A Yes.
14 Q And what's your purpose for attending?
15 A To find intellectual property that we can then
16 develop into a feature, TV show, video game, comic book,
17 Web series.
18 Q By "intellectual property," what are you
19 referring to?
20 A It could be a comic book. It could be a video
21 game property. It could be a cartoon, a foreign
22 television show. Any number of things are presented at
23 Comic-Con.
24 Q How do you identify yourself when you're
25 attending the Comic-Con conferences?

1 A I go up to the publishers, writers, artists,
2 tell them I work at Valhalla. Most of them will know us
3 by name. If they don't, then I remind them that we
4 produce The Walking Dead. There's instant recognition
5 at that point, and we discuss both what we have that
6 we're currently developing and projects that they're
7 either currently working on or have available to be
8 developed.
9 Q At what point in time do you pass the referral
10 on or the information on to someone else within the
11 company?
12 MR. GELFAND: Vague, lack of foundation.
13 MR. GRACE: Let me strike that. Let me start
14 over.
15 Q What's the next step in the process after
16 you've identified yourself to a potential owner of
17 intellectual property and raised the possibility of
18 doing a deal with them? What do you do then?
19 A We trade information. I'll write down a list
20 of the titles that they're working on. Then generally,
21 if they don't have the product with them, they'll email
22 it to me the following week.
23 Directly after Comic-Con, I try to update the
24 development team on who I've met with and which
25 properties seem like they'd be worth our time. Then

once I get the properties, I vet them myself and share with the team anything that I think is of value.

At that point I continue the conversation with the writer, publisher, artist, over the course of the next year, in case they have any new products over the year that we can continue to talk about.

Q Who's on your team?

A Currently, there's Gale Anne Hurd; Stacey Levin; Meredith Ditlow; Jeff Nemon; Nico Bellamy; and Kor Adana, receptionist.

Q Does anyone else attend the Comic-Con with you?

A Yes.

Q Who else?

A Generally, we like to have the full staff. I believe this last year, it was Stacey Levin, Meredith Ditlow, and Jeff Nemon and myself and Gale. Lyndsey Miller also attended, but she handles our publicity.

Q Are there other conferences that representatives of Valhalla attend as part of getting potential new materials and getting involved in the business?

A We attend E3 every year.

Q What is E3?

A It's just like Comic-Con, but it's specific to video games.

1 Q Where is it held?
2 A In Los Angeles.
3 Q Have you ever attended yourself?
4 A I have not personally.
5 Q Who from Valhalla has attended?
6 A Ben Roberts and Kris Henigman would attend
7 every year when they were here. And this last year,
8 Stacey Levin attended with Lyndsey Miller.
9 Q What's the purpose of attending E3?
10 A Exact same thing as Comic-Con. You are
11 fostering relationships with the different video game
12 studios, meeting with video game creators, and looking
13 for IP and, at the same time, finding out if there's
14 anything they need.
15 Q You say finding out if there's anything they
16 need. What are you referring to?
17 A Some video game companies, just like comic book
18 companies, are looking for the next story to tell in
19 their game. So oftentimes they'll say we're looking for
20 X, Y, or Z; if you have something in that range, we'd be
21 interested in looking at it.
22 Q Are you aware of any deals that have gone in
23 that direction where Valhalla has provided the
24 intellectual property content for what made it into a
25 video game?

1 A Not off the top of my head.
2 Q Is Valhalla in the comic book business itself?
3 A Yes.
4 Q What is it doing?
5 A We've produced three comic books.
6 Q What are the titles?
7 A Anti, with the publisher 12 Gauge; The Scourge
8 and Dead Man's Run, with the publisher Aspen Comics.
9 MR. GRACE: And I'd like to mark as
10 Exhibit 60 -- I'll actually give you the original book
11 to be marked.
12 (Exhibit 60 was marked for identification by
13 the reporter and is bound under separate
14 cover.)
15 BY MR. GRACE:
16 Q The court reporter has placed the original
17 comic book entitled "The Scourge" in front of you.
18 Do you recognize it?
19 A I do.
20 Q What is it, please?
21 A It is our comic book that we did with Aspen
22 Comics.
23 Q When was it released?
24 A September of 2010.
25 Q Do you note the Valhalla brand anywhere on the

1 comic book?
2 A Yes, our logo appears on the cover as well as
3 the inside of the cover.
4 Q For the record, let's try to be as precise as
5 we can.
6 A Sure.
7 Q Page 1, in the upper left-hand corner, can you
8 describe what mark belongs to Valhalla Motion Pictures
9 that's depicted?
10 A Okay. On the top left corner of the cover, it
11 is the Valhalla logo, the Valhalla Motion Pictures logo.
12 Q And then on the second page?
13 A Then on the second page, in the credit section
14 at the bottom, the Valhalla Motion Pictures logo appears
15 in red.
16 Q It's in the lower center part area, right below
17 the words "Vice president: Ben Roberts"?
18 A That is correct.
19 Q And does "Vice President: Ben Roberts" refer to
20 a former employee of Valhalla Motion Pictures?
21 A That is also correct.
22 Q I'd like you to take a look at another comic
23 book, Dead Man's Run. We'll mark it as Exhibit 61.
24 (Exhibit 61 was marked for identification by
25 the reporter and is bound under separate

1 cover.)
2 MR. GELFAND: These documents don't have Bates
3 stamps, Counsel? They weren't produced as part of the
4 discovery?
5 MR. GRACE: They were -- these are the
6 original, the original ones. So I think they -- the
7 comic books actually have been produced in the past, but
8 this is a clean copy straight from the comic book.
9 Little more photogenic.
10 Q Have you had a chance to look at Exhibit 61?
11 A I have.
12 Q What is it, please?
13 A It's Dead Man's Run, our comic published by
14 Aspen Comics.
15 Q Can you identify also here where the Valhalla
16 brand appears?
17 A On page 1 on the top left corner, just beneath
18 the Aspen logo is the Valhalla Motion Pictures logo.
19 Q And see the December 2001 date? Is that the
20 date when it was released?
21 A December 2011.
22 Q 2011, sorry. Yes.
23 A That is correct.
24 Q And on the second page, the inside cover of the
25 comic book, is there another depiction of the Valhalla

1 brand?
2 A There is. In the top right corner, beside the
3 Aspen logo, is the Valhalla Motion Pictures logo.
4 MR. GRACE: I'd like to mark as Exhibit 62 a
5 comic book "Anti."
6 (Exhibit 62 was marked for identification by
7 the reporter and is bound under separate
8 cover.)
9 BY MR. GRACE:
10 Q Have you had a chance to look at Exhibit 62?
11 A I have.
12 Q Can you identify it, please.
13 A This is our comic book Anti that was published
14 by 12 Gauge.
15 Q Where is the Valhalla brand depicted?
16 A On the cover in the top left corner, beneath
17 the 12 Gauge logo, is the Valhalla Entertainment logo.
18 Q And on page 2, can you identify the Valhalla
19 logo?
20 A On page 2, on the lower portion on the
21 right-hand side, is the Valhalla Entertainment logo
22 beside the text "For Valhalla Entertainment. Gale Anne
23 Hurd, Chairman. Ben Roberts, Vice President."
24 Q In the credits notice below, it has the words
25 "Anti: FCBD Edition May 2012."

1 Do you know if that was the date when this
2 comic was published?
3 A It was. It was a Free Comic Book Day
4 publication.
5 Q Now, with respect to the comic books that
6 you've just testified about -- Anti, Dead Man's Run, and
7 The Scourge -- are those single publications or a
8 series?
9 A They were each limited series.
10 Q And what do you mean by that?
11 A The Scourge ran for, I believe, six issues.
12 Dead Man's Run and Anti each, I believe, ran for four
13 issues.
14 Q Where were they distributed?
15 A At comic book stores, and I believe they're
16 also sold online.
17 Q What was the purpose of Valhalla getting into
18 the comic book business, if you will?
19 MR. GELFAND: Objection. Lack of foundation.
20 BY MR. GRACE:
21 Q You can answer.
22 A To create intellectual property that we then
23 control for television, features, video games, digital
24 series.
25 Q What has Valhalla done thus far to develop the

1 intellectual property that's depicted in these comic
2 books?
3 A For Anti, we are developing a TV show with the
4 writer that we're currently working with our studio on
5 for television. Dead Man's Run, we're working with the
6 writer on a feature take. And The Scourge, we're
7 currently looking for a writer to adapt it as a feature.
8 Q I notice in your answer in each case, you
9 referred to a TV show or a feature.
10 Why not start out with a video game?
11 A For these particular projects?
12 Q Yes.
13 A We feel it's better to further develop the
14 story before transitioning into a video game.
15 Q Is transitioning into a video game part of the
16 plan for developing intellectual property in these comic
17 books?
18 A Absolutely, if it makes sense for the property.
19 I believe that Dead Man's Run in particular as well as
20 The Scourge would make for great video games. Anti
21 could as well, dependent on how it's adapted.
22 Q In your role particularly in the comic book
23 world, how do you evaluate a property for its production
24 value?
25 A Whenever we're looking at a property, we

1 consider it for all aspects. So we'll consider it --
2 would it work as an ongoing series? Would it work as a
3 limited TV series? Would it work best as an isolated
4 feature film? Would it work best as a video game?
5 Would it work best as a comic book?
6 And we consider, A, is it best to introduce it
7 in one of these forms? B, is it best to start in one
8 form and then work our way to the others, just as The
9 Walking Dead has done?
10 But we always keep our mind open when looking
11 at properties as to the best way of rolling it out to an
12 audience and capturing the proper audience for that
13 property.
14 Q What is the audience that Valhalla is looking
15 for?
16 A We're generally most known with the genre
17 crowd; so fans of comic books, fans of video games, fans
18 of science fiction, of horror. That's not to say we
19 don't do dramas, period dramas. We've even done
20 comedies in the past. But we're primarily known for
21 audiences of E3 and Comic-Con. That's our aim.
22 Q What is that demographic in terms of age, sex?
23 Are you familiar with that target?
24 A Historically, it would be young male audiences.
25 But Walking Dead has been a crossover success, and it's

1 kind of broken those boundaries.
2 Q What's the young male demographic?
3 A Historically, it would be 18 to 25. But
4 nowadays, I would say younger than 18.
5 Q What is The Walking Dead demographic, if you
6 know?
7 A I don't know the exact statistics on it.
8 Q I'd like to have you take a look at a document
9 that's previously been marked in this case as
10 Exhibit 51.
11 Have you had an opportunity to take a look at
12 Exhibit 51? It's got several pages. So please take a
13 look at it and make sure it's complete.
14 A I have.
15 Q What is it, please?
16 A This is a list of all of the projects that our
17 company or Gale Anne Hurd has worked on as well as the
18 credits listed for each.
19 Q Who prepared the document?
20 A I was in charge of preparing this.
21 Q And as you sit here today, does it appear to be
22 correct, or are there some updates or changes that need
23 to be made?
24 A There are updates. Anti has had a fourth issue
25 released. And The Walking Dead has had, I believe,

1 eight more episodes air.
2 Q With respect to the company credit for The
3 Wronged Man --
4 A Yes, that should read "Valhalla Motion Pictures
5 and logo."
6 Q Well, when you say "Valhalla Motion Pictures
7 and logo," can you describe that, please?
8 A It's our logo of the ship with the crescent
9 moon, with the text "Valhalla" underneath it. And then
10 underneath that, the words "Motion Picture" appear.
11 Q Is it in motion sometimes?
12 A It is sometimes. I don't believe so in this
13 case.
14 MR. GRACE: Let me mark as Exhibit 63 a
15 one-page document that says "Valhalla Motion Pictures"
16 on it.
17 (Exhibit 63 was marked for identification by
18 the reporter and is bound under separate
19 cover.)
20 BY MR. GRACE:
21 Q Do you recognize Exhibit 63?
22 A I do.
23 Q What is it, please?
24 A That is the Valhalla Motion Pictures logo.
25 MR. GRACE: I'd like to mark a second document

1 entitled "Valhalla Entertainment" as 64.
2 (Exhibit 64 was marked for identification by
3 the reporter and is bound under separate
4 cover.)
5 BY MR. GRACE:
6 Q Do you recognize Exhibit 64?
7 A I do.
8 Q What is it?
9 A That is the Valhalla Entertainment logo.
10 MR. GRACE: I'd like to mark a one-page
11 document that says "Valhalla Television."
12 MR. GELFAND: As 65?
13 MR. GRACE: 65, yes.
14 (Exhibit 65 was marked for identification by
15 the reporter and is bound under separate
16 cover.)
17 BY MR. GRACE:
18 Q Do you recognize Exhibit 65?
19 A I do.
20 Q What is it, please?
21 A Valhalla Television logo.
22 Q So returning again to Exhibit 51, where it says
23 "The Walking Dead" in the bottom of page 1 of
24 Exhibit 51, there's a company credit that says, and I
25 quote, "Valhalla Entertainment and animated logo."

1 What is that?
2 A That is an animated version of our Valhalla
3 Entertainment logo in which there's motion on the ship.
4 Q And so the document that you saw earlier today
5 or that you identified earlier as being The Walking Dead
6 logo was a still from that closing credit?
7 A That's correct.
8 Q Exhibit 59?
9 A Yes.
10 Q Turning to page 2, there are a series of titles
11 that are indicated here, and the company credit is also
12 identified. Let's just do the one at the top there, the
13 Choctaw Code Talkers (Documentary).
14 A Yes.
15 Q It reads, "Valhalla Motion Pictures and logo,"
16 in the closing credits. What is actually depicted in
17 the movie at that point?
18 A The Valhalla Motion Pictures logo.
19 Q And that's Exhibit 63?
20 A That's correct.
21 Q And going to the bottom again, just for
22 illustrative purposes, the Aeon Flux feature film from
23 2005?
24 A Yes.
25 Q The company credit is identified as Valhalla

1 Motion Picture?
2 A Yes.
3 Q Is the logo part of that one?
4 A I do not believe the logo appears. I believe
5 it just has the text.
6 Q And then if we go to page 4 of Exhibit 51,
7 there's an entry in the middle called "Armageddon
8 (Feature Film) (1998)." Do you see that?
9 A I do.
10 Q Are you familiar with that movie?
11 A I am.
12 Q What can you tell us about it? What kind of a
13 movie is it?
14 A It was a summer blockbuster movie about -- I
15 believe they were oil drillers who are sent into space
16 in order to break up an asteroid before it collides with
17 Earth, wiping out humanity.
18 Q Was that the movie starring Bruce Willis?
19 A It was indeed.
20 Q How did it do?
21 A It did very well.
22 Q Do you have any rough figures as far as what
23 the gross domestic take on it was?
24 A I don't. I know that it's -- at the time it
25 was one of the most successful movies ever.

1 Q Did it gross more than $200 million?
2 A I do believe so.
3 MR. GRACE: I'd like to mark as Exhibit 66 a
4 document bearing control No. VMP 7.
5 (Exhibit 66 was marked for identification by
6 the reporter and is bound under separate
7 cover.)
8 BY MR. GRACE:
9 Q Do you recognize Exhibit 66?
10 A I do.
11 Q What's the top frame?
12 A That is the title credit for Armageddon.
13 Q And what's a "title credit," for members of the
14 board who might not be familiar with that?
15 A It's when the name of the film appears on the
16 screen for the first time.
17 Q And it shows -- there's a little time sequence
18 there, 00:03:00. Does that have any significance to
19 you?
20 A That would mean it appears three minutes into
21 the feature.
22 Q And the second frame, can you describe that,
23 please.
24 A That is the Valhalla Motion Pictures logo.
25 Q And where does that appear?

1 A 30 seconds into the feature.
2 Q A few additional questions, Mr. Kobylanski.
3 You've worked at Valhalla now for about three
4 years; is that correct?
5 A Three and a half years.
6 Q Three and a half years.
7 Is there any procedure with respect to how
8 telephone calls are answered, for example, by the people
9 in the company?
10 A So I would answer my line, "Valhalla, this is
11 Phil." The front desk generally answers, "Valhalla,"
12 same as if somebody buzzes the door.
13 Q Does the building where we are right now,
14 Valhalla Motion Pictures building, bear the name
15 "Valhalla"?
16 A It does. We have a large sign in front of our
17 building.
18 Q What does the sign say?
19 A I believe it says "Valhalla Motion Pictures."
20 Q Can you estimate for the board what the size of
21 that sign is?
22 A It's very large. I have no idea. It's large
23 enough to see from a far distance.
24 Q Where are the offices located?
25 A At the intersection of Barham and Cahuenga.

1 Q Can you describe that intersection, please?
2 A It's the intersection that basically links
3 Burbank to the Hollywood area as well as Universal City
4 area. So there's a lot of traffic through it.
5 Q Are there any movie studios in the area?
6 A There are. Universal, Warner Bros., Disney.
7 CBS is just down the road.
8 Q Would it be fair to say that thousands of
9 people pass by Cahuenga and Barham every day with the
10 opportunity to see the Valhalla Motion Pictures sign on
11 the exterior of the building?
12 MR. GELFAND: Objection. Lack of foundation.
13 THE WITNESS: I would say yes because it's
14 visible on both Cahuenga and Barham.
15 BY MR. GRACE:
16 Q Do you normally drive here to work?
17 A I do.
18 Q Do you see the sign when you approach the
19 building?
20 A I do.
21 Q How long has the sign been up?
22 A For as long as I've worked here.
23 Q More than three and a half years?
24 A Yes.
25 MR. GRACE: No further questions.

1 CROSS-EXAMINATION
2 BY MR. GELFAND:
3 Q Good morning, Mr. Kobylanski. You know my name
4 is Marvin Gelfand. I represent Valhalla Game Studios.
5 You testified earlier that you have been
6 employed by Valhalla Entertainment since 2010; is that
7 correct?
8 A That is correct.
9 Q That's not quite accurate, is it? Who was your
10 employer when you first started?
11 A Gale Anne Hurd.
12 Q Was it Valhalla Motion Pictures?
13 A I don't know the exact title.
14 Q Do you know that Valhalla Entertainment did not
15 start as an active company until late 2011?
16 MR. GRACE: Objection. Calls for speculation,
17 lacks foundation.
18 THE WITNESS: Do I still answer it?
19 MR. GRACE: If you understand the question.
20 THE WITNESS: I was not aware.
21 BY MR. GELFAND:
22 Q Well, you were the one who put together
23 Exhibit 51; correct?
24 A Correct.
25 Q And you saw the different logos of Valhalla

1 Motion Pictures on various products; correct?
2 A Correct.
3 Q And then you saw at some point in time it
4 changed to Valhalla Entertainment on certain products;
5 right?
6 A Correct.
7 Q Now, the logos that you referred to like the
8 logo at the end of Walking Dead -- let's take a look at
9 Exhibit 59 for a second.
10 The logo is listed at the 1:06:56 point of the
11 film or the television show; right?
12 A Correct.
13 Q How long does it actually stay on screen?
14 A I don't know the exact time.
15 Q It's not more than a second or two, is it?
16 MR. GRACE: Objection. Calls for speculation.
17 THE WITNESS: It may be different from season
18 to season, but it's only a few seconds at most.
19 BY MR. GELFAND:
20 Q And that's true for motion pictures as well?
21 A It would vary, I believe, from film to film,
22 but I'm not sure.
23 Q But at the most it's a few seconds?
24 A Correct.
25 Q You prepared Exhibit 51, and you put down the

1 various credits, the company credits, on each of the --
2 again, the projects or products; correct?
3 A Correct.
4 Q And you noticed that when you prepared
5 Exhibit 51, there are no company credits at all on any
6 of the video games; right?
7 A Correct.
8 Q So the name Valhalla, Valhalla Entertainment,
9 Valhalla Motion Pictures does not appear on the
10 packaging or in any video game that emanates from any of
11 the Valhalla projects; correct?
12 A To the best of my knowledge.
13 Q You've never seen one, have you?
14 A Correct.
15 Q Let me clarify that. You've never seen a video
16 game or packaging for a video game that has the name
17 Valhalla in any form on the video game; correct?
18 A Correct.
19 Q Have you ever done any surveys to determine
20 whether or not consumers, the people who watch these
21 shows, know that there's any relationship between the
22 show and the name Valhalla?
23 A I have not been a part of any surveys.
24 Q Have you ever asked anybody on the street who
25 watches The Walking Dead whether or not they even know

1 who produces The Walking Dead?
2 A I have not.
3 Q Do you know whether or not any survey has ever
4 been done as to whether or not any of the projects that
5 Gale Anne Hurd personally has done, consumers actually
6 associate those products with Valhalla Motion Pictures?
7 A I'm not aware of any surveys.
8 Q You're in the industry obviously. You work for
9 a production company; correct?
10 A Correct.
11 Q Like for films, let's say, that came out last
12 year that were nominated for the Academy Awards, do you
13 know who the production company was for any of those
14 films?
15 MR. GRACE: Objection. Irrelevant.
16 THE WITNESS: It would depend on the film.
17 BY MR. GELFAND:
18 Q Well, let's say Zero Dark Thirty. Do you know
19 who the production company was for that?
20 A I believe Annapurna.
21 Q That's the name of a person, or is that the
22 name of the production company?
23 A That's Megan Ellison's company.
24 Q And Megan Ellison was one of the producers?
25 A And she financed the project.

1 Q And how about Silver Linings Playbook?
2 A I know David O. Russell directed it. I'm not
3 sure if I can recall the production company behind it.
4 Q When you think of any of the movies, you think
5 of the individuals who were involved in the
6 production -- the directors, producers; correct?
7 MR. GRACE: Objection. Irrelevant.
8 You can answer.
9 THE WITNESS: You said I can answer?
10 MR. GRACE: You can answer if you understand
11 the question.
12 THE WITNESS: As well as the companies
13 involved.
14 BY MR. GELFAND:
15 Q Now, have you ever spoken to anybody who is not
16 in the industry as to whether or not they think about
17 what the companies -- or which companies are involved in
18 the production of motion pictures?
19 MR. GRACE: Objection. Ambiguous, irrelevant.
20 THE WITNESS: I don't recall a specific
21 conversation.
22 BY MR. GELFAND:
23 Q Have you ever seen any advertisements for
24 Walking Dead?
25 A Yes.

1 Q What type of advertisements did you see?
2 A Posters, billboards, commercials.
3 Q Let's talk about commercials. Describe some of
4 the commercials or any of the commercials that you've
5 seen.
6 A Usually, it's either a teaser for the upcoming
7 episode or a reminder to audiences that our show will be
8 returning, either in October or after the midseason
9 finale, after football has ended.
10 Q And how long do these teasers or commercials
11 last?
12 A I believe they vary, but anywhere from 30
13 seconds to a minute or so.
14 Q And in that it talks about Walking Dead and The
15 Walking Dead characters; correct?
16 A Correct.
17 Q Is Valhalla Motion Pictures or Valhalla
18 Entertainment prominently featured on any of those
19 advertisements?
20 A Not that I'm aware of.
21 Q How about on billboards when you see "The
22 Walking Dead"? They're large billboards; correct?
23 A Correct.
24 Q Is the name Valhalla Motion Pictures
25 prominently featured in the billboard?

1 A Generally, it's just an image with text of the
2 show and a date.
3 Q The image being the image of Walking Dead, a
4 character, the text to the show, and a date. That would
5 be it?
6 A Generally, they keep it sparse, yes.
7 Q When you put together Exhibit 51, what did you
8 do -- and I'm now going to just focus on video games
9 only, just so you know where I'm going. What did you do
10 to determine who the various -- I'll rephrase that
11 question. It was terrible. Strike that. Let me start
12 again.
13 Exhibit 51, what steps did you take in order
14 determine what companies had any credits on video games?
15 A For the games that were available, we purchased
16 the game and looked at the credit bill on the game
17 itself as well as in the manual. For games that were
18 not available for purchase, we looked online for the
19 credit block of the game.
20 Q When you say "we," did you personally do this?
21 A I personally did it for the vast majority of
22 these and then checked the work for the others.
23 Q Did you personally look at the game
24 Terminator 3: The Redemption?
25 A I don't recall if I specifically did that one.

1 Q Let me show you what has been previously marked
2 as Exhibit 58 and ask you whether or not this refreshes
3 your recollection as to whether you looked at
4 Terminator 3: The Redemption video game.
5 A I don't recall specifically.
6 Q If we take a look at your third page of
7 Exhibit 51, we have a title that's called Terminator 3:
8 Rise of the Machines.
9 Do you see that?
10 A Yes.
11 Q And on the video games, the second one is
12 Terminator 3: The Redemption. That's this game;
13 correct?
14 A Correct.
15 Q And it says the developer is Paradigm
16 Entertainment. What does the "developer" mean?
17 A I believe they are the ones who developed the
18 game itself.
19 Q And the publisher of the game is Atari. And
20 what does the "publisher" mean?
21 A They would be the ones who released the game, I
22 believe.
23 Q And then it says "Credit: Writer [Characters]."
24 What does that refer to?
25 A It's referring to Gale Anne Hurd being credited

1 as co-creator of the characters that appear in the game,
2 or some of the characters.
3 Q Well, that's what you have on Exhibit 51.
4 I'll have you look now at Exhibit 58, which I
5 will represent to you is the package of video games
6 purchased from the website of Valhalla Motion Pictures,
7 which has a link to Amazon.
8 Can you show me where there's a credit for the
9 writer of Gale Anne Hurd?
10 A I do not see it.
11 Q Let's start in the front of this. On the very
12 front there's a bunch of different logos for
13 Terminator 3: The Redemption, something called Bink
14 Video.
15 Do you see that in the lower left-hand side?
16 A Yes.
17 Q Do you know what that is?
18 A I do not.
19 Q And then there's C Pictures? I think it's
20 C Pictures.
21 A I believe it's C2 Pictures.
22 Q C2 Pictures? You're younger than me. Your
23 eyes are better than mine.
24 Do you know what entity is?
25 A I don't.

1 Q And then there's IMF. Do you know what that
2 entity is?
3 A I don't.
4 Q Then there's Intermedia. Do you know what that
5 entity is?
6 A I've heard of them, but I'm not exactly
7 familiar with what they do.
8 Q And then it looks like there's -- above that is
9 Paradigm Entertainment?
10 A Correct.
11 Q Do you know what that is?
12 A I don't know if that's related to the agency or
13 not. I'm not familiar.
14 Q And then there's the Dolby logo, Nintendo,
15 et cetera.
16 Do you know why there's no Valhalla logo on
17 Terminator 3 video game?
18 A I do not.
19 Q Do you know why there's no Valhalla logo on any
20 video game for any of the projects that were produced by
21 Valhalla Motion Pictures or Valhalla Entertainment?
22 A I don't.
23 MR. GRACE: Objection. Assumes facts not in
24 evidence.
25 ///

1 BY MR. GELFAND:
2 Q If you turn to page -- it's numbered in the
3 middle of it, 14 and 15 of the books. It's actually
4 page 15 where it starts credits.
5 Do you see that?
6 A Yes.
7 Q There's one entire page on page 15 that refers
8 to credits, and it says:
9 "Special thanks to Arnold Schwarzenegger,
10 Jonathan Mostow, C2 Pictures, and everyone
11 involved in the making of the Terminator 3 film
12 for their support."
13 Now, the feature film Terminator 3 was produced
14 by Gale Anne Hurd; correct?
15 A Correct.
16 Q Neither Valhalla Motion Pictures nor Gale Anne
17 Hurd is listed under any of the credits here; correct?
18 A Correct.
19 Q There are dozens of names on page 15, 16, and
20 17 from Atari; Paradigm Entertainment; Voice Talent;
21 C2 Pictures; Intermedia; Europlay Capitol Advisors, LLC;
22 and then Stubbs, Alderton & Markles, LLP.
23 But at no point is Valhalla given any credit on
24 this video, at least in these documents; correct?
25 A Correct, in these documents.

1 Q And you personally are not aware of any reason
2 why Valhalla's name is not included as a contributor in
3 any fashion to the Terminator 3 project?
4 A This is before my time working with the
5 company. So no, I don't.
6 Q Well, have you been involved in any video game
7 project since you've been working with the company?
8 A Reviewed material for The Walking Dead games.
9 Q Have you determined whether or not the Valhalla
10 name appears anywhere on The Walking Dead video game?
11 A Not to my knowledge.
12 Q It doesn't appear, to your knowledge; correct?
13 A It does not appear, to my knowledge.
14 Q Have you had any discussions with anyone as to
15 why the Valhalla name does not appear on The Walking
16 Dead video game?
17 A I have not.
18 Q Are you familiar with the video game Aeon Flux?
19 A Yes.
20 Q Now, Aeon Flux is listed on page 2, VMP 00949,
21 of Exhibit 51; correct?
22 A Correct.
23 Q And the video games listed is Aeon Flux;
24 Developer: Terminal Reality; Publisher: Majesco Games,
25 2005. Is that right?

1 A Correct.
2 Q Did you review the Aeon Flux game in order to
3 derive the information that's contained on Exhibit 51?
4 A I don't recall.
5 MR. GELFAND: Next I'd like to mark as
6 Exhibit 67 a multipage document that contains the cover
7 page as well as the insert for the Aeon Flux Xbox video
8 game.
9 (Exhibit 67 was marked for identification by
10 the reporter and is bound under separate
11 cover.)
12 BY MR. GELFAND:
13 Q Have you ever seen Exhibit 57 -- excuse me,
14 67 -- or at least the original of that before?
15 A I have not, actually.
16 Q I have in my possession the originals of every
17 one of these if you need to see it. It's just for
18 copying for the board. So if there's any confusion
19 based upon a copy, you'll let me know?
20 A Absolutely.
21 Q Okay. Thank you.
22 Now, in the front of the package of Exhibit 67,
23 it has the Majesco name in the lower right-hand corner.
24 And in the left-hand side, Terminal Reality is listed as
25 well in addition to Paramount Motion Pictures and

1 MTV Games, et cetera.
2 Do you see that?
3 A I do.
4 Q And on the second page, there are other names
5 that are listed: AdventTrilogy.com, Glyphx, Xbox Live,
6 et cetera.
7 If you turn to page 22 and 23, once again we
8 have the pages that has various credits. And just so
9 it's clear, I did actually go through all of these at
10 one point in time and did not see Gale Anne Hurd's name
11 or Valhalla's name. But could you look through that and
12 verify that, please.
13 A I do not see Gale's name or Valhalla.
14 Q Do you know -- if Valhalla Motion Pictures is
15 the company that produced Aeon Flux, do you know why
16 Paramount Pictures is listed here and a bunch of people
17 are listed for Paramount Pictures?
18 MR. GRACE: Objection. Calls for speculation.
19 THE WITNESS: They were the studio for the
20 movie.
21 BY MR. GELFAND:
22 Q You answered that with your voice going up. Is
23 that a question, or do you know that that is the reason
24 that they're listed here?
25 MR. GRACE: I object, Counsel. I don't think

1 that's a fair characterization of his answer.
2 MR. GELFAND: All right. That's how I heard
3 it. I'm not trying to imply or impugn anything. I'm
4 just trying to find out an answer.
5 Q Are you guessing, or do you know that that's
6 why they're listed here as part of the credit?
7 A I believe that is because they were the studio.
8 Q And what's that belief based on?
9 A Based on the fact that they were the studio for
10 the film.
11 Q You are aware of that?
12 A That much, yes.
13 Q And do you know why neither Valhalla nor Gale
14 Anne Hurd is listed on any of the credits for Aeon Flux?
15 MR. GRACE: The video game.
16 BY MR. GELFAND:
17 Q The video game. We're on Exhibit 67 only.
18 A I do not know.
19 Q And the work that you did in creating
20 Exhibit 51, did you take a look at the video game for
21 Terminator 3: Rise of the Machines?
22 A I don't recall specifically.
23 MR. GELFAND: Let's mark as Exhibit 68.
24 (Exhibit 68 was marked for identification by
25 the reporter and is bound under separate

1 cover.)
2 MR. GRACE: Could we go off the record for just
3 a second?
4 (Discussion held off the record.)
5 MR. GELFAND: Let's go back on the record.
6 While we were off the record, there was a
7 discussion with respect to Terminator 3, and I was told
8 that Terminator 3 was not a Valhalla project but was a
9 Gale Anne Hurd project.
10 Q Correct?
11 A Correct.
12 Q Now, Terminator was made prior to -- the
13 original Terminator was made prior to the formation of
14 the company Valhalla; correct?
15 A Correct.
16 Q Terminator 3, at least according to Exhibit 51,
17 was released July of 2003, which was of course after
18 Valhalla Motion Pictures had started their projects here
19 before that where Valhalla Motion Pictures is given
20 credit; correct?
21 A Correct.
22 Q Do you know why Terminator 3 was not produced
23 by Valhalla Motion Pictures?
24 A I believe that it is a franchise that was
25 created prior to Valhalla's formation.

1 Q Do you know whether or not Gale Anne Hurd had
2 any involvement in the creation of the Terminator 3
3 video games?
4 A That was before my time working here.
5 Q So you don't know?
6 A I do not know.
7 Q Let me just, since I've marked it, at least
8 have it for the record. That's Exhibit 68.
9 Now, the question to you simply is does this
10 refresh your recollection as to whether or not you
11 viewed this video game in determining whether or not and
12 what credits existed for it?
13 A I don't recall.
14 Q And going back to Exhibit 51, is it fair to
15 state that when you labeled this "Valhalla Entertainment
16 Projects," this includes both Valhalla Entertainment
17 projects, any other Valhalla entity, such as Valhalla
18 Motion Pictures or Valhalla Television projects, or even
19 projects that have nothing to do with Valhalla but only
20 have to do with Gale Anne Hurd?
21 A Correct.
22 Q And how would we know whether or not Valhalla
23 is part of that project by looking at Exhibit 51?
24 A Under Company Credits, it would say Valhalla
25 Motion Pictures or Entertainment.

1 Q So like when we look at Terminator 3, there's
2 nothing listed for company credit. That would show that
3 Valhalla was not part of that; correct?
4 A Correct.
5 Q Is there something called The Terminator: Dawn
6 of Fate?
7 A I believe that's a video game.
8 Q Is that listed anywhere in Exhibit 51?
9 A On page VMP 000955.
10 MR. GRACE: First entry under Video Games.
11 MR. GELFAND: I see it. Thank you.
12 MR. GRACE: Do you mind if we take a short
13 break?
14 MR. GELFAND: No, not at all.
15 (Recess taken from 11:27 a.m. to 11:36 a.m.)
16 MR. GELFAND: I'd like to next mark 69,
17 The Punisher PlayStation 2 packaging, the video game.
18 (Exhibit 69 was marked for identification by
19 the reporter and is bound under separate
20 cover.)
21 BY MR. GELFAND:
22 Q What was the project that Valhalla did for
23 The Punisher?
24 A I'm not sure if I understand the question.
25 Q The Punisher was a movie?

1 A That's correct.
2 Q And it was by Valhalla Motion Pictures?
3 A Correct.
4 Q Does it appear on page 2 of Exhibit 51?
5 A Page 3. We did two Punisher movies.
6 Q And the video game that's listed under The
7 Punisher on page 3 has the developer Volition, Inc.;
8 correct?
9 A Correct.
10 Q And publisher, THQ?
11 A Correct.
12 Q Did you review the video game for The Punisher
13 in order to determine the various credits for the game?
14 A I don't recall.
15 Q You have Exhibit 69 in front of you. Does
16 looking at Exhibit 69 refresh your recollection?
17 A It does not.
18 Q Do you know whether anywhere in Exhibit 69
19 there is a reference to Valhalla or Valhalla Motion
20 Pictures?
21 A They do not appear to be in these pages.
22 Q Do you recall having your deposition taken in
23 this case?
24 A Correct.
25 Q You testified of attending various meetings

1 where there were discussions about taking some Valhalla
2 project or IP and moving it into some other area or
3 line?
4 A Correct.
5 Q We're sitting in right now the Valhalla
6 conference room, and there's all sorts of toys and
7 different things hanging around here.
8 What discussions have you participated in about
9 moving Valhalla IP from any of its motion pictures or
10 televisions into products other than video games?
11 A Recently coming to mind, we have a pilot with
12 USA called Horizon. And we discussed other outlets for
13 the show, much like we did with The Walking Dead,
14 whether it be Web series, online games, interactive
15 materials, possibly comic books.
16 Q Toys?
17 A Toys, absolutely.
18 Q What else? What are the types of products or
19 projects?
20 A You could basically look at Walking Dead as a
21 template for anything we would look at as a potential
22 avenue to broaden the brand awareness or widen the story
23 or the concept. So just like, as I say, you know, comic
24 books, online content, games, various forms of games,
25 action figures, articles of clothing.

1 Q Just about any type of merchandising?
2 A Absolutely.
3 Q I have nothing further. Thank you.
4
5 REDIRECT EXAMINATION
6 BY MR. GRACE:
7 Q I have just a few follow-up questions.
8 Mr. Kobylanski, you were asked earlier whether
9 you were aware of Walking Dead and how it was
10 advertised. I'd like to show you a document that's
11 previously been marked as Exhibit 15.
12 Do you recognize Exhibit 15?
13 A I do. That is our website.
14 Q What's being advertised there?
15 A Walking Dead, our comic book The Scourge, a
16 reel of our work, our Twitter account, as well as
17 informative videos that we've put up for people who are
18 looking to get into the business.
19 Q Does the Valhalla logo appear?
20 A It does.
21 Q Does the Valhalla Entertainment mark appear?
22 A It does.
23 Q You testified on cross-examination about some
24 work that you did for The Walking Dead video games. Can
25 you describe that, please.

1 A I viewed footage of gameplay and discussed my
2 opinions with Gale.
3 Q What was the purpose of that?
4 A I believe that the makers of the game wanted
5 Gale's opinion on whether or not they were being
6 faithful to the show.
7 MR. GELFAND: Move to strike as speculative and
8 hearsay.
9 BY MR. GRACE:
10 Q Do you have any knowledge about why Gale asked
11 you to review The Walking Dead video games?
12 A As someone who plays video games quite a bit
13 and someone who's familiar with the property, she wanted
14 my opinion on the gameplay.
15 Q And what version or level were these games that
16 you examined?
17 A I believe the Facebook game was in a beta
18 testing phase where a limited number of players were
19 allowed to play to look for glitches and get feedback.
20 And the platform game that I believe we looked at,
21 footage for a PlayStation 3, was pretty far along. All
22 of the graphics seemed to be close to finish.
23 Q Did Valhalla provide any comments to the
24 publishers of the Walking Dead video games that you're
25 aware of?

1 A I shared my thoughts with Gale. She had direct
2 contact.
3 MR. GRACE: Nothing further.
4 MR. GELFAND: Nothing further.
5 I think we've entered into a stipulation that
6 the reporter can forward the original transcript to
7 Mr. Grace and Mr. Grace will proceed to do what is
8 necessary and appropriate pursuant to TTAB rules and
9 regulations.
10 MR. GRACE: That is agreeable.
11 THE REPORTER: Do you need a copy too?
12 MR. GELFAND: No, he has to send it to me.
13 (Whereupon, at 11:45 A.m., the taking of the
14 trial testimony of Phillip B. Kobylanski was
15 concluded.)
16
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25

PENALTY OF PERJURY CERTIFICATE

I hereby declare I am the witness in the within matter, that I have read the foregoing transcript and know the contents thereof; that I declare that the same is true to my knowledge, except as to the matters which are therein stated upon my information or belief, and as to those matters, I believe them to be true.

I declare being aware of the penalties of perjury, that the foregoing answers are true and correct.

Executed on the _____ day of _____, ____, at _____, _____.

(CITY) (STATE)

_____

PHILLIP B. KOBYLANSKI

1 STATE OF CALIFORNIA )
) ss:
2 COUNTY OF LOS ANGELES )
3
4 I, DEBORAH R. MEYERS, do hereby certify:
5 That I am a duly qualified Certified Shorthand
6 Reporter, in and for the State of California, holder of
7 certificate number 8569, which is in full force and
8 effect and that I am authorized to administer oaths and
9 affirmations;
10 That the foregoing trial testimony of the
11 herein named witness was taken before me at the time and
12 place herein set forth;
13 That prior to being examined, the witness named
14 in the foregoing testimony, was duly sworn or affirmed
15 by me, to testify the truth, the whole truth, and
16 nothing but the truth;
17 That the testimony of the witness and all
18 objections made at the time of the examination were
19 recorded stenographically by me, and were thereafter
20 transcribed under my direction and supervision;
21 That the foregoing pages contain a full, true
22 and accurate record of the proceedings and testimony to
23 the best of my skill and ability;
24 That prior to the completion of the foregoing
25 testimony, review of the transcript was requested.

1 I further certify that I am not a relative or
2 employee or attorney or counsel of any of the parties,
3 nor am I a relative or employee of such attorney or
4 counsel, nor am I financially interested in the outcome
5 of this action.
6
7 IN WITNESS WHEREOF, I have subscribed my name
8 this ____ day of _____, ____.
9
10
11 _____
12 DEBORAH R. MEYERS, CSR No. 8569
13
14
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1 ERRATA SHEET

2

3 If any corrections to your testimony are necessary,
indicate them on this sheet, giving the change, page
4 number, line number and reason for change.

5 PAGE LINE FROM TO

6 ____ ____ _____ _____

7 Reason _____

8 ____ ____ _____ _____

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10 ____ ____ _____ _____

11 Reason _____

12 ____ ____ _____ _____

13 Reason _____

14 ____ ____ _____ _____

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19 Reason _____

20 ____ ____ _____ _____

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22 ____ ____ _____ _____

23 Reason _____

24

_____ _____

25 Signature Date

I further certify that I am not a relative or employee or attorney or counsel of any of the parties, nor am I a relative or employee of such attorney or counsel, nor am I financially interested in the outcome of this action.

IN WITNESS WHEREOF, I have subscribed my name this 23rd day of December, 2013.

DEBORAH RUTH MEYERS, CSR No. 8569

PENALTY OF PERJURY CERTIFICATE

I hereby declare I am the witness in the within matter, that I have read the foregoing transcript and know the contents thereof; that I declare that the same is true to my knowledge, except as to the matters which are therein stated upon my information or belief, and as to those matters, I believe them to be true.

I declare being aware of the penalties of perjury, that the foregoing answers are true and correct.

Executed on the 14 day of January, 2014, at Los Angeles, California.

(CITY) (STATE)

PHILLIP B. KOBYLANSKI

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County of Los Angeles

Subscribed and sworn to (~~or affirmed~~) before me

on this 14th day of January, 20 14,
Date Month Year

by

(1) Phillip B. Kobylanski,
Name of Signer

proved to me on the basis of satisfactory evidence to be the person who appeared before me (.) ~~(,)~~

~~(and~~

(2) _____,
Name of Signer

~~proved to me on the basis of satisfactory evidence to be the person who appeared before me.)~~

JACQUELINE BATAS
Commission # 1910791
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*VALHALLA MOTION PICTURES, INC. v. VALHALLA GAME STUDIOS CO. LTD.*

**TTAB Opposition No. 91204259**

# KOBYLANSKI
# TRIAL TESTIMONY EXHIBITS
# December 10, 2013

# VOL. 1/6

EXHIBIT 45
Althea L. Miller
CSR No. 2353
Date: 4/11/13
Witness:

WELCOME TO GALE ANNE H

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# VALHALLA ENTERTAINMENT

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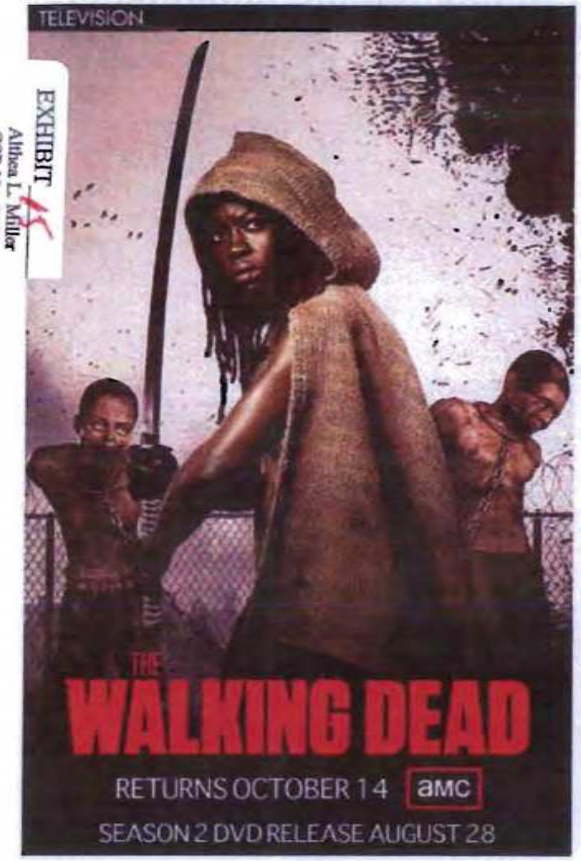


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## VALHALLA ENTERTAINMENT PROJECTS v5 04.10.13

**(All Film and TV credits are on screen)**

**Title:** VERY GOOD GIRLS (2013) (Feature Film)
**Credit:** Executive Producer – Gale Anne Hurd

**Title:** ANTI
**Comic Book**
**Issues:** 3
**Print Date:** August 2012
Anti Series (12 Gauge Comics, 2012 – present)
Valhalla Logo present on cover

**Title:** DEAD MANS RUN
**Comic Book**
**Issues:** 4
**Print Date:** October 2011
Dead Man's Run series (Aspen Comics, 2011 – Present)
Valhalla Logo present on cover

EXHIBIT 51
Althea L. Miller
CSR No. 3358
Date: 5/30/13
Witness: Thomson

**Title:** THE SCOURGE
**Comic Book**
**Issues:** 7
**Print Date:** August 2010
The Scourge series (Aspen Comics, 2010-2011)
Valhalla Logo present on cover

**Title:** LAST MAN STANDING (TV MOVIE) (2011)
**Credit:** Executive Producer – Gale Anne Hurd
**Company Credit:** Valhalla Entertainment and animated logo (closing credits)
**Air Date:** June 6, 2011

**Title:** THE WRONGED MAN (TV MOVIE) (2010)
**Credit:** Executive Producer – Gale Anne Hurd
**Company Credit:** Valhalla Entertainment and logo (closing credits)
**Air Date:** January 17th 2010

**Title:** THE WALKING DEAD (TV) (2010-)
**Credit:** Executive Producer – Gale Anne Hurd
**Company Credit:** Valhalla Entertainment and animated logo (closing credits)
**Airdate:** October 31, 2010
**Episodes Aired:** 35 as of 3/31/13
**Video Games:**
The Walking Dead Season 2 (Developer/Publisher: Telltale Games, 2013 *not yet released*)
The Walking Dead: Survival Instinct (Developer: Terminal Reality; Publisher: Activision, 2013)
The Walking Dead: The Game (Developer/Publisher: Telltale Games, 2012)

The Walking Dead: Assault (Developer/Publisher: Gamagio, 2012)
The Walking Dead Social Game (Developer/Publisher: Eyes Wide Games and RockYou, 2012)

**Title:** CHOCTAW CODE TALKERS (DOCUMENTARY) (2010)
**Credit:** Producer – Gale Anne Hurd
**Company Credit:** Valhalla Motion Pictures and logo (closing credits)

**Title:** THE PIRATE CODE: REAL PIRATES (DOCUMENTARY) (2009)
**Credit:** Executive Producer – Gale Anne Hurd
**Company Credit:** Valhalla Motion Pictures

**Title:** TERMINATOR: THE SARAH CONNOR CHRONICLES (TV Series) (2008-2009)
**Credit:** Writer (characters)

**Title:** PUNISHER: WAR ZONE (Feature Film) (2008)
**Credit:** Producer – Gale Anne Hurd
**Company Credit:** Valhalla Motion Pictures and animated logo (closing credits)
**Release Date:** 12/5/08

**Title:** THE INCREDIBLE HULK (Feature Film) (2008)
**Credit:** Producer – Gale Anne Hurd
**Company Credit:** Valhalla Motion Pictures
**Release Date:** 6/13/08
**Video Games:**
The Incredible Hulk (Developer: Edge of Reality; Publisher: Sega, 2008)

**Title:** WELCOME TO THE JUNGLE (DTV) (2007)
**Credit:** Producer – Gale Anne Hurd
**Company Credit:** Valhalla Motion Pictures and animated Logo (Pre credits)

**Title:** BREADWINNERS (TV Pilot) (2005)
**Credit:** Executive Producer – Gale Anne Hurd
**Company Credit:** Valhalla Motion Pictures

**Title:** ÆON FLUX (Feature Film) (2005)
**Credit:** Producer – Gale Anne Hurd
**Company Credit:** Valhalla Motion Picture
**Release Date:** 12/2/05
**Video Games:**
Æon Flux (Developer: Terminal Reality; Publisher: Majesco Games, 2005)
**Comic Books:**
Æon Flux (Dark Horse, 2005) - **Issues:** 5

**Title:** THE PUNISHER (Feature Film) (2004)
**Credit:** Producer – Gale Anne Hurd
**Company Credit:** Valhalla Motion Pictures and animated logo (closing credits)
**Release Date:** 4/16/04
**Video Games:**
The Punisher (Developer: Volition, Inc ; Publisher: THQ, 2004) (CREDIT: Special Thanks)

**Title:** THE COVEN (TV MOVIE) (2004)
**Credit:** Executive Producer – Gale Anne Hurd
**Company Credit:** Valhalla Motion Pictures

**Title:** TERMINATOR 3: RISE OF THE MACHINES (Feature Film) (2003)
**Credit:** Executive Producer, Writer (characters) – Gale Anne Hurd
**Release Date:** 7/2/03
**Video Games:**
Terminator 3: War of the Machines (Developer: Clever's Games; Publisher: Atari, 2003)
Terminator 3: The Redemption (Developer: Paradigm Ent.; Publisher: Atari, 2004) (CREDIT: Writer [characters])
Terminator 3: Rise of the Machines (Developer: Black Ops Ent , Shiny Ent , Taniko; Publisher: Atari, 2003) (CREDIT: Writer [characters])
Terminator 3: Rise of the Machines (Pinball) (Stern, 2003)
**Comic Books:**
The Terminator 2029 (Dark Horse, 2010) - **Issues:** 4
Terminator 3 (Beckett, 2003) - **Issues:** 9

**Title:** HULK (Feature Film) (2003)
**Credit:** Producer – Gale Anne Hurd
**Company Credit:** Valhalla Motion Pictures and animated logo (closing credits)
**Release Date:** 6/20/03
**Video Games:**
Hulk (Developer: Radical Media; Publisher: Vivendi Games, 2003) (CREDIT: Special Thanks)

**Title:** TRUE WHISPERS (DOCUMENTARY) (2002)
**Credit:** Producer – Gale Anne Hurd
**Company Credit:** Valhalla Motion Pictures and logo (closing credits)

**Title:** CLOCKSTOPPERS (Feature Film) (2002)
**Credit:** Producer – Gale Anne Hurd
**Company Credit:** Valhalla Motion Pictures
**Release Date:** 3/29/02

**Title:** ADVENTURE INC. (TV Series) (2002-2003)
**Credit:** Executive Producer – Gale Anne Hurd
**Company Credit:** Valhalla Motion Pictures and logo (closing credits)
**Air Date:** September 30, 2002
**Episodes Aired:** 10 Episodes

**Title:** VIRUS (Feature Film) (1999)
**Credit:** Producer – Gale Anne Hurd
**Company Credit:** Valhalla Motion Pictures and logo (closing credits)
**Release Date:** 1/15/99

**Title:** DICK (Feature Film) (1999)
**Credit:** Producer – Gale Anne Hurd
**Company Credit:** Pacific Western Productions
**Release Date:** 8/3/99

**Title:** DEAD MAN ON CAMPUS (Feature Film) (1998)
**Credit:** Producer – Gale Anne Hurd
**Company Credit:** Pacific Western Productions
**Release Date:** 8/21/98

**Title:** ARMAGEDDON (Feature Film) (1998)
**Credit:** Producer – Gale Anne Hurd
**Company Credit:** Valhalla Motion Pictures and animated logo (Pre-Credits)
**Release Date:** 7/1/98

**Title:** SWITCHBACK (Feature Film) (1997)
**Credit:** Producer – Gale Anne Hurd
**Company Credit:** Pacific Western Productions
**Release Date:** 10/31/97

**Title:** DANTE'S PEAK (Feature Film) (1997)
**Credit:** Producer – Gale Anne Hurd
**Release Date:** 2/7/97
**Company Credit:** Pacific Western Productions

**Title:** THE RELIC (Feature Film) (1997)
**Credit:** Producer – Gale Anne Hurd
**Company Credit:** Pacific Western Productions
**Release Date:** 1/10/97

**Title:** THE GHOST AND THE DARKNESS (Feature Film) (1996)
**Credit:** Producer – Gale Anne Hurd
**Release Date:** 10/11/96

**Title:** TREMORS 2: AFTERSHOCKS (DTV) (1996)
**Credit:** Executive Consultant – Gale Anne Hurd
**Company Credit:** Pacific Western Productions

**Title:** SUGARTIME (TV MOVIE) (1995)
**Credit:** Executive Producer – Gale Anne Hurd
**Company Credit:** Pacific Western Productions

**Title:** WITCH HUNT (TV MOVIE) (1994)
**Credit:** Producer – Gale Anne Hurd
**Company Credit:** Pacific Western Productions

**Title:** SAFE PASSAGE (Feature Film) (1994)
**Credit:** Producer – Gale Anne Hurd
**Company Credit:** Pacific Western Productions
**Release Date:** 12/25/94

**Title:** NO ESCAPE (Feature Film) (1994)
**Credit:** Producer – Gale Anne Hurd
**Company Credit:** Pacific Western Productions
**Release Date:** 4/29/94
**Video Games:**
No Escape (Sony, 1994)
**Comic Books:**
No Escape (Marvel, 1994) - Pacific Western Productions credit - **Issues:** 3

**Title:** RAISING CAIN (Feature Film) (1992)
**Credit:** Producer – Gale Anne Hurd
**Company Credit:** Pacific Western Productions
**Release Date:** 8/7/92

**Title:** THE WATERDANCE (Feature Film) (1992)
**Credit:** Producer – Gale Anne Hurd
**Company Credit:** No Frills Production
**Release Date:** 5/15/92

**Title:** TERMINATOR 2: JUDGMENT DAY (Feature Film) (1991)
**Credit:** Executive Producer – Gale Anne Hurd
**Company Credit:** Pacific Western Productions
**Release Date:** 7/3/91
**Video Games:**
CR: Terminator 2 – Judgment Day (Developer/Publisher: Cross Media International, 2008, *only released in Japan*)
Terminator 2: Judgment Day - Chess Wars (Developer: IntraCorp; Publisher: Capstone Software, 1993)
Terminator 2: Judgment Day (Developer: Bits Studios, Probe Ent., Arc Developments; Publisher: Flying Edge, LJN, 1993)
Terminator 2: Judgment Day (Developer: Bits Studios; Publisher: LJN, 1991)
Terminator 2: Judgment Day (Developer/Publisher: Ocean Software, 1991)
Terminator 2: Judgment Day (Pinball) (Williams Electronics, 1991)
Terminator 2: Judgment Day (Arcade) (Developer/Publisher: Midway, 1991)
**Comic Books:**
Terminator 2 (Dynamite Ent., 2008) - **Issues:** 2
Terminator 2: Infinity (Dynamite Ent., 2007) - **Issues:** 33
Terminator 2: Judgment Day (iBooks, 2003) - **Issues:** 4
T2: Nuclear Twilight (Malibu, 1995) - **Issues:** 4
T2: Cybernetic Dawn (Malibu, 1995) - **Issues:** 5
Terminator 2: Judgment Day (Marvel, 1991) - **Issues:** 4

**Title:** CAST A DEADLY SPELL (TV MOVIE) (1991)
**Credit:** Producer – Gale Anne Hurd
**Company Credit:** Pacific Western Productions

**Title:** TREMORS (Feature Film) (1990)
**Credit:** Executive Producer – Gale Anne Hurd
**Company Credit:** Pacific Western Productions
**Release Date:** 1/19/90

**Title:** DOWNTOWN (Feature Film) (1990)
**Credit:** Executive Producer – Gale Anne Hurd
**Company Credit:** Pacific Western Productions
**Release Date:** 1/1/2/90

**Title:** ALIEN NATION (TV Series) (1989-1990)
**Credit:** Consultant – Gale Anne Hurd
**Episodes Aired:** 21

**Title:** THE ABYSS (Feature Film) (1989)
**Credit:** Executive Producer – Gale Anne Hurd
**Company Credit:** A Gale Anne Hurd Production
**Release Date:** 8/11/89

**Title:** ALIEN NATION (Feature Film) (1988)
**Credit:** Producer – Gale Anne Hurd
**Release Date:** 10/7/88
**Comic Books:**
Alien Nation: The Lost Episode (Malibu, 1992) - **Issues:** 1
Alien Nation: The Skin Trade (Adventure, 1991) - **Issues:** 4
Alien Nation: Public Enemy (Adventure, 1991) - **Issues:** 4
Alien Nation: The First Comers (Adventure, 1991) - **Issues:** 4
Alien Nation: The Spartans (Adventure, 1990) - **Issues:** 8
Alien Nation: The Spartans (Malibu, 1990) - **Issues:** 1
Alien Nation: A Breed Apart (Adventure, 1990) - **Issues:** 4
Alien Nation Movie Special (DC, 1988) - **Issues:** 2

**Title:** BAD DREAMS (Feature Film) (1988)
**Credit:** Producer – Gale Anne Hurd
**Company Credit:** Pacific Western Productions
**Release Date:** 4/8/88

**Title:** ALIENS (Feature Film) (1986)
**Credit:** Producer – Gale Anne Hurd
**Release Date:** 7/18/86
**Video Games:**
Aliens: Colonial Marines (Developer: Gearbox; Publisher: Sega, 2013)
Aliens Infestation (Developer: WayForward Technologies; Publisher: Sega, 2011)
Aliens: Extermination (Arcade) (Developer: Play Mechanix; Publisher: Global VR, 2006)
Aliens Unleashed (Developer/Publisher: Sorrent, 2003)

Aliens: Thanatos Encounter (Developer: Wicked Witch Software, Crawfish Interactive; Publisher: THQ, 2001)
Aliens Online (Developer: Mythic Ent.; Publisher: Kesmai, 1998)
Alien Trilogy (Developer: Probe Ent.; Publisher: Acclaim Ent., 1996)
Aliens: A Comic Book Adventure (Developer/Publisher: Mindscape, 1995)
Aliens (Arcade) (Developer/Publisher: Konami, 1990)
Aliens (Developer/Publisher: Square, 1987)
Aliens: The Computer Game (Developer: Software Studios; Publisher: Electric Dreams Software, Ricochet, 1987)
Aliens: The Computer Game (Developer: Activision, Mr. Micro; Publisher: Electric Dreams Software, 1986)

**Comic Books:**

Aliens: Colonial Marines – No Man Left Behind (Dark Horse, 2012) - **Issues:** 1
Aliens: Fast Track to Heaven (Dark Horse, 2011) - **Issues:** 1
Aliens Omnibus (Dark Horse, 2007) - **Issues:** 6
Aliens: Salvation and Sacrifice (Dark Horse, 2001) - **Issues:** 1
Aliens: Xenogenesis (Dark Horse, 1999) - **Issues:** 4
Aliens: Apocalypse – The Destroying Angels (Dark Horse, 1999) - **Issues:** 5
Aliens: Wraith (Dark Horse, 1998) - **Issues:** 1
Aliens: Survival (Dark Horse, 1998) - **Issues:** 5
Aliens: Stalker (Dark Horse, 1998) - **Issues:** 1
Aliens: Harvest (Dark Horse, 1998) - **Issues:** 1
Aliens: Glass Corridor (Dark Horse, 1998) - **Issues:** 1
Aliens: Special (Dark Horse, 1997) - **Issues:** 1
Aliens: Purge (Dark Horse, 1997) - **Issues:** 1
Aliens: Pig (Dark Horse, 1997) - **Issues:** 1
Aliens: Kidnapped (Dark Horse, 1997) - **Issues:** 4
Aliens: Havoc (Dark Horse, 1997) - **Issues:** 2
Aliens: Alchemy (Dark Horse, 1997) - **Issues:** 3
Aliens: Outbreak (Dark Horse, 1996) - **Issues:** 1
Aliens: Nightmare Asylum (Dark Horse, 1996) - **Issues:** 1
Aliens: Mondo Heat (Dark Horse, 1996) - **Issues:** 2
Aliens: Lovesick (Dark Horse, 1996) - **Issues:** 1
Aliens: Mondo Pest (Dark Horse, 1995) - **Issues:** 1
Aliens: Berserker (Dark Horse, 1995) - **Issues:** 4
Aliens: Stronghold (Dark Horse, 1994) - **Issues:** 6
Aliens: Music of the Spears (Dark Horse, 1994) - **Issues:** 4
Aliens: Earth Angel (Dark Horse, 1994) - **Issues:** 1
Aliens: Sacrifice (Dark Horse, 1993) - **Issues:** 1
Aliens: Salvation (Dark Horse, 1993) - **Issues:** 1
Aliens: Rogue (Dark Horse, 1993) - **Issues:** 6
Aliens: Labyrinth (Dark Horse, 1993) - **Issues:** 6
Aliens: Countdown (Dark Horse, 1993) - **Issues:** 1
Aliens: Colonial Marines (Dark Horse, 1993) - **Issues:** 10
Aliens: Tribes (Dark Horse, 1992) - **Issues:** 3
Aliens: Newt's Tale (Dark Horse, 1992) - **Issues:** 2
Aliens: Hive (Dark Horse, 1992) - **Issues:** 5
Aliens: Muukalaiset (Jalava, 1991) - **Issues:** ?
Aliens: Genocide (Dark Horse, 1991) - **Issues:** 6
Aliens (Trident, 1991) - **Issues:** 2
Aliens: Earth War (Dark Horse, 1990) - **Issues:** 7
Aliens Book Two (Dark Horse, 1990) - **Issues:** 4

**Title:** THE TERMINATOR (Feature Film) (1984)
**Credit:** Producer, Writer – Gale Anne Hurd
**Company Credit:** Pacific Western Productions
**Release Date:** 10/26/84
**Video Games:**
Terminator: Dawn of Fate (Developer: Paradigm Ent ; Publisher: Infogames, 2002) (CREDIT: Writer [characters])
The Terminator (Developer: Grey Matter; Publisher: Mindscape, 1993)
The Terminator (Developer: Probe Software; Publisher: Virgin Games, 1992)
The Terminator (Developer: Radical; Publisher: Mindscape, Bethesda Softworks, 1992)
The Terminator (Developer/Publisher: Bethesda Softworks, 1990)
**Comic Books:**
The Terminator: 1984 (Dark Horse, 2010) - **Issues:** 3
Terminator: Revolution (Dark Horse, 2009) - **Issues:** 11
The Terminator Omnibus (Dark Horse, 2008) - **Issues:** 2
The Terminator: The Dark Years (Dark Horse, 1999) - **Issues:** 4
The Terminator (Dark Horse, 1998) - **Issues:** 4
The Terminator: Rewired (iBooks, 2004) – **Issues:**?
The Terminator: Hunters and Killers (Dark Horse, 1992) - **Issues:** 3
The Terminator: Endgame (Dark Horse, 1992) - **Issues:** 4
The Terminator: The Enemy Within (Dark Horse, 1991) - **Issues:** 5
The Terminator: Secondary Objectives (Dark Horse, 1991) - **Issues:** 5
The Terminator: One Shot (Dark Horse, 1991) - **Issues:** 1
The Terminator: The Burning Earth (Now, 1990) - **Issues:** 6
The Terminator: All My Futures Past (Now, 1990) - **Issues:** 2
The Terminator (Dark Horse, 1990) - **Issues:** 6
The Terminator (Now, 1988) - **Issues:** 17

**Title:** SMOKEY BITES THE DUST (Feature Film) (1981)
**Credit:** Co-Producer – Gale Anne Hurd

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TERMINATOR 3 THE REDEMPTION

Part # 25584AC


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417 Fifth Avenue
New York, NY 10016 USA
MADE IN THE USA.


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IMF INTERMEDIA


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# TERMINATOR 3 THE REDEMPTION

EXHIBIT 58
Valhalla v Valhalla
12-10-13
Page 1 of 15 pgs.
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- Some people (about 1 in 4000) may have seizures or blackouts triggered by light flashes or patterns, such as while watching TV or playing video games, even if they have never had a seizure before.
- Anyone who has had a seizure, loss of awareness, or other symptom linked to an epileptic condition should consult a doctor before playing a video game.
- Parents should watch when their children play video games. Stop playing and consult a doctor if you or your child have any of the following symptoms:

| | | |
|---|---|---|
| **Convulsions** | **Eye or muscle twitching** | **Loss of awareness** |
| **Altered vision** | **Involuntary movements** | **Disorientation** |

To reduce the likelihood of a seizure when playing video games:

1. Sit or stand as far from the screen as possible.
2. Play video games on the smallest available television screen.
3. Do not play if you are tired or need sleep.
4. Play in a well-lit room.
5. Take a 10 to 15 minute break every hour.

## WARNING - Repetitive Motion Injuries and Eyestrain

Playing video games can make your muscles, joints, skin or eyes hurt after a few hours. Follow these instructions to avoid problems such as tendinitis, carpal tunnel syndrome, skin irritation or eyestrain.

- Avoid excessive play. It is recommended that parents monitor their children for appropriate play.
- Take a 10 to 15 minute break every hour, even if you don't think you need it.
- If your hands, wrists, arms or eyes become tired or sore while playing, stop and rest them for several hours before playing again.
- If you continue to have sore hands, wrists, arms or eyes during or after play, stop playing and see a doctor.

## WARNING - Electric Shock

To avoid electric shock when you use this system:

- Do not use the Nintendo GameCube during a lightning storm. There may be a risk of electric shock from lightning.
- Use only the AC adapter that comes with your system.
- Do not use the AC adapter if it has damaged, split or broken cords or wires.
- Make sure that the AC adapter cord is fully inserted into the wall outlet or extension cord.
- Always carefully disconnect all plugs by pulling on the plug and not on the cord. Make sure the Nintendo GameCube power switch is turned OFF before removing the AC adapter cord from an outlet.

## CAUTION - Motion Sickness

Playing video games can cause motion sickness. If you or your child feel dizzy or nauseous when playing video games with this system, stop playing and rest. Do not drive or engage in other demanding activity until you feel better.

## CAUTION - Laser Device

The Nintendo GameCube is a Class I laser product. Do not attempt to disassemble the Nintendo GameCube. Refer servicing to qualified personnel only.

Caution - Use of controls or adjustments or procedures other than those specified herein may result in hazardous radiation exposure.

---

### CONTROLLER NEUTRAL POSITION RESET

If the L or R Buttons are pressed or the Control Stick or C Stick are moved out of neutral position when the power is turned ON, those positions will be set as the neutral position, causing incorrect game control during game play.

To reset the controller, release all buttons and sticks to allow them to return to the correct neutral position, then hold down the X, Y and START/PAUSE Buttons simultaneously for 3 seconds.

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*Rev-D (L)*

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## GETTING STARTED

1. Turn OFF the POWER Button on your Nintendo GameCube™.

**WARNING: Never try to insert or remove a Nintendo GameCube™ Game Disc while the power is ON.**

2. Make sure a Nintendo GameCube™ Controller is plugged into Nintendo GameCube™ Controller Socket 1 on the Nintendo GameCube™.
3. If you're playing against friends, plug additional Controllers into the additional Sockets.
4. Insert the Game Disc into the Nintendo GameCube™ Optical Disc Drive.
5. Turn ON the POWER Button and proceed to the title screen. If you can't proceed to the title screen, begin again at step 1.
6. At the title screen, press **START / PAUSE** to advance to the Main Menu (see page 4).

## CONTROLS

### Menu Controls

| CONTROL | ACTION |
|---|---|
| Control Stick | Navigation |
| A Button | Confirm selection |
| B Button | Cancel |



### On-foot Controls

| CONTROL | ACTION |
|---|---|
| Control Stick | Movement |
| C Stick | Aim |
| A Button | Hand-to-hand attack |
| X Button | Scan Vision |
| B Button | Hand-to-hand attack / Grab object |
| Y Button | Enter / Exit vehicle or turret |
| Z Button | Reload |
| L Button | Secondary fire / Throw object |
| R Button | Primary fire |
| START / PAUSE | Pause Menu |
| +Control Pad Up | Switch camera view |
| +Control Pad Left | Speak |

### Vehicle Driving Controls

| CONTROL | ACTION |
|---|---|
| Control Stick Up / Down | Accelerate / Reverse |
| Control Stick Left / Right | Turn left / right |
| C Stick | Aim |
| L Button | Secondary fire |
| R Button | Primary fire |
| A Button | Knock off attacking units |
| Y Button | Exit vehicle / Trigger special event |
| B Button | Apply handbrake |

### Vehicle Gunner Controls

| CONTROL | ACTION |
|---|---|
| C Stick | Aim |
| Control Stick | Change driving lane |
| A Button | Knock off attacking units |
| L Button | Secondary fire |
| R Button | Primary fire |

### Tech-Com Force Controls

| CONTROL | ACTION |
|---|---|
| C Stick / Control Stick | Aim |
| L Button | Secondary fire |
| R Button | Primary fire |
| Z Button | Reload |

## SAVING AND LOADING

When you complete a level, a save prompt appears allowing you to save your game to the Memory Card in Memory Card Slot A. Make sure you have a Memory Card with a previous *Terminator 3: The Redemption* save or 1 File and 4 Blocks of free space inserted in Memory Card Slot A. Select "Yes" to save.

Previously completed levels are unlocked and may be played at any time through the Main Menu "File Select" and "Chapter" menus.

## A NEW MISSION

You are the ultimate killing machine. Created by a calculating robotic master, you fight in the desolate future war of 2032. You are the T850 Infiltrator, an assassination machine invented to mimic a human being in every detail. You enter the human ranks, posing as one of their own, and devastate from within.

You become the ultimate protector when John Connor's human resistance army captures and reprograms you. You will be sent back to 2003 with orders to protect Connor and Kate Brewster – back to a time before the war – before his fate, and the fate of humanity, was cast.

Connor and Brewster must live through the past to secure a chance at life for the human race. Protect them from danger no matter the threat – including the relentless and technologically superior T-X.

## MAIN MENU

Move the **Control Stick** left or right to move through the menus. To make a selection within the menu, move up or down on the **Control Stick**. Press the **A Button** to confirm your selection.

### File Select

Start a new game, continue a previously saved game or enter Free Play mode. By selecting Free Play all levels will be unlocked, however, you will not be able to obtain any Upgrades or save your progress. In order to obtain Upgrades or save your progress you must return to the File Select screen and select a previously saved game or start a new game.

### Chapters 1.0 – 4.0

Play any of the previously unlocked levels by selecting the Chapter, then the Level. If you replay a completed level, only your best performance is saved.

### Credits

View the names of the people that brought this game to the present.

### Extras

View unlocked movies.



### Tech-Com Force

Begin a fast-paced mission where two players cooperatively battle against Skynet. (See Tech-Com Force Mode on page 9 for details.)

## PAUSE MENU

Press **START / PAUSE** to pause the game. Press **START / PAUSE** again to return to the game.The Pause Menu offers several choices:

### CONT (Continue Game)

Return to the game in progress.

### UPGR (Upgrades)

View mission time, enemies killed, secrets found, current Upgrade levels and Terabytes earned.

### OBJT (View Objectives)

Display the current objectives.

### ATTK (Combo Moves)

View the different hand-to-hand combat moves you can perform.

### T850 (Statistics)

Display the current recharge rate, powercells and weapon statistics of the T850 unit.

### OPTS (Adjust Options)

Adjust Video, Sound and Controller options to your requirements. Move the **Control Stick** up or down to select the option you wish to modify. Then, move left or right with the **Control Stick** to adjust the options setting.

**Sensitivity** – Adjust the aiming movement sensitivity.

**Brightness** – Adjust the screen brightness.

**Sound Effects** – Adjust the volume of the in-game sound effects.

**Music Vol** – Adjust the volume of the in-game and menu music.

**Invert Y** – Adjust the aiming vertical pitch to Normal or Inverted.

**Rumble Feature** – Toggle the Rumble Feature to Active or Disabled.

**Sound** – Toggle the sound mode from mono, stereo or Dolby.

**Controller** – Advance to the controller layout screen.

### QUIT (Quit Game)

Quit the current game and exit to the title screen.

## HEADS-UP DISPLAY

Mission-critical information appears on the Heads-Up Display (HUD).

### Power Meter

Displays the amount of power you have remaining until termination. Once the power meter reaches zero, you fail all objectives and the game ends.

### Vehicle Integrity

Shows the functional integrity your vehicle has left before it becomes inoperable. As this amount becomes lower, you may want to find another vehicle to hijack. You will lose some power if the vehicle is destroyed while you are in it.

### Aiming Reticle

A small circle shows your weapon fire direction. The target lock indicator appears when you aim at an enemy or object that can be destroyed.

### Target Lock Indicator

Indicates that you are aiming at an enemy or object that can be destroyed. The small bars on the top of the aiming reticle show the target's remaining health. The small arc on the lower-right of the aiming reticle displays how much ammo is in your primary weapon. The small arc on the lower left shows how much ammo remains in your secondary weapon if one is equipped.

### Acquire Indicator

Identifies vehicles and other special items that can be acquired. When an object can be acquired, the indicator is gray. Once you are close enough to the item, the indicator will change to an orange rotating mark. You can then acquire the item.

### Scan Vision

Indicates how long Scan Vision will remain on once activated. It also shows recharging progress after Scan Vision deactivates.



## PLAYING THE GAME

### Movement

Move the **Control Stick** slightly in the direction you wish to walk. Move it all the way to run. Use the **C Stick** to move the camera around for targeting.

### Entering Vehicles

Most of the game requires the use of vehicles to complete objectives. Vehicles provide stronger weapons and additional protection. To enter a vehicle, press the **Y Button** as you approach it. If you are close enough and the vehicle can be obtained, you will enter it.

At times, you may need to switch to a different vehicle without stopping. Drive close to the vehicle and press the **Y Button**. A prompt will appear, indicating you can switch vehicles.

If you want to exit a vehicle and proceed on foot, stop the vehicle and press the **Y Button**.

### Driving the Vehicle

Move up on the **Control Stick** to accelerate the vehicle forward. To reverse, move down on the **Control Stick**. Turn by moving left or right on the **Control Stick**. You can use the vehicle's brakes by pressing the **B Button**.

### Riding as a Gunner

At times throughout the game, you may be required to jump onto a vehicle as a gunner. In those cases, you don't have to worry about driving, but you must destroy as many enemies in your path to have a chance of completing your mission.

### Scan Vision

With Scan Vision you can see additional tactical data and your targeting system will improve. Press the **X Button** to activate Scan Vision. Don't count on it lasting long; this feature was damaged before you were reprogrammed and can only be used for short periods of time.

### Regaining Power

To regain some lost power, look for white surges of electricity emitting from power lines or other devices. As you approach the electrical surge, a white and blue beam of electricity will arc toward you, replenishing your power level.

If you approach any of these surges while driving a damaged vehicle, the vehicle will be repaired as well.

### Ranged Combat

**Using Ranged Weapons**

To target an enemy, move the **C Stick** so the aiming reticle appears over the target. Once the reticle changes to the target lock indicator, you can fire at the enemy.

Press the **R Button** once to fire a single shot from your primary weapon. Press and hold the **R Button** for continuous fire. If the weapon has a secondary fire you can fire it by pressing the **L Button.**

### Using Fixed Turrets

If you are on foot and come across a turret gun, press the **Y Button** to use it. The firing mechanism on a turret works the same as it does on foot or in a vehicle. Press the **R** or **L Button** to fire, or press and hold the **R** or **L Button** to continue firing.

## Hand-to-Hand Combat

### The Basics

While on foot, you can also engage enemies in hand-to-hand combat. To throw a punch, press the **A Button** when standing directly in front of an enemy unit. Press the **A Button** multiple times to perform combo moves, which deliver a more powerful attack.

Press the **B Button** to grab an enemy unit. Press the **B Button** two or more times to perform different grab combos that inflict more damage to the enemy unit.

### Using Environment Objects

While battling on foot, you may also use objects found around the environment such as traffic signs. To pick up an object, move toward it and press the **B Button.** While holding the object, you can swing it by pressing the **A Button** or **B Button**. To throw the object, press the **L Button.**

Whenever you enter a vehicle, you will immediately drop any secondary objects you are carrying.

## Advanced Tactics

You control a powerful Infiltrator machine and its great strength is shown through hand-to-hand combat. Perform advanced moves by combining punch and grab attacks against endoskeletons.

The following table shows the first two levels of hand-to-hand attacks. There are many more available for discovery by playing the game, or referring to the in-game "Attack" screen.

| CONTROL | ACTION |
|---|---|
| A Button | Basic swing attack |
| B Button | Grab enemies, guns and other objects |
| A Button, A Button | Head attack |
| B Button, B Button | Big grab that stuns the enemy |
| B Button, A Button | Grabs the enemy and hits him back into the air |
| A Button, B Button | Knocks the enemy to the ground |
| A Button, A Button, A Button | Kick the enemy back |
| A Button, A Button, B Button | Attack that grabs an enemy uses it as a shield |



# UPGRADES

As a T850, you are equipped with a powerful learning CPU that enables you to upgrade core systems to higher levels. This ability comes from gathering Terabytes of information. You earn Terabytes by completing a mission within a certain amount of time, destroying Skynet units, interacting with objects and performing other actions throughout the game.

## Making Upgrades

Once you start collecting Terabytes, the Upgrade Menu appears at the beginning of each level. During this time, you can perform upgrades as long as you have enough available Terabytes to complete the upgrade. You can also trade upgrades at this time to gain more Terabytes for different upgrades.

To make or trade in an upgrade, move the **Control Stick** up or down to select Upgrade and press the **A Button**. Move the **Control Stick** to highlight the core system you wish to modify and then move the **Control Stick** right to make an upgrade, or left to trade in an upgrade. When you are finished, highlight Finished and press the **A Button**.

**Recharge** – Every new level allows you to recharge more energy near overloaded power lines.

**Vision Time** – Each level enables you to use Scan Vision for longer periods of time.

**Vision Damage** – Each level increases the effectiveness of Scan Vision, enabling you to deliver more damage to enemies.

**Vision Charge** – Increases the rate that Scan Vision power levels recharge.

# TECH-COM FORCE MODE

Tech-Com Force is a hectic, arcade-style mini-game where a single player, or two players working cooperatively, battle against Skynet forces. Your orders are to man an attack helicopter and blast a clear path for a reprogrammed T850 invading the enemy TDC installation.

## Menu System

Though the menu may look different, it functions the same way as the Main Menu. Move the **Control Stick** left or right to toggle between the menus or up and down to highlight different options. When you have selected the option you want, press the **A Button.**

**Level Select** – Select the previously unlocked level you wish to play.

**High Scores** – View all of the high scores.

**Options** – Change music volume, sound effects volume, etc.

## Playing the Game

You and your partner are sitting side by side in a Tech-Com Helicopter. Neither of you have to worry about flying the craft. Your only duty is to gun down all of the Skynet forces that you can. Aiming and shooting works the same as it does in *Terminator® 3: The Redemption*. Use the **C Stick** to aim, and use the **R Button** for primary gunfire and the **L Button** for secondary fire.

Each player scores separate points for all of his or her kills. Player One's score is displayed toward the upper left-hand side of the screen; Player Two's is located at the upper right-hand side of the screen. Amassing a high score earns a player more powerful weapons. Once a player earns enough points for a better weapon, that weapon is automatically equipped and available.

Though each player earns separate scores, both of their lives depend on keeping the helicopter in the air. The helicopter's health appears at the top of the screen between the players' scores. Make sure to shoot incoming missiles or the mission could be over for both of you.

# CHARACTER DOSSIER

## The Terminator

The T850 model 101 is a Skynet battle chassis surrounded by living flesh. Possessing the ability to mimic human skin in appearance, smell and touch, the T850 is almost undetectable in a group. The T850 is an expert infiltrator and can attack the heart of the human resistance.

This particular T850 was captured by the human resistance and reprogrammed by Daniel. Kate Brewster issued the order for the T850 to travel back in time to 2003 and protect the people who would eventually become John Connor's lieutenants. The Terminator's unique endurance and strength allow it to excel at this crucial task.



## John Connor

Nearly a decade has passed since John Connor prevented Judgment Day and the extermination of humanity. Now he lives as a nomad, always cautious of settling down, never feeling safe.

His despair is well-founded as the chase begins again. After John accidentally stumbles into a clinic run by his childhood friend, Kate Brewster, the two run from the unstoppable T-X. Connor's only chance for survival is the T850, sent from his future and programmed for protection.

## Kate Brewster

In 2003, Kate Brewster is an intelligent and idealistic young woman working as a veterinarian with dreams of a loving family. All of her plans for the future are destroyed by a surprise encounter with long-lost friend, John Connor. Their reunion is interrupted by an attack by the T-X cyborg assassin.

In 2032, Brewster becomes a battle-hardened fighter in humanity's struggle for freedom against the onslaught of Skynet killing machines.

Kate faces a terrible decision as John Connor's future wife – destroy his T850 assassin, or trust its reprogramming and send it back in time to protect Connor's younger self.

## T-X

The T-X features the latest in independent-action, cybernetic technology packed beneath a layer of fluid metallic skin. The ultimate infiltration unit, it can adapt its appearance to perfectly match any human being. The T-X was designed to be incredibly durable and strong. Its most deadly feature is an array of weapons built into its arm: a flamethrower, a radial cutting blade and a high-energy plasma rifle.

## Daniel

Daniel, a soldier in the human resistance army and one of Connor's most trusted techs, has been given ongoing orders to salvage enemy equipment and adapt it to human needs. Years of converting energy weapons, metal composite armor and power supplies have culminated in his ultimate project — capturing and reprogramming a T850 infiltration unit.

This expert engineer proves that the struggle against Skynet killing machines is fought with subtle hacking skills just as much as gritty field combat. Machines will always be susceptible to clever human attacks — a person need only know how to reach the off switch.

## WEAPONS

The T850 metallic battle chassis is a powerful combat weapon, but a complete arsenal of guns is necessary to battle Skynet. Here are some of the weapons you'll use to complete your mission.

### G36S

The G36S is a conventional assault rifle that quickly became a Tech-Com mainstay due to its light composition and large capacity of armor-piercing rounds.

### M249

A much heavier caliber weapon, the M249 is normally mounted on a tripod, but those with superhuman strength can carry and fire it one-handed.

### Shotgun

The pump-action shotgun is a simple and reliable means of putting the hurt on tight groups of attackers or taking down a single, close-in threat.

### M37 Machine Gun

This .30 caliber, air-cooled machinegun chews through targets thanks to an efficient side-mounted, belt-fed, metal ammo drum.

### Plasma Rifle

Super-heated, high-energy rounds are ejected at maximum velocity from the muzzle of the plasma rifle.

### Plasma Missile Launcher

The most powerful portable Skynet weapon spews huge rounds of self-propelled energy that explode on impact, causing devastating damage.



## VEHICLES

### Present Day

**Police Motorcycle**
**Top Speed:** 114 MPH
**Weight:** 0.3 tons
**Armor:** None
**Armament:** None

**Black Hearse**
**Top Speed:** 108 MPH
**Weight:** 2.1 tons
**Armor:** None
**Armament:** None

**Pickup Truck**
**Top Speed:** 45 MPH
**Weight:** 8.2 tons
**Armor:** None
**Armament:** None

**Tech-Com Truck**
**Top Speed:** 74 MPH

**Weight:** 2.4 tons

**Armor:** 20mm steel plate

**Armament:** C15 Single Plasma Cannon, SAT-44 Coaxial Missile Launcher

Tech-Com Car

**Top Speed:** 89 MPH

**Weight:** 1.6 tons

**Armor:** 11mm steel plate

**Armament:** C15 Single Plasma Cannon, SAT-44 Coaxial Missile Launcher

**Tech-Com Helicopter**
**Top Speed:** 127 MPH

**Weight:** 1.4 tons

**Armor:** 12 mm ballistic fiber

**Armament:** M134 Minigun



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Special thanks to Arnold Schwarzenegger, Jonathan Mostow, C2 Pictures and everyone involved in the making of the Terminator 3 film for their support.

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The Walking Dead Season 1 (2010)

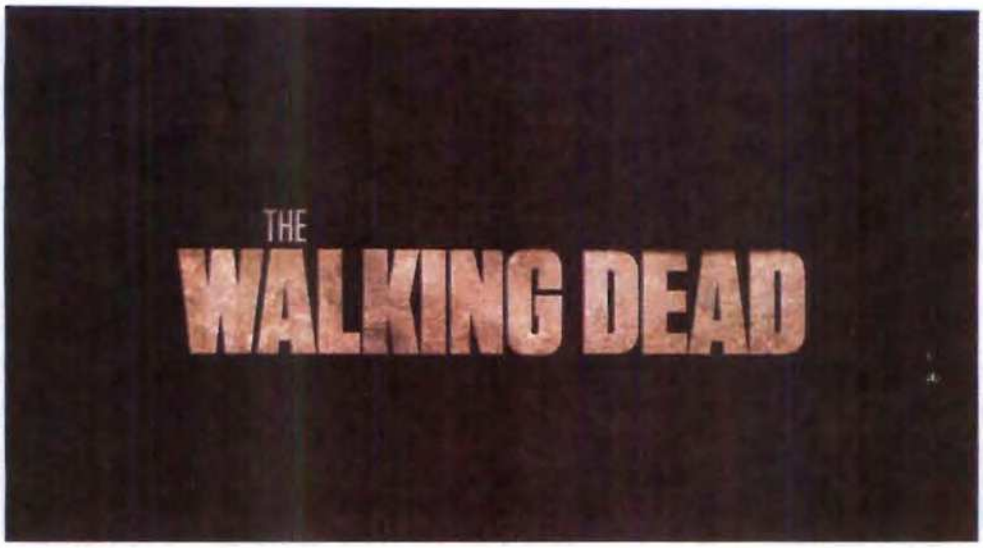


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**EXHIBIT 59**
Valhalla v Valhalla
12-10-13
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# December 10, 2013

# VOL. 2/6

EXHIBIT 60
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# The Scourge

## "CONTACT"

STORY
**SCOTT LOBDELL**

ILLUSTRATIONS
**ERIC BATTLE**

COLORS
**DAVID CURIEL**

LETTERS
**JOSH REED**

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MY NAME IS JOHN GRIFFIN.
I'VE BEEN AN OFFICER IN THE NYPD FOR FIFTEEN YEARS, SEVEN AS A MEMBER OF A SWAT TEAM.
GUN FIGHTS. SNIPER FIRE.
DISARMING SMOKING CAR BOMBS ON A CROWDED STREET.
NEGOTIATING WITH ZEALOTS HOLDING HOSTAGES.
UP UNTIL A MONTH AGO I BELIEVED I HAD SEEN EVERYTHING-- THAT NOTHING COULD RATTLE ME.
THAT WAS UNTIL I HAD TO SAY GOOD- BYE TO MY SON ON THE COURTROOM STEPS.
BEFORE I SAW HIM CRYING AND WAVING GOOD-BYE FROM THE REAR WINDOW OF THE LIMO DRIVING HIM AND HIS MOM TO A NEW LIFE.
FOR WEEKS I TRIED TO PRETEND IT DIDN'T MATTER.

FORTUNATELY FOR ME-- MY BEST FRIEND KNEW BETTER.
HE CONVINCED ME I NEEDED TO GET OUT OF NEW YORK CITY FOR A WHILE.
OKAY, I WAS SKEPTICAL.
WHEN YOU SAID WE SHOULD COME TO EUROPE-- TO CLEAR MY HEAD-- I THOUGHT YOU WERE CRAZY.
HE'S DR. PETER NEWBURGH. A DENTIST...
YOU'RE SURE AS HELL AFRAID OF SOMETHING, THOUGH.
FALLING MAYBE?
...AND THE AFOREMENTIONED BEST FRIEND.
TRADITIONALLY, DENTISTS AREN'T NEARLY AS BRAVE AS COPS.
I'LL BE RIGHT THERE, LT. GRIFFIN, SIR!

I THOUGHT I'D MISS THE PERPS, PERVERTS AND PUNKS ON MY JOB.

BUT THIS WAS A GREAT IDEA, NEWBURGH.

THE ARDECHE REGION OF FRANCE COULDN'T BE FARTHER AWAY FROM THE CHAOS OF MANHATTAN'S CONCRETE CANYONS.

WHICH IS EXACTLY WHY WE'VE BEEN HERE FOR THE PAST WEEK.

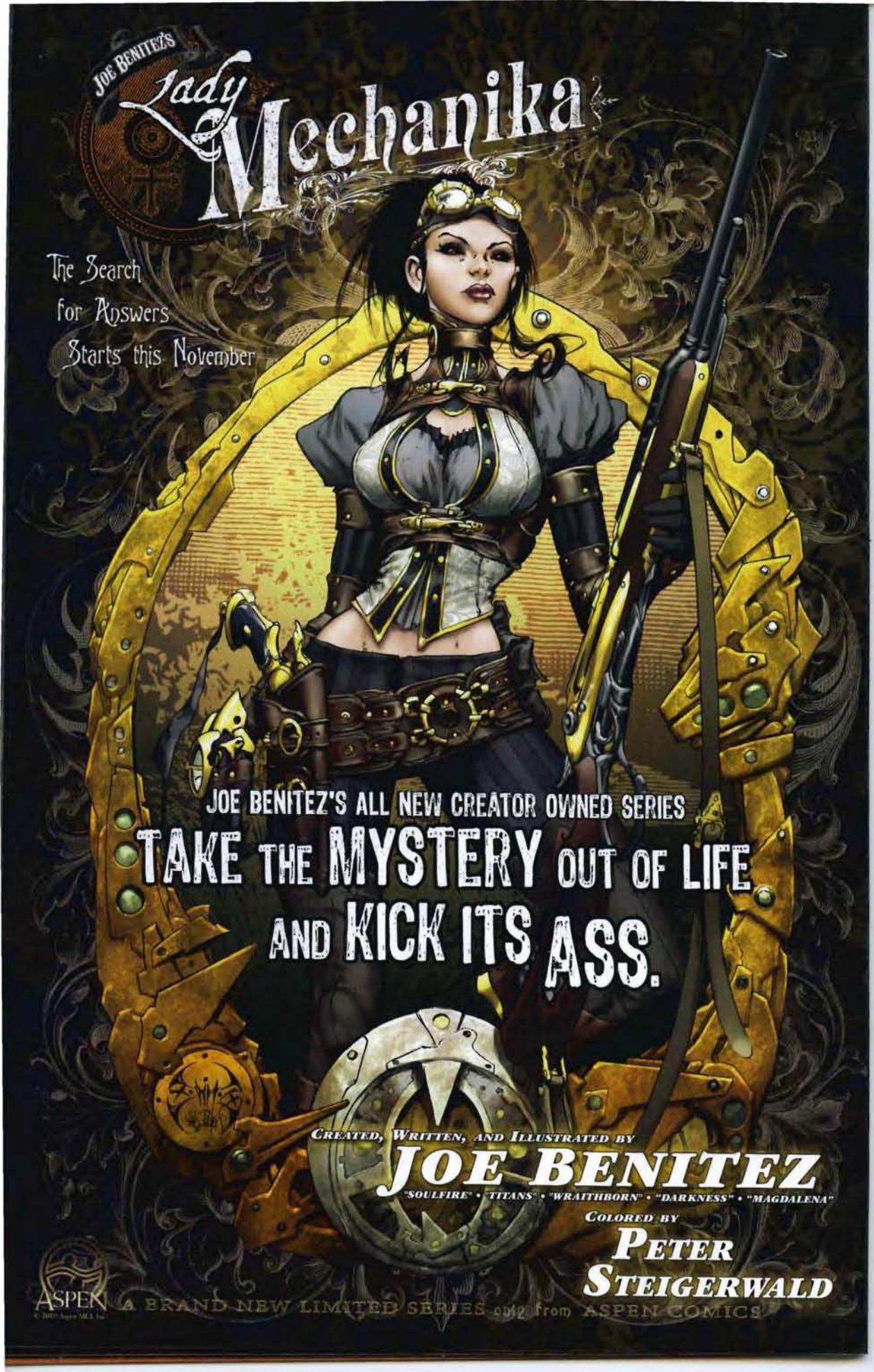
WHEN I'M RIGHT, I'M RIGHT, GRIFFIN.

I'M NOT AFRAID TO ADMIT IT.

THE MAN DANGLING FROM THE SIDE OF THE CLIFFS?

-?PANT PANT...?-
HUNH?
PROBABLY NOTHING, BUT...
...IF I CAN SQUEEZE THROUGH THIS CREVICE-- I CAN CHECK OUT THAT LIGHT!

breeep
breeep
INCOMING CALL JON
BUDDY, YOU'LL NEVER GUESS WHERE I AM RIGHT NOW.
I CAN SEE YOU RIGHT NOW! ON GOOGLE EARTH!
ARE YOU PULLING MY LEG?
NOPE! PLAIN AS DAY, DAD!
THAT IS YOU WITH A BEARD HERDING SHEEP, RIGHT?
HAHA!
LESS COMEDY. MORE STUDY, MISTER.
YOU SAY THAT UNTIL YOU HAVE TO HELP ME CRAM FOR MY SOCIAL STUDIES FINAL.
I'LL SEE YOU TOMORROW, JONATHON. BRING YOUR TEXT BOOKS.
BYE, DAD. I LOVE YOU.
LOVE YOU HARDER, KID. BYE.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WHAT THE HELL?
THIS P-PLACE ALMOST FEELS... ALIVE?
BUT THAT'S CRAZY, ISN'T IT?

ARE THOSE STONES...
... OR SOME KIND OF... EGG?
I *SHOULD* GET THE HELL OUT OF HERE, BUT...
...WHAT THE— ?!

=ACHEM=
COME ON, DOC.
NOW YOU'RE JUST BEING RUDE.
NEWBURGH?
WHERE ARE YOU?
PETE?!
NEWBURGH?!

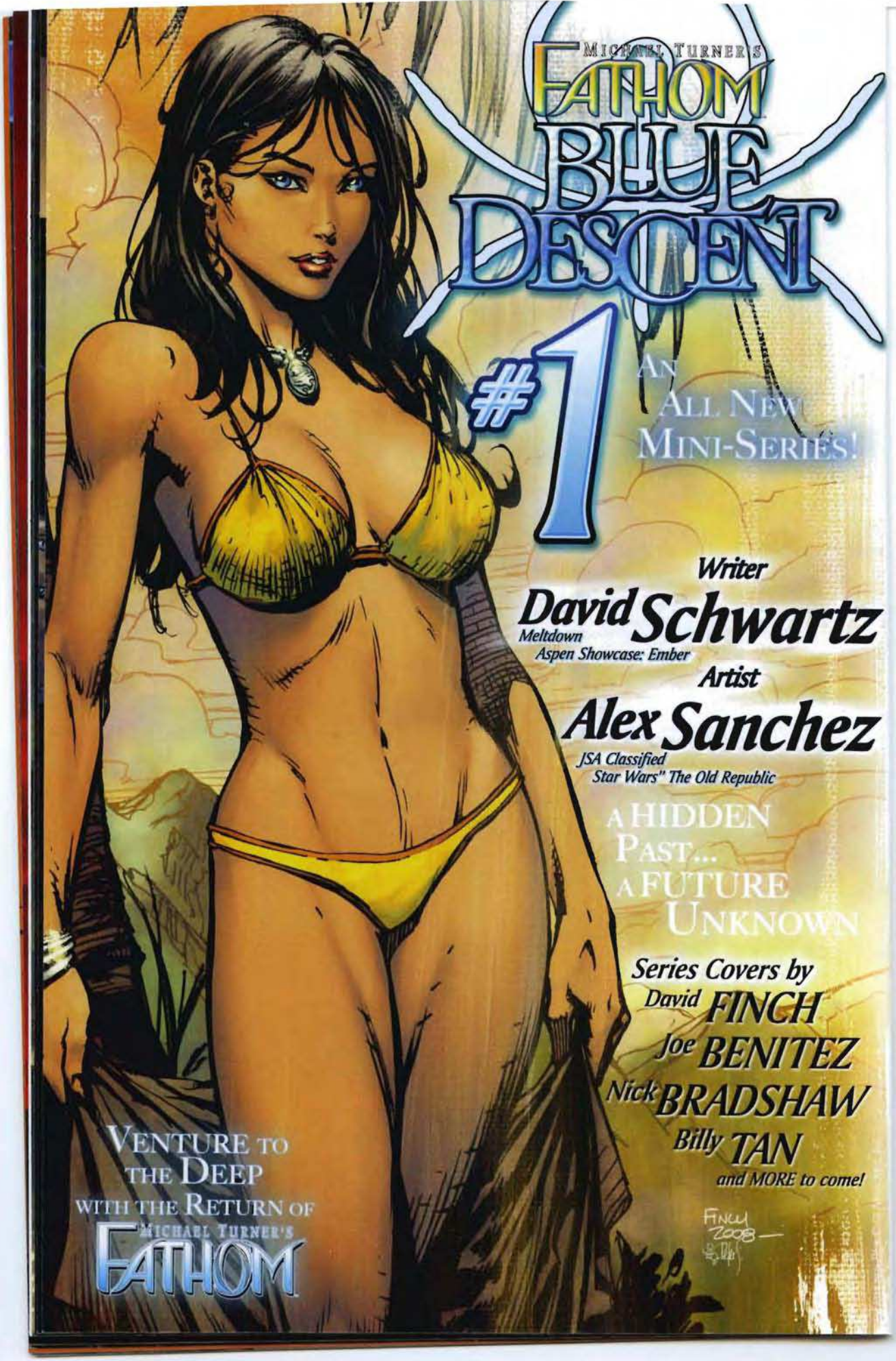
CALM DOWN, BUDDY.
DOCTOR'S ORDERS.
DENTIST'S ORDERS AT THE VERY LEAST.
WHA-- ?!

HOW THE HELL DID YOU GET UP HERE-- BEHIND ME?!
IF I TELL YOU...

...THEN EVERYONE WILL DO IT AND I WON'T BE SPECIAL ANY MORE.

HAVE A BEER AND RELAX ALREAD--
WHOA--
WHAT HAPPENED THERE? YOU OKAY?

THIS?
WELL, YOU'RE THE ONE WITH THE DEGREE.
I'M SURE IT'S... NOTHING.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FATHOM
BLUE DESCENT
#1
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Billy TAN
and MORE to come!
VENTURE TO THE DEEP
WITH THE RETURN OF
MICHAEL TURNER'S
FATHOM

WHEN CLAIRE LEFT...
SCORE!
SHUT-UP, I'M SERIOUS. I KNOW YOU NEVER LIKED HER... BUT I DID. ENOUGH TO MARRY HER, ANYWAY.
WHEN SHE LEFT, I THOUGHT MY WHOLE LIFE JUST CAVED IN.

BUT YOU WERE THERE TO PICK ME UP OFF THE FLOOR.
TO REMIND ME I HAD A LIFE BEFORE HER. THAT I HAD TO HOLD IT TOGETHER FOR JONATHON'S SAKE.

YEAH, YEAH— I EXPECT THE SAME TREATMENT IF MY WIFE EVER LEAVES ME.
YOU KNOW, IF I EVER FIND SOMEONE *LONELY* ENOUGH TO ACTUALLY MARRY ME.
JOKE, IF YOU HAVE TO.
I JUST WANT YOU TO KNOW I APPRECIATE IT.

ROILING
ROCK
X-1
KLNK
OKAY, WELL— IF YOU'RE SERIOUS...
...THEN YOU'RE WELCOME.

A FEW HOURS AND HALF A WORLD AWAY...
SPECIFICALLY, IN CLAIRE'S NEW DIGS...
THOUGH I HAVE NO IDEA WHY, YOUR SON IS ACTUALLY EXCITED ABOUT SEEING YOU.
BUT IF YOU'RE NOT GOING TO MAKE IT TO THE THEATER TOMORROW, GRIFF, I CAN ARRANGE TO HAVE ONE OF THE DRIVERS PICK HIM UP.

DON'T WORRY, I'LL BE THERE TO PICK JONATHON UP-- ON TIME.
TRUST ME, CLAIRE.
GOOD-BYE!

THAT "WOMAN"...
I WAS THINKING, BUDDY.
WHAT IF WE DON'T GO BACK TO THE STATES?

THERE ARE A TON OF TEETH THAT NEED FIXING HERE--
--AND I'M SURE YOU CAN USE ALL THAT SWAT TRAINING TO PUT DOWN A REBELLION OR TWO.
WHAT IF WE JUST STAY HERE?

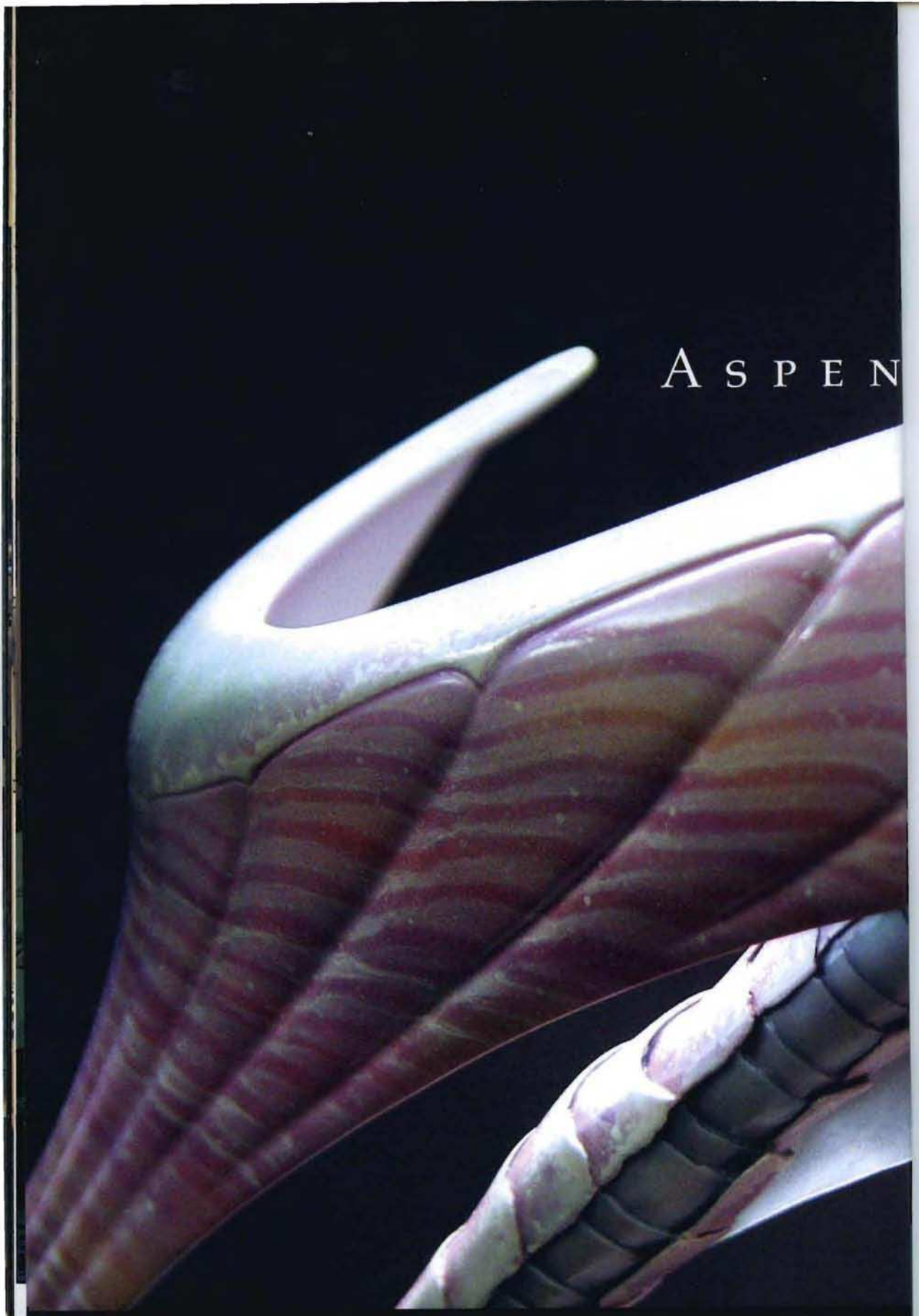
NOW BOARDING, FLIGHT 203 TO JFK.
YOU'RE AN IDIOT.

SKRTCH SKRTCH
C'MON, THAT'S OUR FLIGHT.

I WOULD HAVE BEEN JUST AS HAPPY IN COACH.
NO ONE IS *REMOTELY* HAPPY IN COACH, GRIFFIN.
AFTER YEARS OF STUDY AND MORE IMPACTED WISDOM EXTRACTIONS THAN I CAN COUNT, YOUR BEST BUD HAS MONEY.
ENJOY IT!
CAN I GET YOU ANYTHING ELSE?
I'D LIKE ANOTHER 7 AND 7 AND MY FRIEND HERE WILL HAVE YOUR EMAIL ADDRESS.
IF ONLY. I'M AFRAID THAT'S AGAINST—
IGNORE HIM, PLEASE.
IF YOU CAN'T BRING YOURSELF TO FLIRT, I'LL HAVE TO DO IT FOR YOU.
ENOUGH DRINKING, TALKING, EVERYTHING...
...WE WERE UP ALL NIGHT COMING DOWN THAT MOUNTAIN...
WAY AHEAD OF YOU, BUDDY.
NAWNIES!

LATER...
HRRADOOUGH
WHAT THE-- ?!
SIR?! SIR-- IS YOUR FRIEND EPILEPTIC?!
I DON'T KNOW! I'VE NEVER SEEN HIM LIKE THIS.
PETE?!
IT'S OKA--
OW!
HOW THE HELL DID YOU --?!
GET OUT OF MY WAY!
SIR, YOU NEED TO SIT DOWN!
MY WRIST... HE NEARLY BROKE IT!
SINCE WHEN IS HE THAT STRONG?!

GOTTA... PULL MYSELF...
SPLASH
SPLASH
GOTTA...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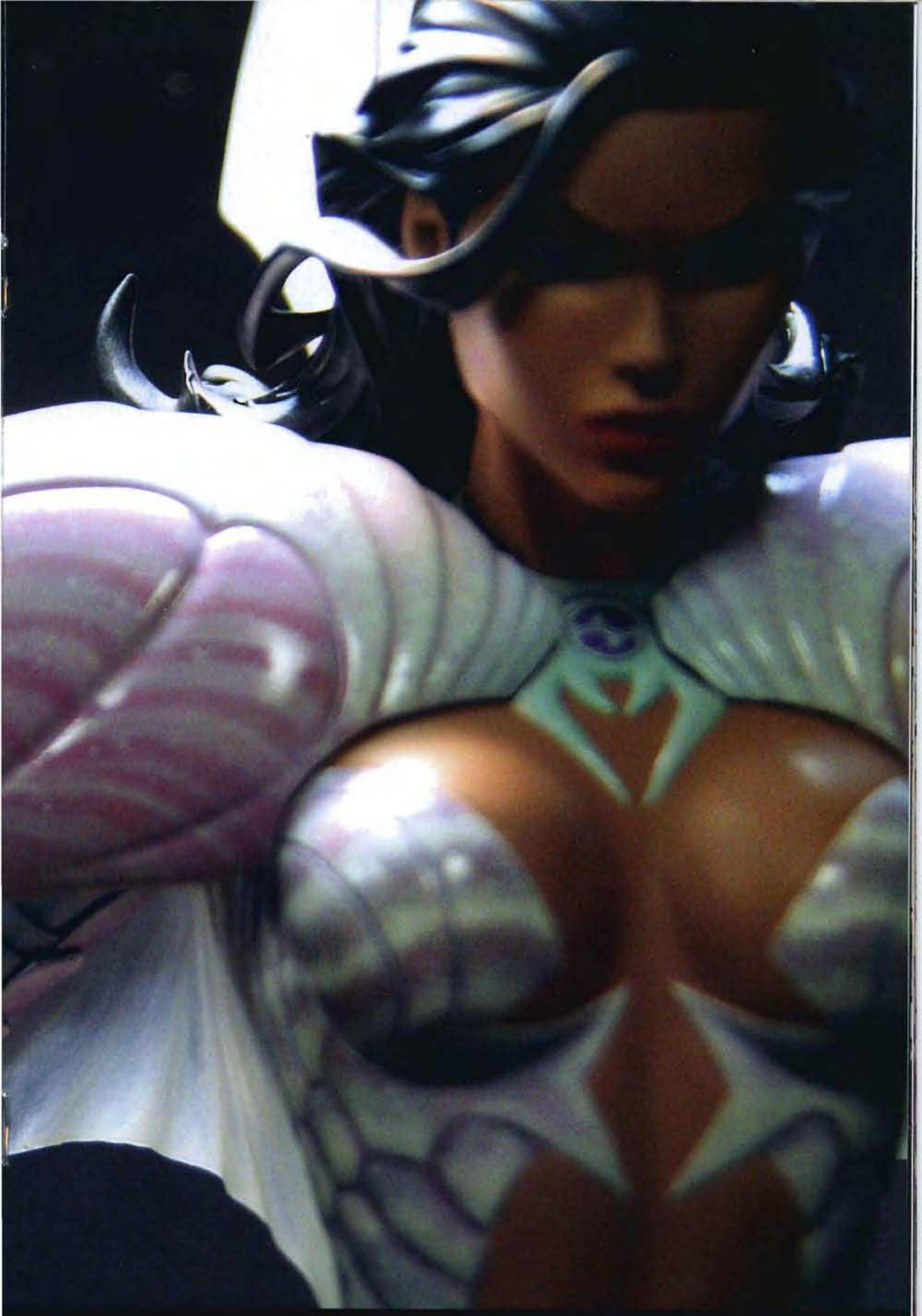

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FROM THE ACCLAIMED WRITER OF: SOULFIRE - FATHOM - TEEN TITANS - GREEN ARROW

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ART BY ALEX KONAT
INKS BY JON BOLERJACK
COLORS BY JOHN STARR
SERIES COVERS BY AVENGERS: THE ORIGIN - BATGIRL
PHIL NOTO

ASPEN

AUGUST 2010

PLEASE?

THIS IS CRAZY...

SIR--?

I GOT HIM, MA'AM.

JUST HAD SOME BAD FISH-- HE'LL BE FINE.

NO MORE PROBLEMS FROM THIS POINT ON, YOU HAVE MY WORD.

URRMPH...

J.F.K. INTERNATIONAL AIRPORT.
...URNN...

...ARRGH...
NEWBURGH?!
2Y41

WE'LL GET YOU TO A DOCTOR AS SOON AS--
NO WAY! NO!
THIS IS A CAB, NOT AN AMBULANCE FOR A BUNCH OF FRAT GUYS WHO DRANK TOO MUCH ON SPRING BREAK!
BUY YOUR OWN CAB AND THROW UP IN THERE!

I'M A S.W.A.T. OFFICER. DO YOU KNOW WHAT THAT MEANS?
SPECIAL WEAPONS AND, UM... SOMETHING SOMETHING.
IT MEANS SHUT THE HELL UP AND DRIVE.
SHUTTING.
DRIVING.

CAN'T YOU DRIVE THIS CRATE ANY FASTER?
THAT DEPENDS-- DO YOU GOT AN EXTRA SIREN UP YOUR BUTT?
OFFICER?

GRIFF... I'M S-SORRY.
DON'T BE STUPID, YOU DIDN'T DO ANYTHING WRONG.
IT'S NOT YOUR FAULT YOU--

WHY DIDN'T I TELL YOU?!
I SHOULD HAVE TOLD YOU!
TELL ME WHAT? PETE, WHAT ARE YOU TALKING ABOUT?

SO...SO... SORRY.
SO...
SHHHH, JUST REST.
SHHH...

DRIVER, WE NEED TO GET HIM TO A HOSPITAL NOW!
ARRRRRGH!
YA' THINK?!

AND THIS IS JUST...
MANHAT
HOSPIT
...TO SHOW ME THE CURTAINS?
I NEED A WOMAN'S OPINION AND YOU'RE THE MOST WOMAN I KNOW.
CUTE. OKAY, AFTER WORK I CAN COME OVER FOR-- HOW LONG?
IT DEPENDS. HOW LONG DOES IT TAKE TO LOOK AT CURTAINS?
SLAMM
WE NEED SOME HELP HERE!
PUT HIM RIGHT OVER HERE!
FOR FIG'S SAKE HOW MUCH DOES THIS GUY WEIGH?!
DOCTOR-- STAT!

WHAT'S WRONG?
I DON'T KNOW-- FOOD POISONING?
I AIN'T NO DOCTOR--
--BUT THAT AIN'T NO FOOD POISONING!
NURSE, LOCKDOWN-- NOW!
NOTIFY CDC, CONDITION RED!
THAT SO DOES NOT SOUND GOOD!
STRAP HIM DOWN, NOW-- I'M GOING TO DRAW SOME BLOOD!

MICHAEL TURNER'S
SOULFIRE #8
vol.2
STORY BY
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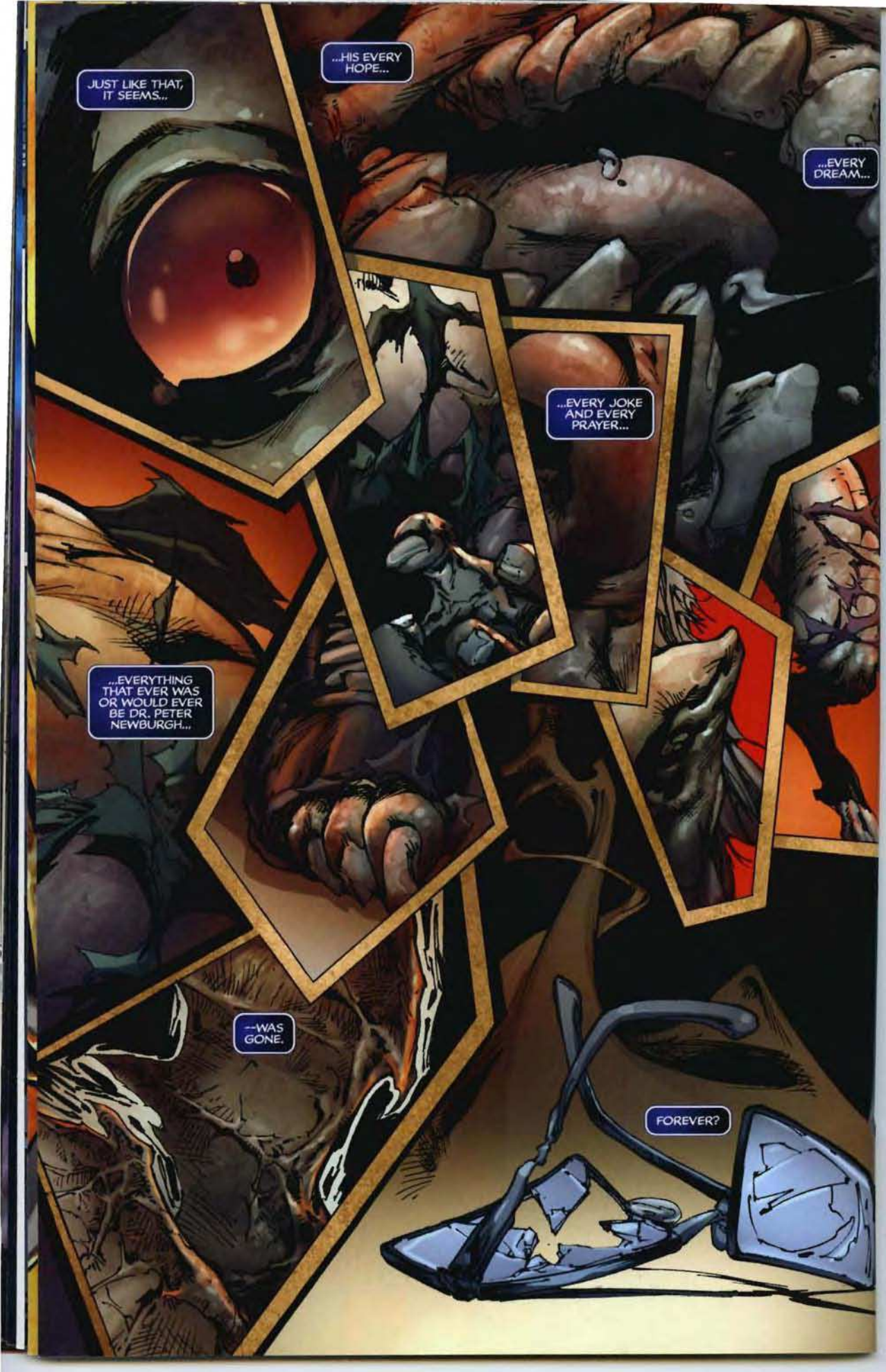
PENCILS BY
MARCUS TO
INKS BY
RICHARD ZAJAC
COLORS BY
BETH SOTELO
FURTHERING HIS QUEST OF
COMBINING MAGIC WITH TECHNOLOGY...
RAINIER'S CREATIONS
RELENTLESS ONSLAUGHT CONTINUES.
THE STRUGGLE FOR POWER COMES CLOSER TO AN END...
THE PENULTIMATE ISSUE!
ON SALE NEXT MONTH
SOTELO

SORRY, I'VE JUST QUARANTINED THE E.R.-- THE REINFORCED DOORS ARE CLOSED.
THESE TESTS SHOULD TELL US--
NO WAY!
NO ONE IS GOING ANYWHERE UNTIL THE DOCTOR KNOWS WHAT WE'RE DEALING WITH!
YOU PEOPLE ARE OUT OF YOUR MINDS!
SCREW THE FARE, I AM OUT OF HERE!
--EH?! IT JUST...
...CONVULSED RIGHT OUT MY HANDS?!
KRSSH
TH-THOSE G-GRAY CELLS?
THEY'RE DEVOURING HIS BLOOD CELLS.
NO... TRANSFORMING THEM?
IS THAT EVEN POSSIBLE?
N-NO...
YOU WANT IMPOSSIBLE?!
TURN AROUND!


JUST LIKE THAT, IT SEEMS...
...HIS EVERY HOPE...
...EVERY DREAM...
...EVERY JOKE AND EVERY PRAYER...
...EVERYTHING THAT EVER WAS OR WOULD EVER BE DR. PETER NEWBURGH...
--WAS GONE.
FOREVER?

MOVE!
THERE AIN'T NO EASY WAY TO SAY THIS, OFFICER...
PETE...?

KREESKK
...YOUR FRIEND HERE TOTALLY HAS HIS FREAK ON!
TO BE CONTINUED IN...
THE SCOURGE #2

The SCOURGE
#2
THE COMIC BOOK EVENT OF THE SUMMER
FROM THE INNOVATIVE MIND OF
GALE ANNE HURD
ACCLAIMED MOVIE PRODUCER OF:
ALIENS - THE ABYSS - ARMAGEDDON
THE INCREDIBLE HULK - THE TERMINATOR
TERMINATOR 2: JUDGMENT DAY
WRITTEN BY
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BATTLE 2010
GET INFECTED.
TAKING OVER
SEPTEMBER 2010
ASPEN

FRANK MASTROMAURO

VINCE HERNANDEZ

# DEJILEC

1:5

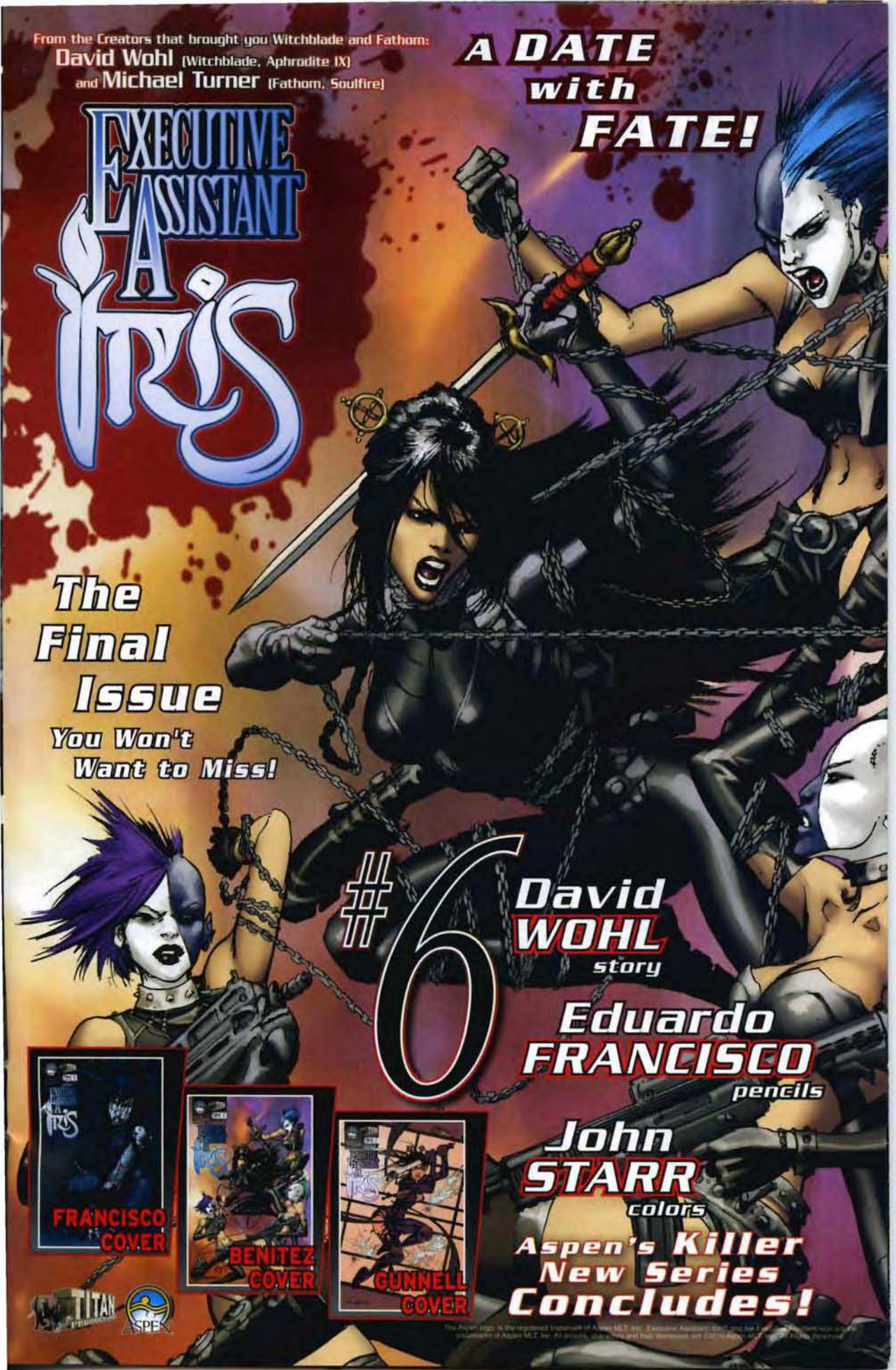
MICAH GUNNELL :: ROB STULL :: PETER STEIGERWALD

$2.50 ← STILL ONLY!

## #5

FACE TO FACE WITH SILVERBACK!

ASPEN


From the Creators that brought you Witchblade and Fathom:
David Wohl (Witchblade, Aphrodite IX)
and Michael Turner (Fathom, Soulfire)
EXECUTIVE ASSISTANT
A IRIS
A DATE with FATE!
The Final Issue
You Won't Want to Miss!
#6
David WOHL story
Eduardo FRANCISCO pencils
John STARR colors
Aspen's Killer New Series Concludes!
FRANCISCO COVER
BENITEZ COVER
GUNNELL COVER
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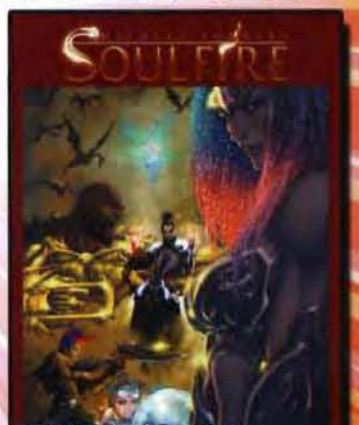


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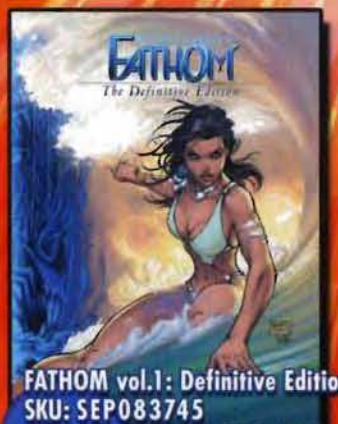


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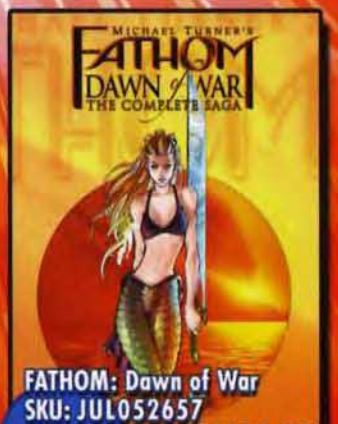


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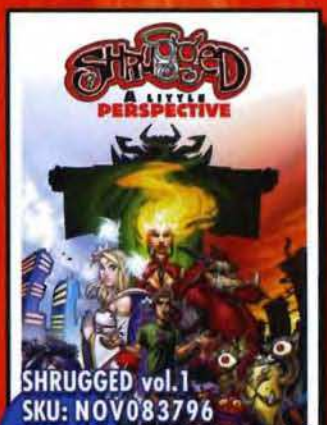


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# VOL. 3/6

EXHIBIT 61
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# FULL CIRCLE

Written By
**GREG PAK**

Illustrated By
**TONY PARKER**

Colored By
**PETER STEIGERWALD**

Lettered By
**JOSH REED**

Editors: Frank Mastromauro, Vince Hernandez
Editorial Assistant: Josh Reed

Marketing Assistant: Stephanie Matson

Production Assistant: Chaz Riggs

Design and Production:
Mark Roslan, Peter Steigerwald

Probably Going There:
Chris Rupp

LOS OLVIDADOS, CALIFORNIA.
THAT'LL BE TWENTY-THREE NINETY-SEVEN.
RIGHT...
WHAT'S THE MATTER, BIG GUY? BUST OUT SOME OF THAT PRISON MONEY!
I AIN'T SO BIG. AND NEITHER IS MY PAYCHECK.
OKAY. SCRATCH THIS.
PROBABLY ONLY NEED ONE OF THESE ANYWAY.
ANDREW JACKSON FEDERAL CORRECTIONS FACILITY.
I DON'T GET IT. YOU'VE GOT, WHAT, SIX SILVER STARS?
AND YOU RUN THE BIG HOUSE DOWN THE BLOCK.
I DON'T RUN IT, MA'AM.
I JUST GUARD IT.
BRAKOOOOM
WELL. I'LL LET YOU GET ON THAT, THEN.
THANKS.

I WANT SNIPERS IN ALL TOWERS.
SUIT UP THE TAC TEAM. FULL ARMOR.
AND GET THAT DAMN CARTOGRAPHER ON SITE!
CAPTAIN ROMERO!
YOUR ORDERS ARE TO HEAD THROUGH THE BREACH, ACCESS THE FIRST LEVEL, ELIMINATE THE THREAT!
WHAT THE HELL ARE YOU TALKING ABOUT?
I REPRESENT THE PRISON BOARD--
I KNOW. YOUR DADDY MADE THAT VERY CLEAR AT THE LAST MEETING.
BUT WE DON'T GO IN.
OUR MANDATE'S TO KEEP WHATEVER'S IN FROM GETTING OUT.
THE BOARD HAS AN... INTEREST IN THE AREA THAT'S UNDER ATTACK.
SO YOUR MANDATE JUST CHANGED.
I HAVE ALL THE AUTHORIZATIONS RIGHT HERE.
NOW WHY THE GRIEF?
WITH A RECORD LIKE YOURS, YOU SHOULD BE THRILLED FOR A SHOT AT THE BIG TIME.
HNH.
I GOT SIMPLE TASTES.
WHAT THE HELL...
GET ME THE WARDEN.

TEN MILES BELOW THE PYRAMID.
I'M SORRY, CAPTAIN. BUT I AM NOT AUTHORIZED TO ALLOW YOU ACCESS.
DON'T GIVE ME THAT.
YOU'VE OBVIOUSLY LOST CONTROL DOWN THERE.

IT'S AN ESCAPE, ISN'T IT? A PRISONER FROM THE LOWER LEVELS--
I DON'T KNOW.
YOU DON'T KNOW?
AND I DON'T PARTICULARLY CARE.

THIS FACILITY IS GUIDED BY JUSTICE.
WHATEVER'S HAPPENING IN THE CITY OF CORRUPTION IS PART OF THAT PLAN.

CITY OF CORRUPTION?
THE FIRST LEVEL. UNDER THE PYRAMID.
THEY DON'T TELL YOU MUCH, DO THEY?
LOOK, MY JOB IS TO DEFEND THE SURFACE. SO IF I DETERMINE THAT--
LISTEN TO ME, CAPTAIN. THE RULES ARE FOR YOUR PROTECTION.

I HAVE YOUR FILES.
SO I KNOW WHY YOU'RE WORKING FOR HALF THE PAY OF ANYONE ELSE OF YOUR RANK AND EXPERIENCE.
THERE'S TOO MUCH DANGER DOWN HERE FOR SOMEONE WITH YOUR... HISTORY.

TOO MUCH TEMPTATION.

SAM, THIS IS CRAZY. YOU KNOW WHAT PEOPLE SAY ABOUT THAT PLACE, DON'T YOU?
THIS IS MY JOB, JUNIPER. I CAN'T JUST--
YES, YOU CAN! YOU GET OUT OF THERE RIGHT NOW OR I'M COMING DOWN MYSELF--
JUNIE, NO!

HEY.
UH, YES SIR!
HEY, WAIT--
CLICK
I'M SAM TINKER. THE CARTOGRAPHER. WE HAVEN'T ACTUALLY MET BEFORE--
WHAT DO YOU HAVE?

THANKS TO THE BREACH, WE'VE FINALLY BEEN ABLE TO FLY A MINI ECHODRONE INTO THE FACILITY. THESE ARE THE UPDATED MAPS.
IT'S OUR FIRST LOOK INSIDE THE PYRAMID, AND THE LAYOUT'S... UNEXPECTED.
MORE LIKE A SMALL CITY THAN A PRISON--
WHAT AM I LOOKING AT?
THESE AREAS ARE BURNING. THE BLURS OVER HERE ARE PEOPLE FLEEING THE FIRE.
THEY'RE NOT LOCKED UP OR ANYTHING. GUESS THEY COULD HAVE BEEN RELEASED WHEN THE FIRE STARTED...
ROMERO

...BUT THESE ARE THE ONLY THINGS THAT LOOK LIKE JAIL CELLS.
AND THEY'RE ALL SEALED. WITH FOOT-THICK, AIRTIGHT DOORS.
IT JUST DOESN'T MAKE SENSE THAT--

THANKS.
ALL... RIGHT, THEN.
SO I SHOULD JUST...
ROMERO

WHAT'S YOUR CLEARANCE LEVEL, TINKER?
UH. SIX, I THINK?
SO YOU DON'T KNOW ANYTHING.
WELL, I--
THE GIRL YOU WERE TALKING TO?

MY SISTER. SHE'S JUST A KID. SHE DOESN'T--
SEEMS PRETTY SMART TO ME.
MAYBE YOU SHOULD LISTEN TO HER.

ALL RIGHT, SOLDIERS.
THERE ARE SOME THINGS YOU GOTTA KNOW.
YOU DON'T LIKE IT, YOU WALK NOW.

"ALL THE RUMORS YOU'VE HEARD ABOUT ME?
"THEY'RE TRUE.

"IN THE LAST THREE WARS, I KILLED A LOT OF PEOPLE I SHOULDN'T HAVE.

"BUT THIS PLACE WE'RE GOING?

"IT'S NOT JUST A PRISON.
"AND IT'S NOT JUST FILLED WITH THE MOST DANGEROUS CRIMINALS THE WORLD HAS EVER SEEN..."

"...IT'S HELL.
"LITERALLY.
"AND EVERYONE DOWN THERE DESERVES WHAT'S COMING TO 'EM."

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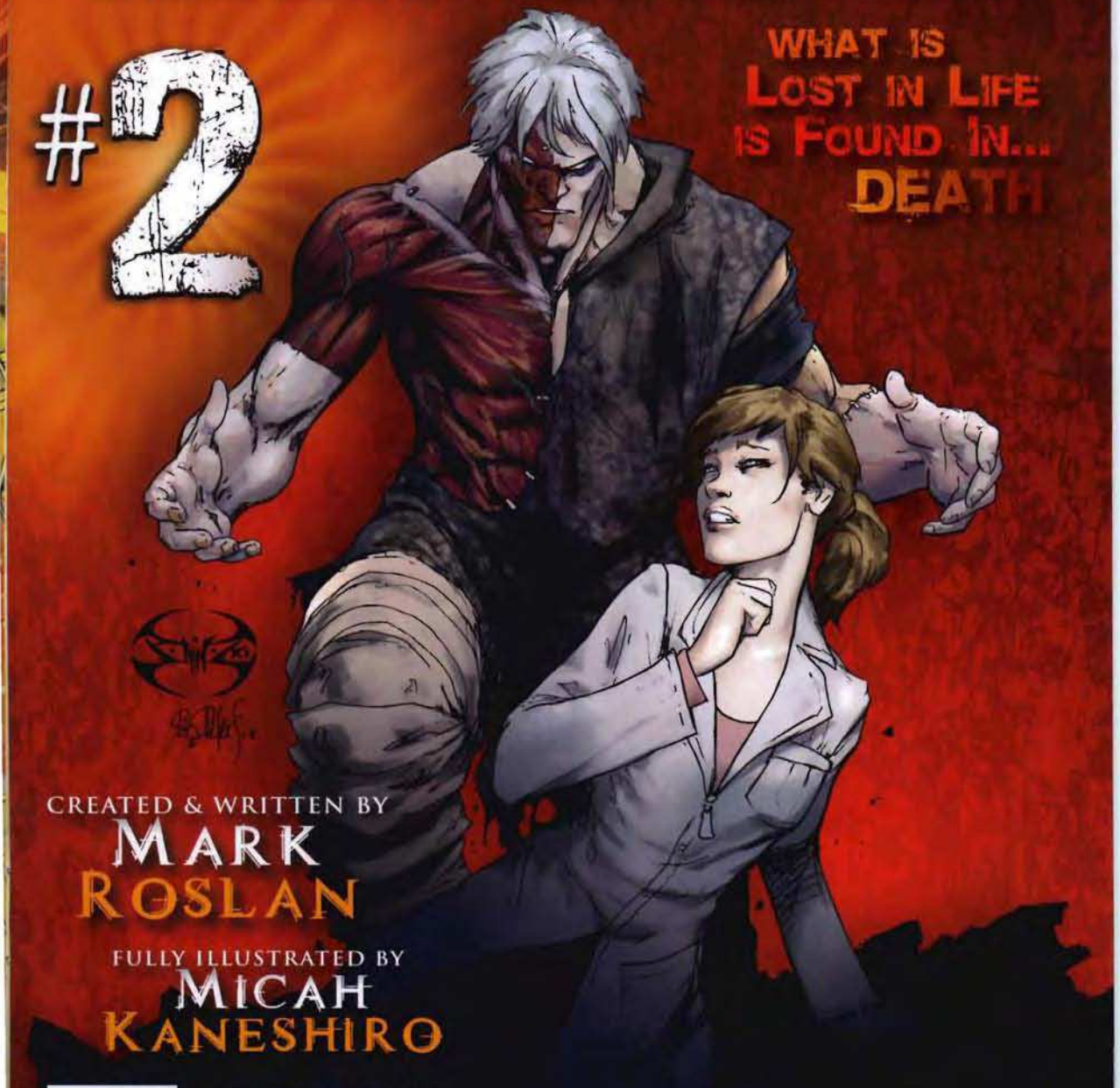

#2

WHAT IS LOST IN LIFE IS FOUND IN... DEATH

CREATED & WRITTEN BY
MARK ROSLAN

FULLY ILLUSTRATED BY
MICAH KANESHIRO

PUT THE PIECES TOGETHER

A SCI-FI ACTION/ ADVENTURE STORY THAT WILL REDEFINE THE LIMITS OF TRUE LOVE...

...AND TEST THE COURAGE OF ONE MAN'S SOUL.

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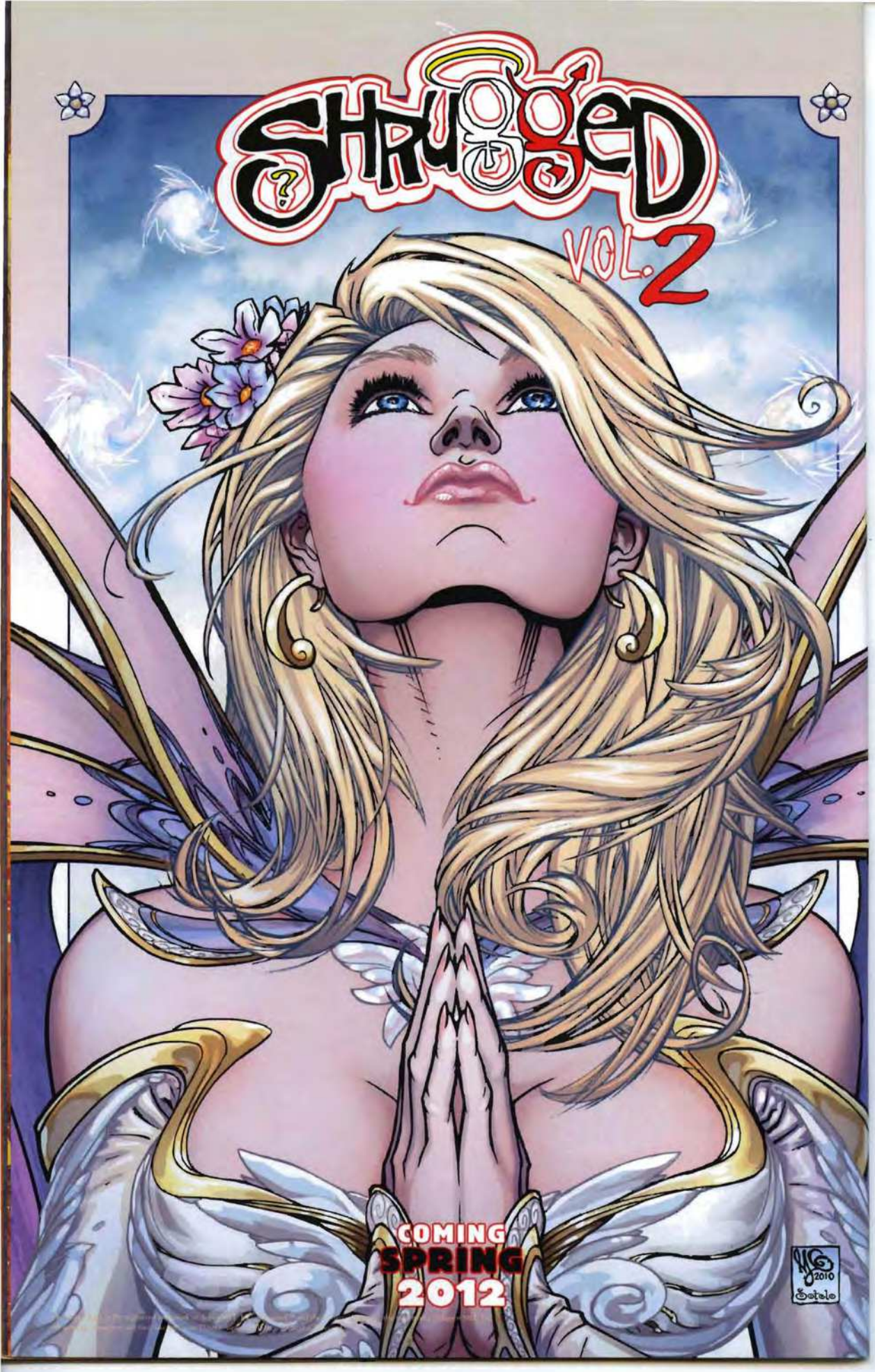
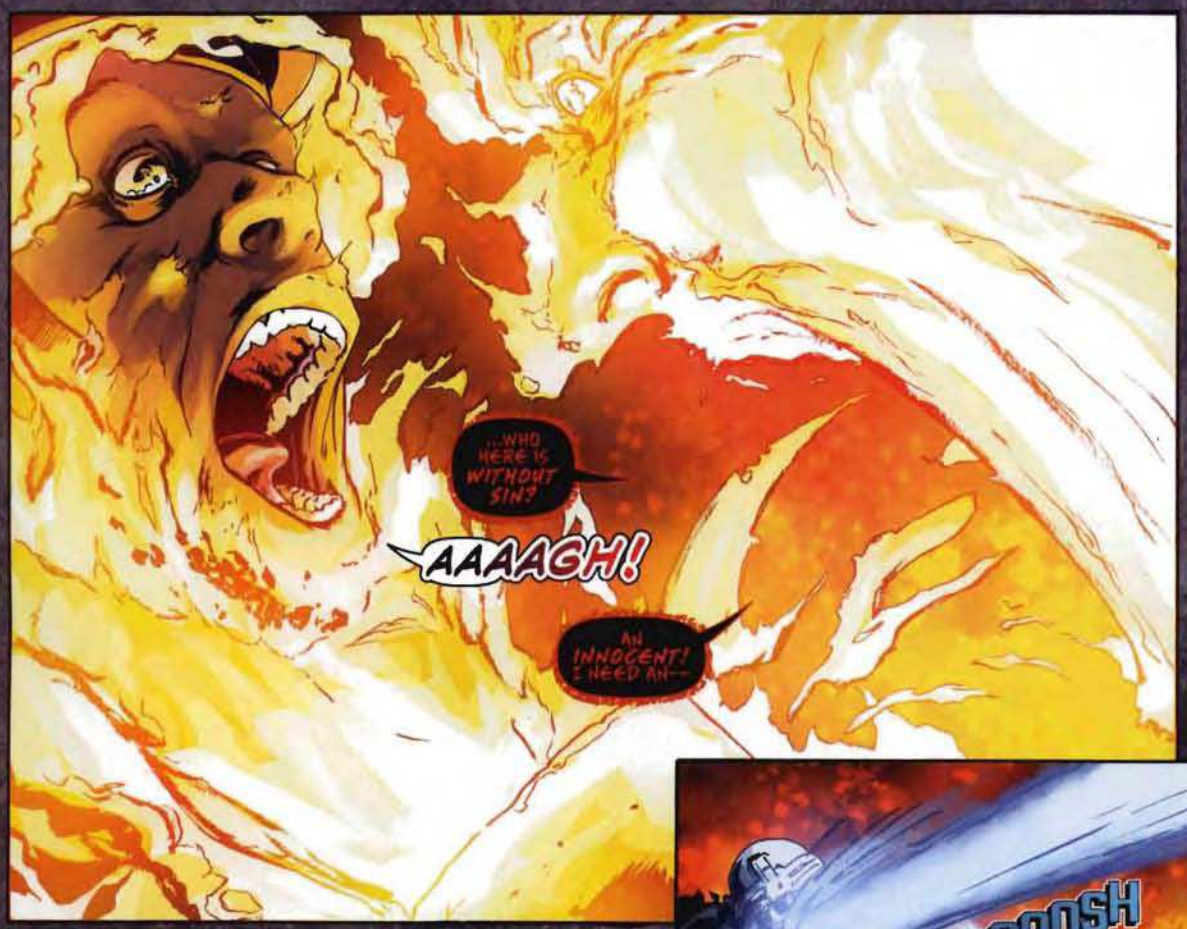

SHRUGGED
VOL. 2
COMING
SPRING
2012
2010
Sotelo

BRAKKA BRAKKA
KEEP FIRING!
YES, SIR!
BRAKKA BRAKKA

WHO HERE...
DIE, YOU SONOFA--


...WHO HERE IS WITHOUT SIN?
AAAAGH!
AN INNOCENT! I NEED AN--

BWOOOSH

GAAAAAAAHH!

SKKKRAAAKKK

Y--YESSS...
F--F--FREE...
KKKRRAAKK

ENJOY IT WHILE YOU CAN.

KRRISHH

BEAUTIFUL WORK, FRANKIE...

...IT'S BEEN TOO LONG.
GENERAL.
I DIDN'T KNOW YOU WERE--
OH, YES.

MY SINS CAUGHT UP WITH ME. JUST AS YOURS WILL.

BUT I WAS SMART ENOUGH TO PREPARE...
...AND ENSURE MYSELF A BIT OF COMFORT, EVEN DOWN HERE.
COME, VISIT.
NOW THAT YOU'VE BEEN SO USEFUL, LET US SHOW YOU WHAT YOU HAVE TO LOOK FORWARD TO.

THAT'S OKAY. I DON'T PLAN TO DIE ANY TIME SOON.

NEITHER DID MOST OF US.
BUT THE CLICHE'S TRUE, AFTER ALL. IT'S THE ONE EVENT IN YOUR LIFE YOU CAN'T--
AAAAAAAAUUUGH!

VINCE HERNANDEZ • KHARY RANDOLPH
EMILIO LOPEZ
Charismagic™
#3
Deeper into the VOID
CREATED & WRITTEN BY:
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"Like a smart magician, the creators here know that the very best part of a magic trick is getting the audience to believe. Watch carefully. Charismagic is about to pull it all right out of its hat."
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# Lady Mechanika #3

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WITH COVERS BY:
JOE BENITEZ
& BILLY TAN

HEEEEELP! PLEEASE!

WAIT, WHERE ARE YOU GOING?
HELP! HELP!
SIR. SHOULD WE--
FORGET 'EM. THEY'RE ALL DAMNED.
WE'RE LOOKING FOR SEALED DOORS, NO WINDOWS...

HERE.
BWOOOOSH

HUH.
I ALWAYS THOUGHT YOU COULDN'T TAKE IT WITH YOU.

YEAH, WELL.
WE'RE TAKING IT BACK.

"I'M NOT A GOOD MAN.
"BUT I'VE ALWAYS KEPT MY WORD TO THE MEN I LEAD.
"AND I PROMISE YOU...
"...IF YOU FOLLOW ME TODAY..
"...WE'RE GOING TO LEAVE OUR OLD LIVES BEHIND.
"WE'RE FINALLY GOING TO GET WHAT WE DESERVE."

DMR
Dead Man's Run
ISSUE #1
On Sale January 2012

**Every once in a while,** a potential collaborator says three words to me and I instantly know how I'll be spending a good chunk of the next few years of my life. It happened in 2004 when Joe Quesada said "Hulk, gladiator, alien planet" and in 2005 when Warren Simons said "Magneto Year One."

And then in 2009, Ben Roberts called me up and said "Jailbreak from Hell."

Ben works at Valhalla Entertainment for legendary "Aliens," "Terminator," and "Walking Dead" producer Gale Anne Hurd, who knows better than anyone how to combine mind-blowing adventure with multidimensional emotional storytelling. So as we plunged into our creative meetings, it came as no surprise that Ben and Gale were thinking about this idea the same way I was, hungry to dive into its promise of wild supernatural action, explore the human conflict and temptation inherent in any story about Hell, and embrace this amazing world-building opportunity.

In partnership with Aspen's killer crew of Frank Mastromauro, Peter Steigerwald, and Vince Hernandez and our brilliant artist Tony Parker, we're doing our damnedest to create an entirely new and relevant vision of the Underworld and its denizens. And here's a huge reveal for you... the more I re-read my Dante, explored every depiction of Hell I could find, and researched real-world prisons throughout the ages, the more I found myself returning to one big idea:

Hell should be the ultimate fulfillment of justice, the place where sinners are righteously punished for their crimes. But true Hell? The kind of Hell that we fear in our bones? The thing we're talking about when we call a place Hell on Earth?

Hell is injustice. A world of corruption. Where the innocent burn, with no recourse and no hope.

This is a story about justice and corruption, heroes and villains, and an underdog finally stepping from the shadows to take on the most unbeatable foe in all of human myth and legend.

In other words, it's exactly the kind of hero story that, in this flawed world, I've always loved reading and writing. Which means that in a funny way, as I work with these amazing creative collaborators in this story about Hell...

... I'm in Heaven.

Thanks so much for joining us.

Greg Pak

Greg Pak
New York City
October, 2011

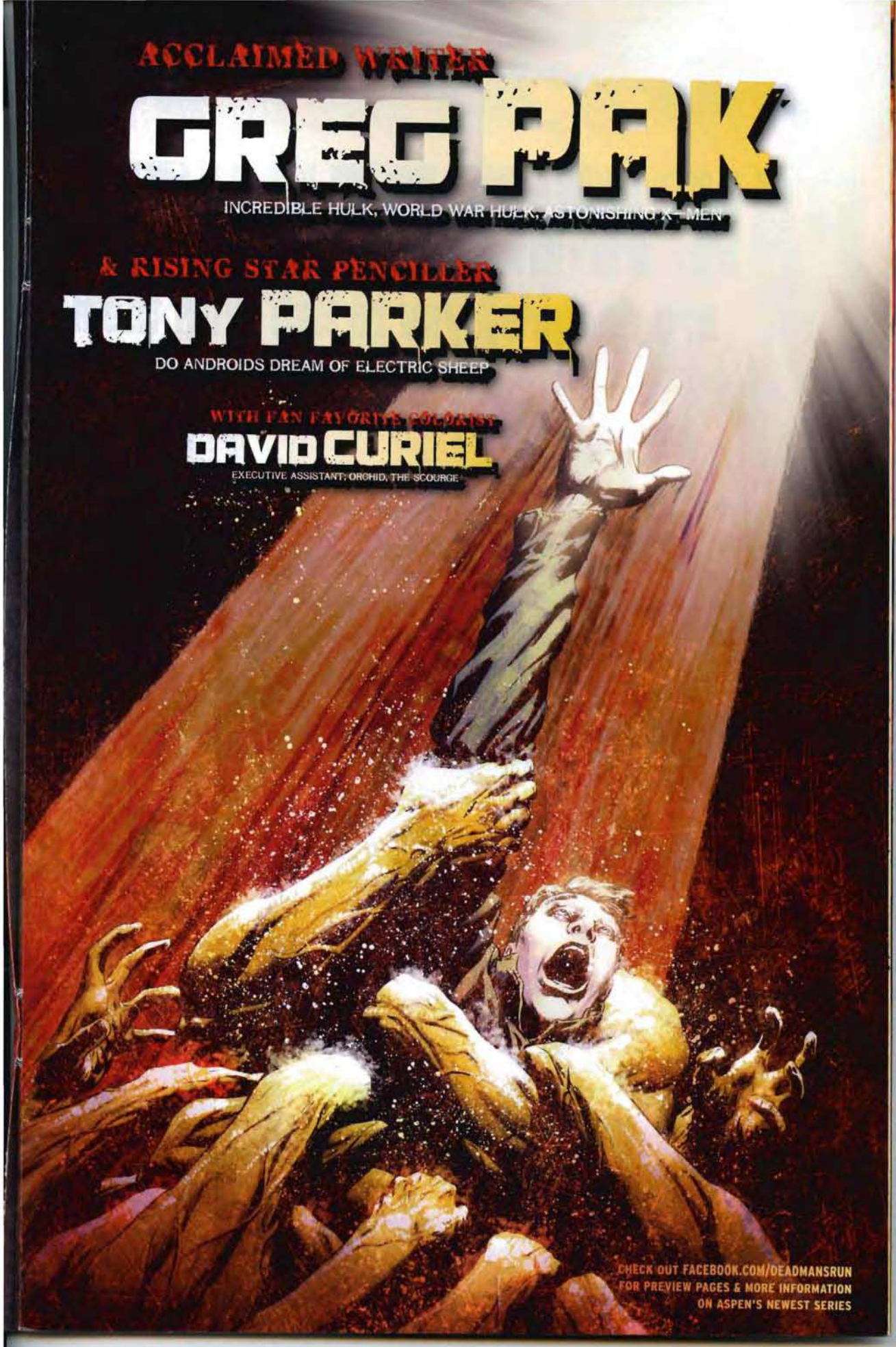
FROM
LEGENDARY PRODUCER
GALE ANNE HURD'S
VALHALLA ENTERTAINMENT
WALKING DEAD, ALIENS, THE INCREDIBLE HULK, TERMINATOR 2
AND ASPEN COMICS

DEAD MAN'S RUN #1

COVERS BY:
TONY PARKER
AND
JOE BENITEZ

GET READY FOR A TRIP THROUGH HELL

DEAD MAN'S RUN #1
THE ALL NEW SERIES
IN STORES:
JANUARY 4TH


ACCLAIMED WRITER
GREG PAK
INCREDIBLE HULK, WORLD WAR HULK, ASTONISHING X-MEN
& RISING STAR PENCILLER
TONY PARKER
DO ANDROIDS DREAM OF ELECTRIC SHEEP
WITH FAN FAVORITE COLORIST
DAVID CURIEL
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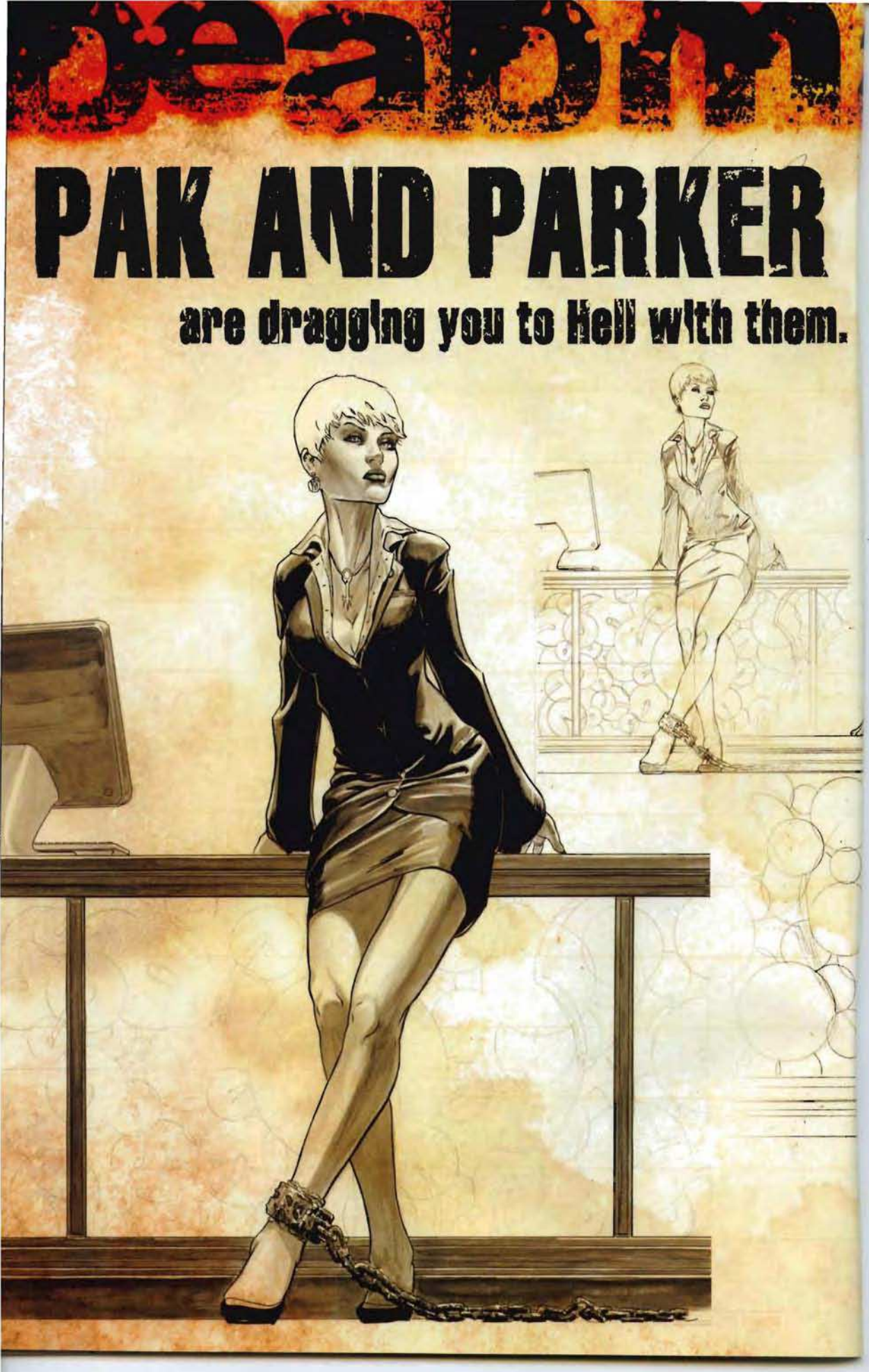
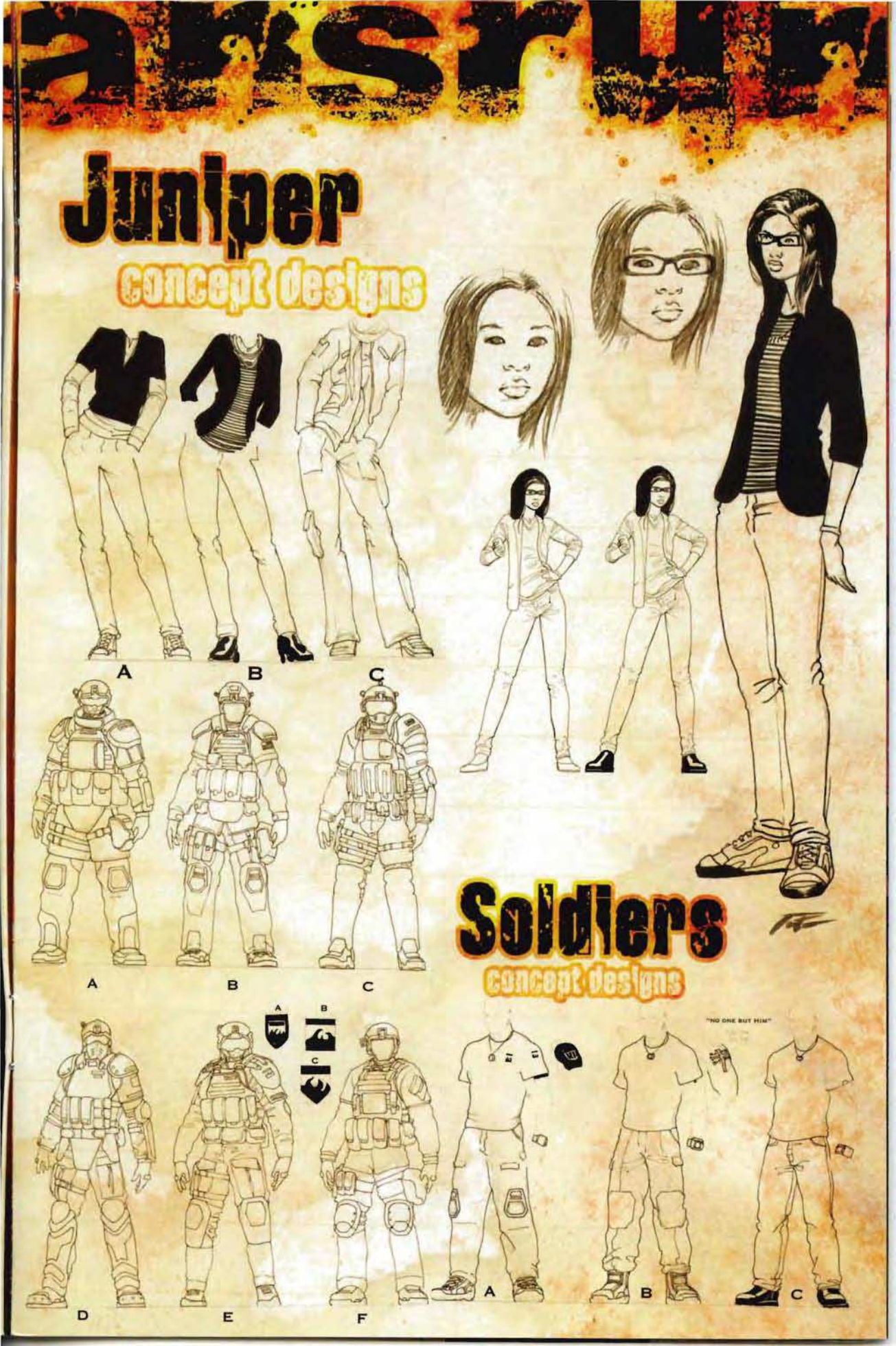
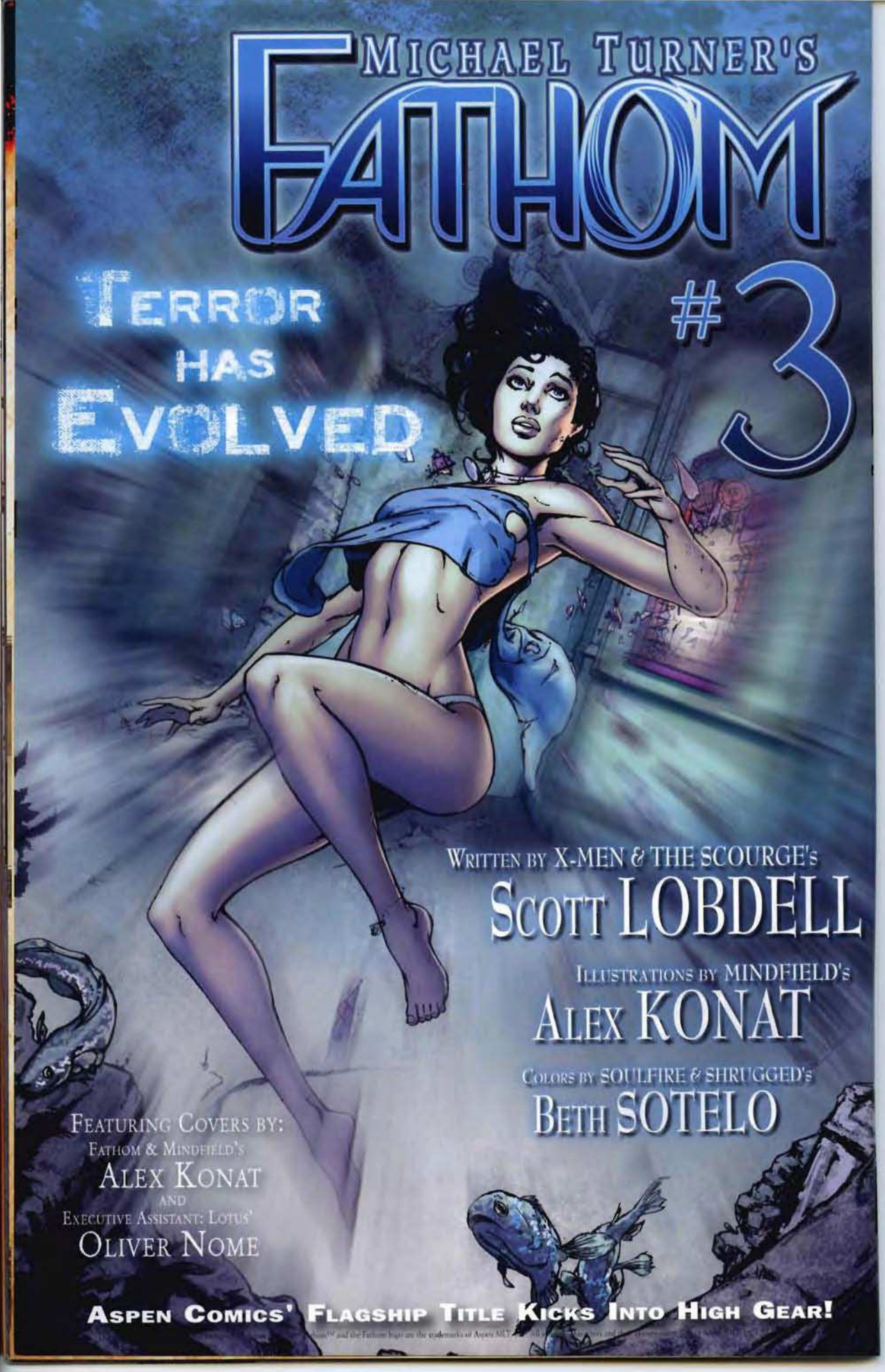
ON ASPEN'S NEWEST SERIES


PAK AND PARKER
are dragging you to Hell with them.

A
B
C
D
E
Warden
concept designs

# Sam
## concept designs


Juniper
concept designs
A
B
C
A
B
C
Soldiers
concept designs
A
B
C
D
E
F
"NO ONE BUT HIM"
A
B
C


MICHAEL TURNER'S
FATHOM
#3
TERROR HAS EVOLVED
WRITTEN BY X-MEN & THE SCOURGE'S
SCOTT LOBDELL
ILLUSTRATIONS BY MINDFIELD'S
ALEX KONAT
COLORS BY SOULFIRE & SHRUGGED'S
BETH SOTELO
FEATURING COVERS BY:
FATHOM & MINDFIELD'S
ALEX KONAT
AND
EXECUTIVE ASSISTANT: LOTUS'
OLIVER NOME
ASPEN COMICS' FLAGSHIP TITLE KICKS INTO HIGH GEAR!

THE EPIC CONCLUSION

# The SCOURGE

## #6

THE WORLD WILL NEVER BE THE SAME

WRITTEN BY UNCANNY X-MEN - ALPHA FLIGHT GENERATION X - FANTASTIC FOUR

LEGENDARY COMIC BOOK AUTHOR

**SCOTT LOBDELL**

PENCILLED BY SPIDERMAN - AQUAMAN GREEN LANTERN - BATMAN

ACCLAIMED ILLUSTRATOR

**ERIC BATTLE**

FROM THE INNOVATIVE MIND OF

**GALE ANNE HURD**

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THE INCREDIBLE HULK - THE TERMINATOR

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ASPEN

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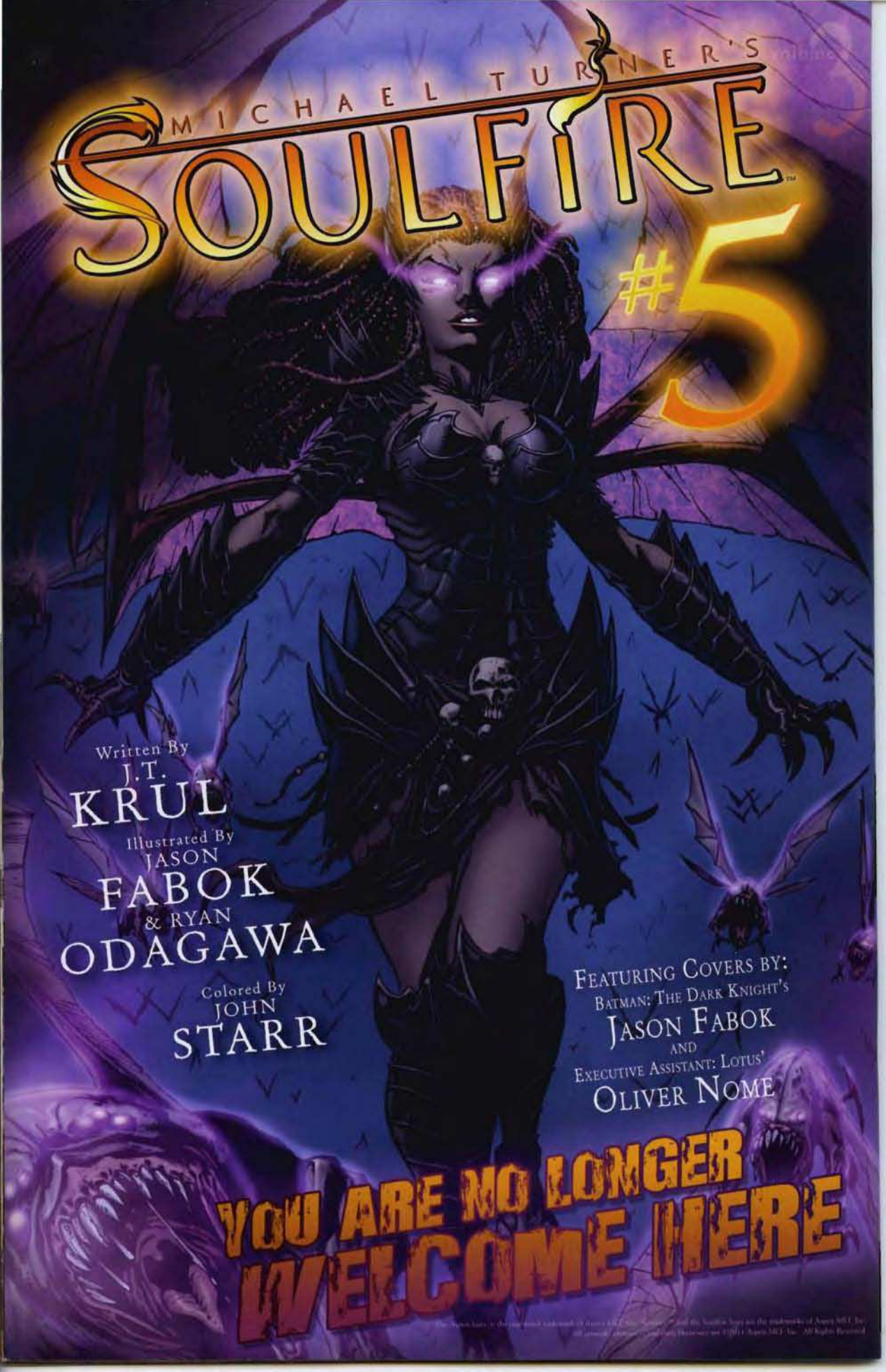
MICHAEL TURNER'S
SOULFIRE
#5
Written By
J.T.
KRUL
Illustrated By
JASON
FABOK
& RYAN
ODAGAWA
Colored By
JOHN
STARR
FEATURING COVERS BY:
BATMAN: THE DARK KNIGHT'S
JASON FABOK
AND
EXECUTIVE ASSISTANT: LOTUS'
OLIVER NOME
YOU ARE NO LONGER
WELCOME HERE

Aspen's Executive Assistant Event Concludes Next Issue!
EXECUTIVE ASSISTANT IRIS
#5
THE HIT LIST AGENDA COMES TO A DEADLY HAULT!
WRITER: DAVID WOHL
PENCILS: RYAN ODAGAWA
COLORS: TEODORO GONZALEZ
the HIT LIST AGENDA
The Hit List Agenda Checklist
JUNE 2011
EA: IRIS #0 (PRELUDE)
JULY 2011
EA: IRIS #1
EA: ORCHID #1
EA: LOTUS #1
EA: VIOLET #1
AUGUST 2011
EA: IRIS #2
EA: ORCHID #2
EA: LOTUS #2
EA: VIOLET #2
SEPTEMBER 2011
EA: IRIS #3
EA: ORCHID #3
EA: LOTUS #3
EA: VIOLET #3
OCTOBER 2011
EA: IRIS #4
NOVEMBER 2011
EA: IRIS #5
EXECUTIVE ASSISTANT IRIS
the HIT LIST AGENDA
ISSUE #5 of 5
DAVID WOHL
RYAN ODAGAWA
TEODORO GONZALEZ
TITAN
VOL.2 FINALE!!
TONY PARKER COVER-B
SHE'S A SECRETARY, BODYGUARD, AND ASSASSIN ALL ROLLED INTO ONE...
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· Foreword by GEOFF JOHNS ·

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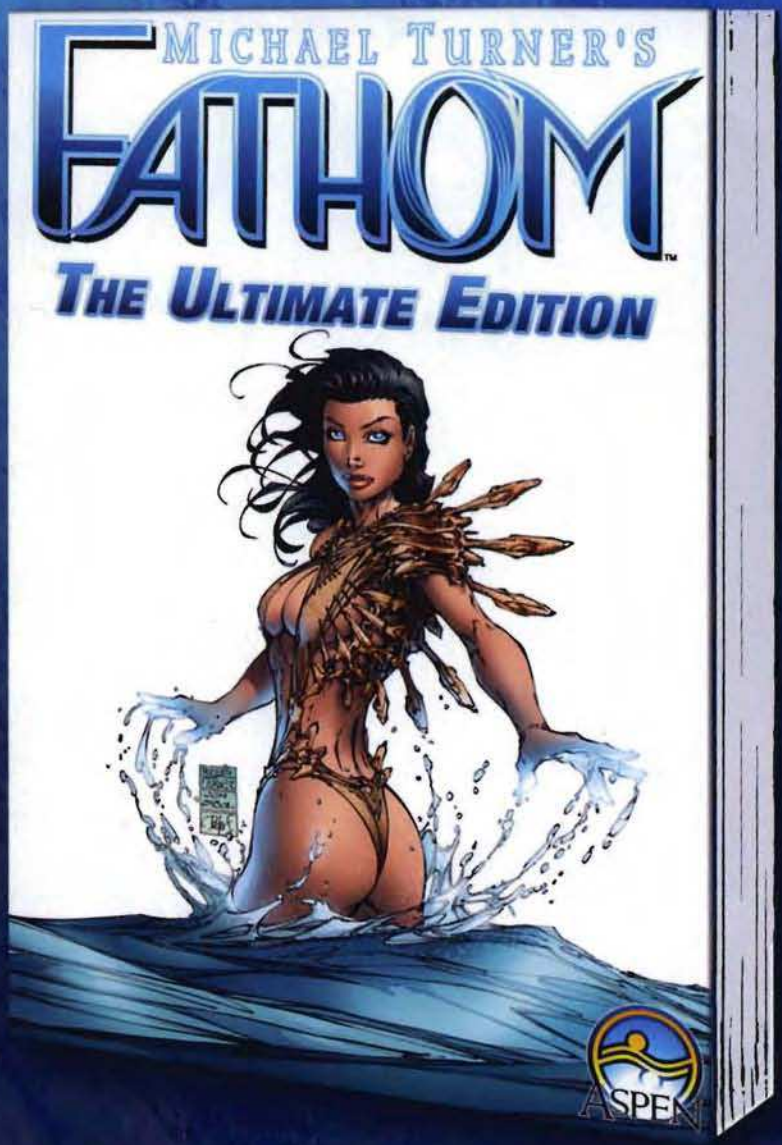
TWO WORLDS...
..THE ONE YOU KNOW...
...AND THE ONE BELOW

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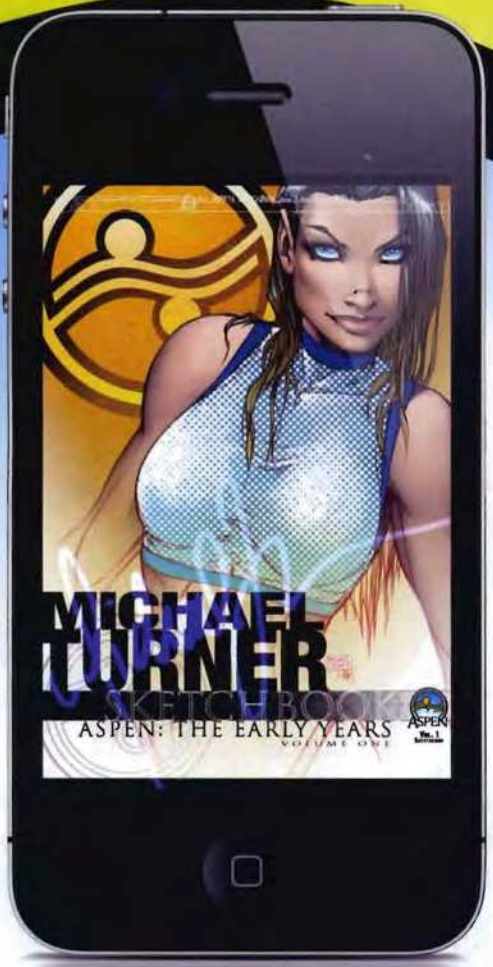


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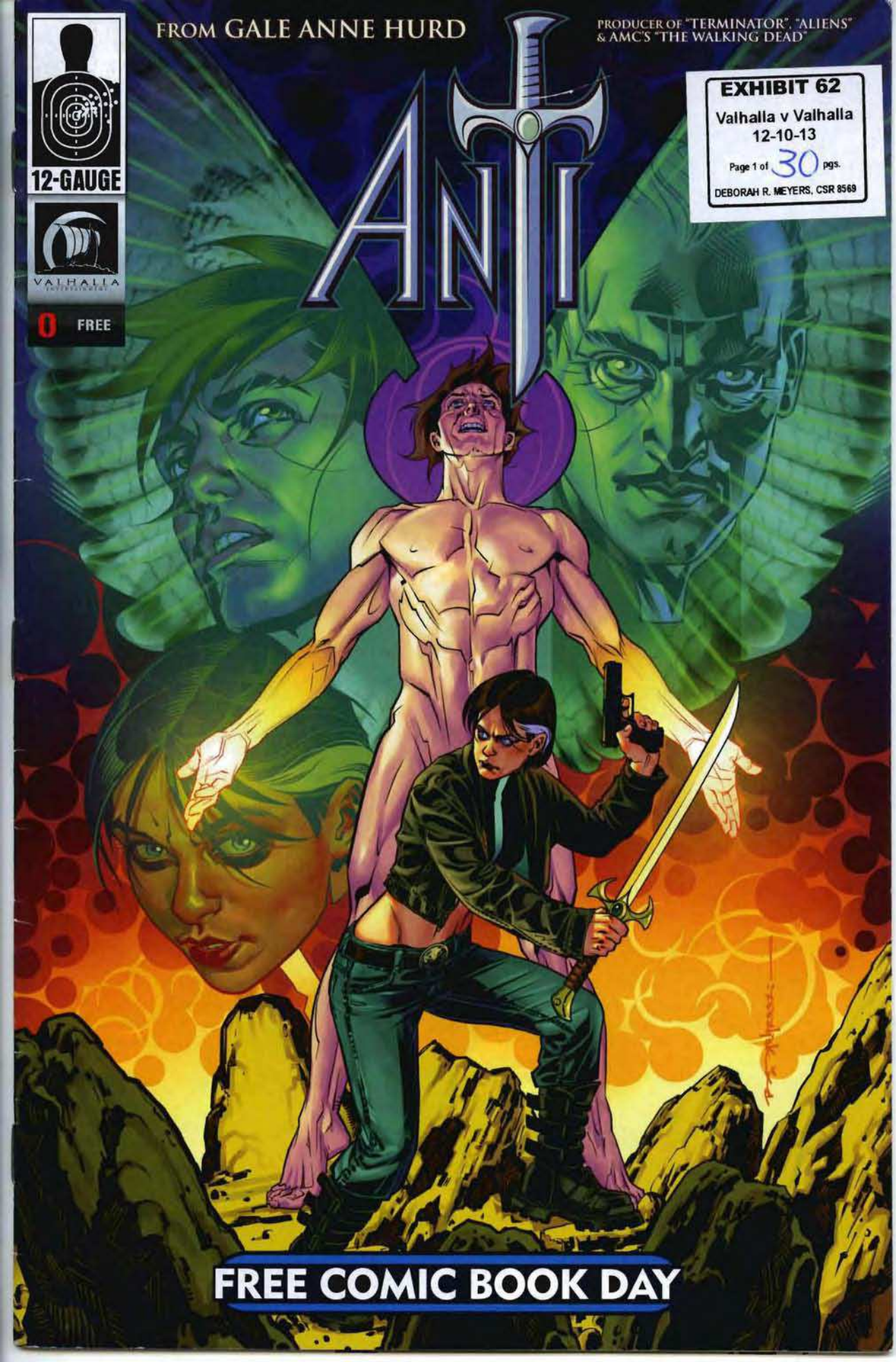


EXHIBIT 62
Valhalla v Valhalla
12-10-13
Page 1 of 30 pgs.
DEBORAH R. MEYERS, CSR 8569

# ANTI

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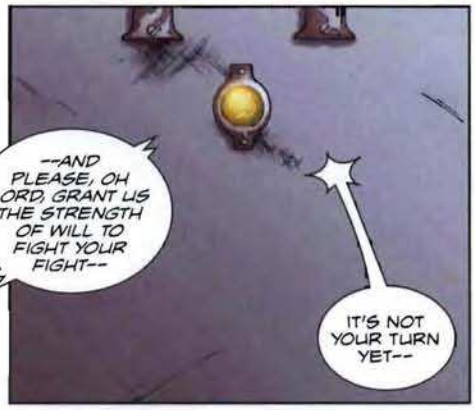
IT HAS BEEN GROWING FOR ALL OF EXISTENCE, SWELLING LIKE A BOIL. IT HAS LAID PATIENTLY, WAITING UNTIL IT WAS READY.
WE HAVE NO ONE TO BLAME BUT OURSELVES. WE HAVE LET IT PROSPER AND GESTATE IN OUR COMPLACENCE. OUR APATHY HAS BEEN ITS WOMB.
GET DRESSED.
BUT NOW IT IS READY. AND SO WE TOO, MUST BE READY.
YOU JUST LIE THERE AND I'LL TAKE IT TO MEAN YOU WANT MORE.
Motel
OUR LADY OF MIRACLES MOTEL
THE END HAS BEGUN.
THE ULTIMATE EVIL IS HERE.
LET US PRAY.
OH, HEAVENLY FATHER--



AMEN.

CRAAACK

YOU GUYS ALWAYS FALL FOR THAT.

$#%K... YOU.
THAT IS SOME FOUL MOUTH YOU'VE GOT. SHALL I WASH IT OUT BEFORE I SEND YOU BACK, DEMON?

I'LL BE WAITING FOR YOU IN THE PIT.
I KNOW.

CHINK
CHINK

IT'S ALRIGHT, I'M NOT GOING TO HURT YOU. YOU'RE SAFE NOW.
THEY-- HE WAS GOING TO KILL ME, WASN'T HE?
YES.
I'M GONNA CALL THE TIMES. THEY'RE YOUR BEST BET TO STAY OUT OF THEIR HANDS--
SCREEEEEECH
GET AGAINST THE WALL.
WHAT?--
DO IT.
CHINK CHINK CHINK
CHINK CHINK
SMASH

DID WE GET HER?
WE DEFINITELY HIT HER, BUT I DON'T SEE HER ANYWHERE--
CHINK CHINK CHINK CHINK CHINK CHINK
SCHKKLLICK
CRACK
ACKHUURGGH

YOU BITCH. THAT HURT.

WHO-- WHO ARE YOU?
YOU'D BETTER GET OUTSIDE.

HOW'D YOU KNOW HOW TO DO ALL THAT?
PHIIIIPPP
PRACTICE.

WHAT... WHAT ARE YOU DOING?
WHAT IT LOOKS LIKE I'M DOING.
LIKE I SAID, YOU'RE GONNA WANNA STEP OUTSIDE.

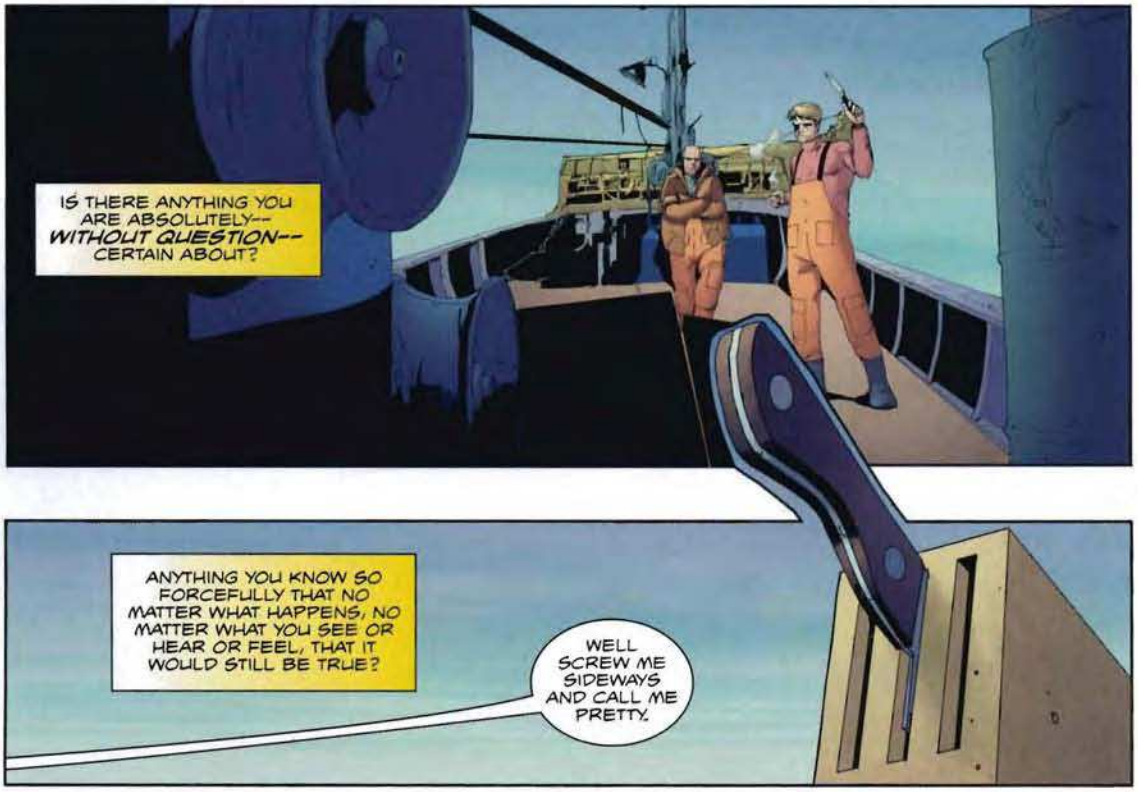
YOU CALLED HIM A DEMON--
THE NEWS VANS WILL BE HERE SOON. STAY WITH THE PRESS. THEY'LL MAKE SURE NOTHING BAD HAPPENS TO YOU.
WHERE ARE YOU GOING?
ANYWHERE BUT HERE.
CAN... CAN I COME WITH YOU?

LISTEN TO ME VERY CAREFULLY.
FOLLOWING ME WILL GET YOU KILLED. DO YOU UNDERSTAND?

THERE IS ONE QUESTION THAT DIVIDES PEOPLE.

THE ANSWER CUTS HUMANITY INTO TWO GROUPS.
IT'S A SIMPLE QUESTION.
A YES OR NO QUESTION.

BUT IT'S AS PERSONAL A QUESTION AS YOU CAN ASK.
DOUBLE OR NOTHIN'. NO WAY YOU DO THAT AGAIN, KID.


IS THERE ANYTHING YOU ARE ABSOLUTELY-- *WITHOUT QUESTION*-- CERTAIN ABOUT?
ANYTHING YOU KNOW SO FORCEFULLY THAT NO MATTER WHAT HAPPENS, NO MATTER WHAT YOU SEE OR HEAR OR FEEL, THAT IT WOULD STILL BE TRUE?
WELL SCREW ME SIDEWAYS AND CALL ME PRETTY.

IF YOU THINK TO ASK THE QUESTION IN THE FIRST PLACE, I BET I KNOW YOUR ANSWER.
THAT'S $100. UNLESS YOU WANNA GO DOUBLE OR NOTHIN'.
OH NO, I KNOW A HUSTLE WHEN I SEE ONE.
THAT'S GOTTA BE A TRICK.

WILL YOU TWO SHUT YOUR DAMN MOUTHS? I'M TRYING TO SAVE MY SOUL OVER HERE.
--THE FINAL BATTLE IS ALMOST HERE--
IS HE LISTENING TO THAT DOOMSDAY PREACHER AGAIN?
WHY'D'YA THINK WE'RE HEADING BACK TO PORT BEFORE OUR TANK IS FULL OF FISH?

-SIGH- THE WORLD'S GONE CRAZIER THAN A SHITHOUSE RAT, ZACHARY.
SPEAKING OF CRAZY, THERE'S A LADY I WANT YOU TO--

YOU'RE SURE, NOW?
YEAH I'M SURE. I'VE GOT FRIENDS WAITING FOR ME AND--
THE LIE IS FOR HIS SAKE. AND FOR MINE.

THREE MONTHS IN NEW ORLEANS.

THREE MONTHS AND NO ONE AROUND ME HAS DIED.
THAT'S A NEW RECORD.
MAYBE MY CURSE LOST TRACK OF ME. MAYBE IT'S FOUND SOMEONE ELSE TO BURDEN.
--MEMBERSHIP HAS TRIPLED IN THE PAST MONTH FOR CHARLES EMMANUEL'S CHURCH--
--AND WITH THE SURGE IN PARISHIONERS, THE CHURCH OF THE EVERLASTING KINGDOM IS THE FASTEST GROWING RELIGION IN THE WORLD. WE ASKED MR. EMMANUEL IF HE WAS SURPRISED BY THE RECENT POPULARITY.
NO, DEBRA, I'M NOT SURPRISED. IT'S ALL IN HIS PLAN. THE END IS APPROACHING, AND IT DOESN'T TAKE A HOLY MAN TO SEE IT--
...SOMETHING IS WRONG.

IT FEELS LIKE I'VE BEEN CUT TO PIECES-- STRIPPED DOWN TO THE THREADS.
HAMBURGERS
WORLD'S BEST
ORDERS TO GO
Bourbon

I KNOW THIS FEELING. I KNOW WHAT IT MEANS.

THE CURSE IS BACK. IT'S FOUND ME.
KNOCK KNOCK

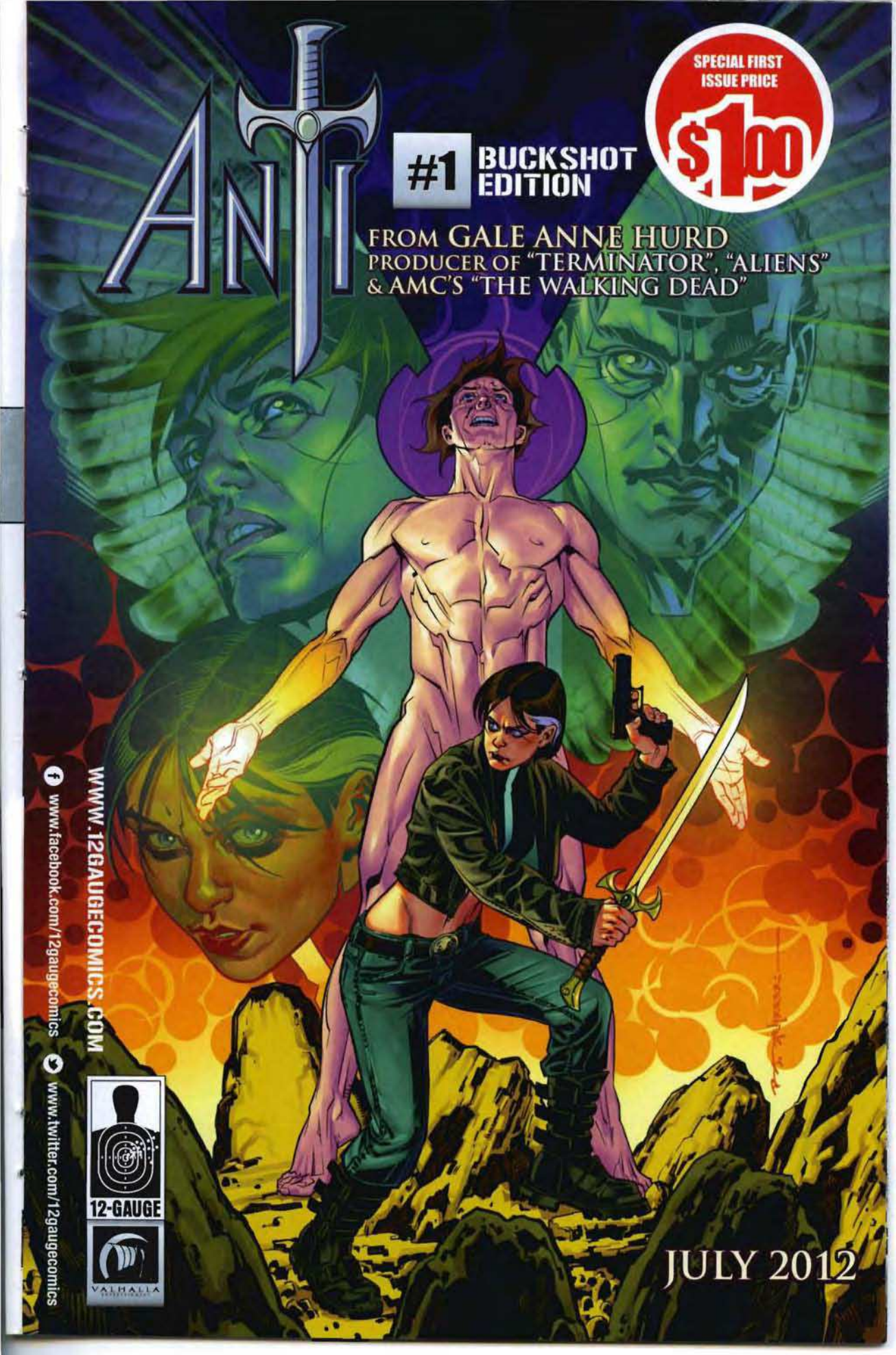
I HAVE TO GET AWAY AS QUICKLY AS I CAN--

CRAAAAK

YOU'D THINK YOU GUYS REALLY WOULD'VE LEARNED BY NOW.

HELP ME, ZACHARY!
NO, STAY AWAY FROM HIM. IT'S ME YOU WANT.
WAKE UP.
I NEED YOUR HEL--
YOU SHOULD'VE KNOWN.
WHY DIDN'T YOU HELP ME, ZACHARY?
YOU SHOULD'VE-- WHY--
WAKE UP, ASSHOLE.
THERE YOU ARE.
BETTER THAN COFFEE, ISN'T IT?
THESE ARE YOUR LAST MOMENTS ON EARTH. YOUR ANSWERS WILL DETERMINE HOW MUCH PAIN THEY HOLD.
...THEN I GUESS YOU'D BETTER START ASKING QUESTIONS.
WHAT ARE YOU?
...WHAT AM I?
THAT WAS MY QUESTION.
...I'M A GUY WHO DOESN'T KNOW WHERE HE IS STRAPPED TO A CHAIR BEING ASKED STRANGE QUESTIONS--

**TO BE CONTINUED IN ANTI #1**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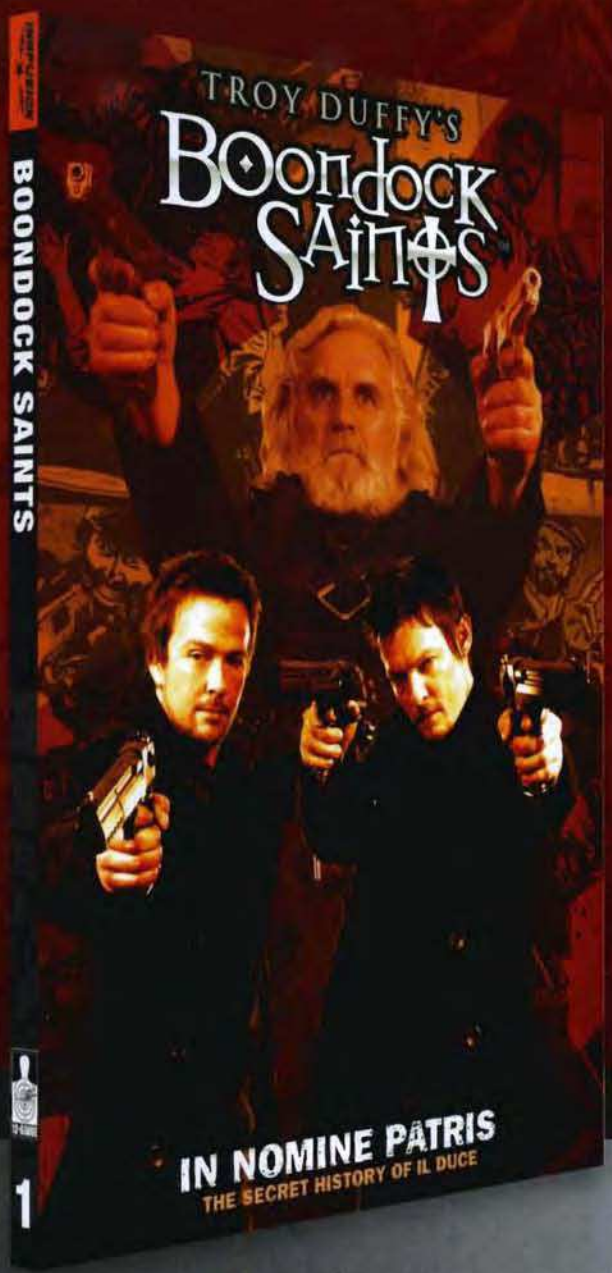


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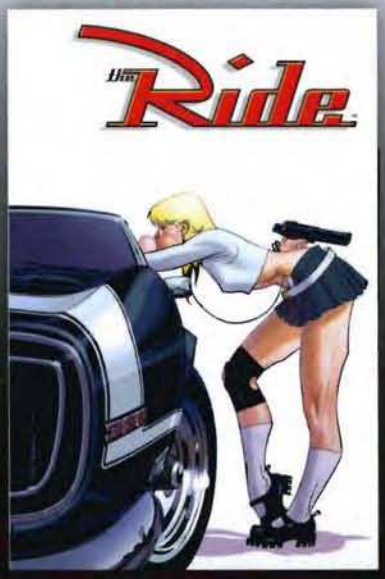


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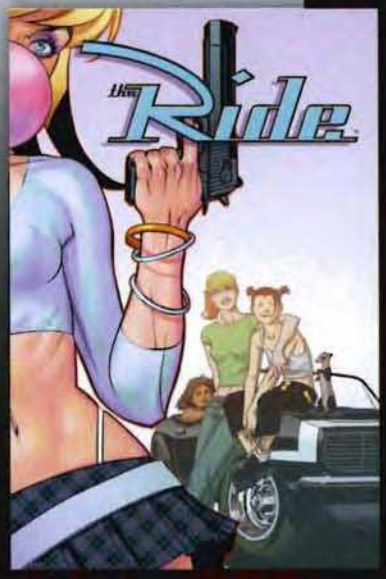


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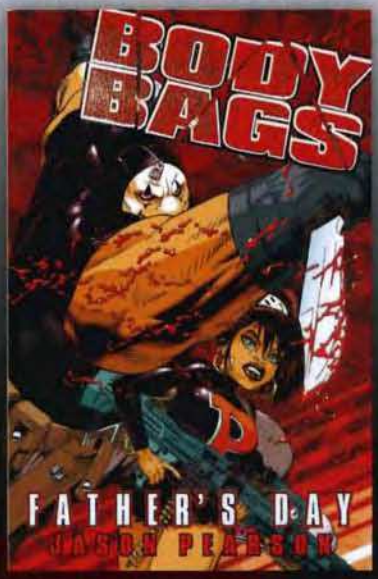


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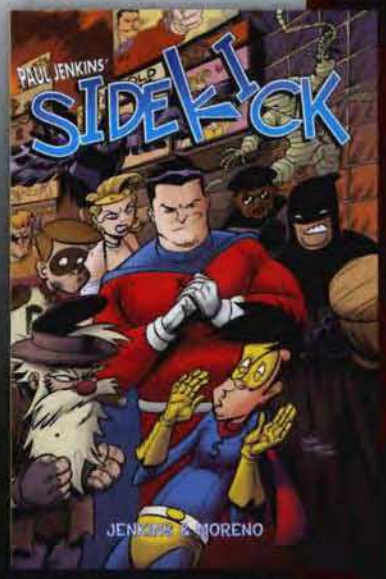


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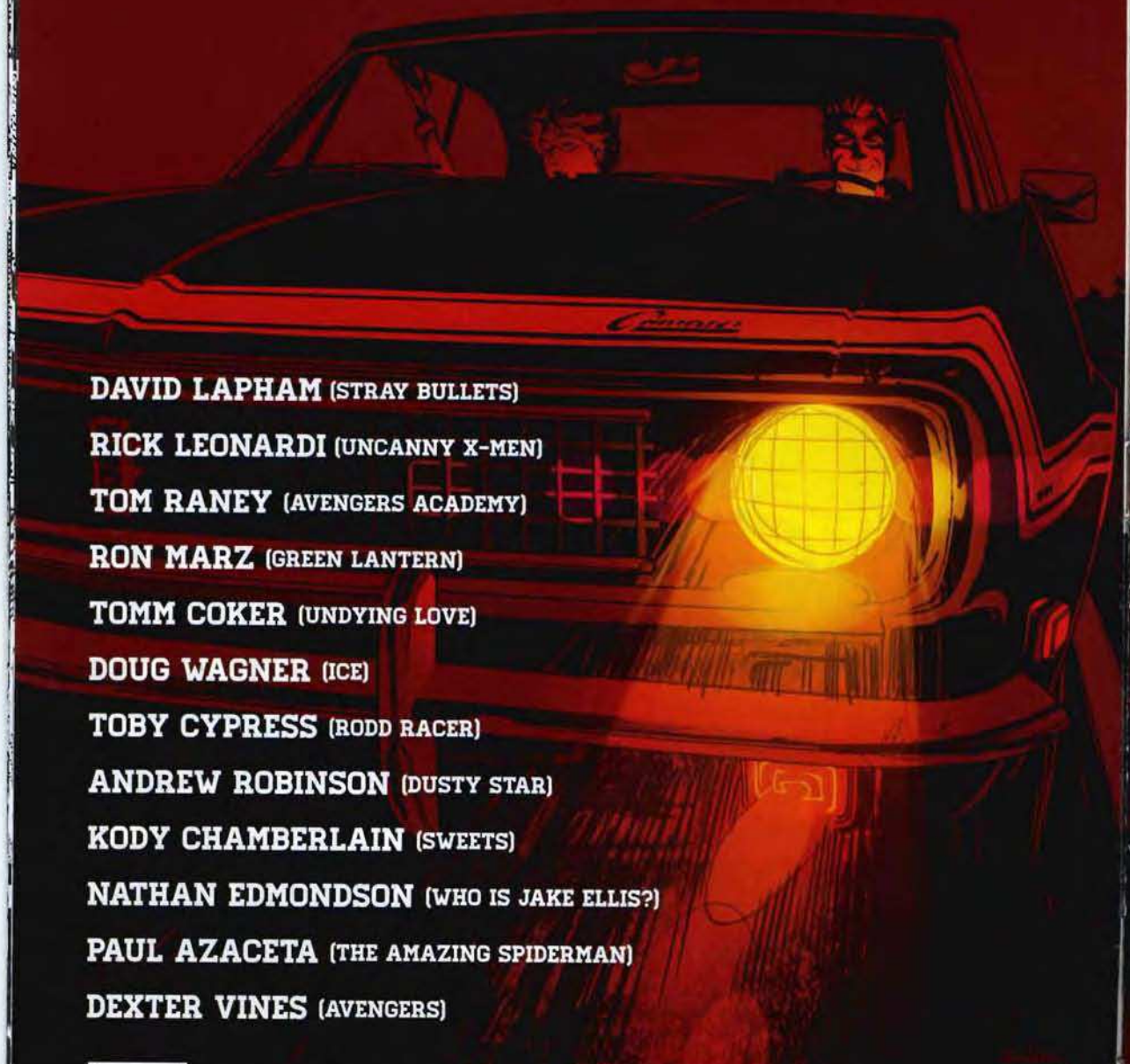

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TO BE CONTINUED IN
THE RIDE: SOUTHERN GOTHIC #1

HM. WELL. THAT HAPPENED.
SOOF! COME ON, FATTY.
SHE REEKED OF TEQUILA ANYWAY. BUT WHAT A MESS.
WELL, RED. EASY COME, EASY GO.
EVERY DOG SHOULD HAVE A FEW FLEAS...

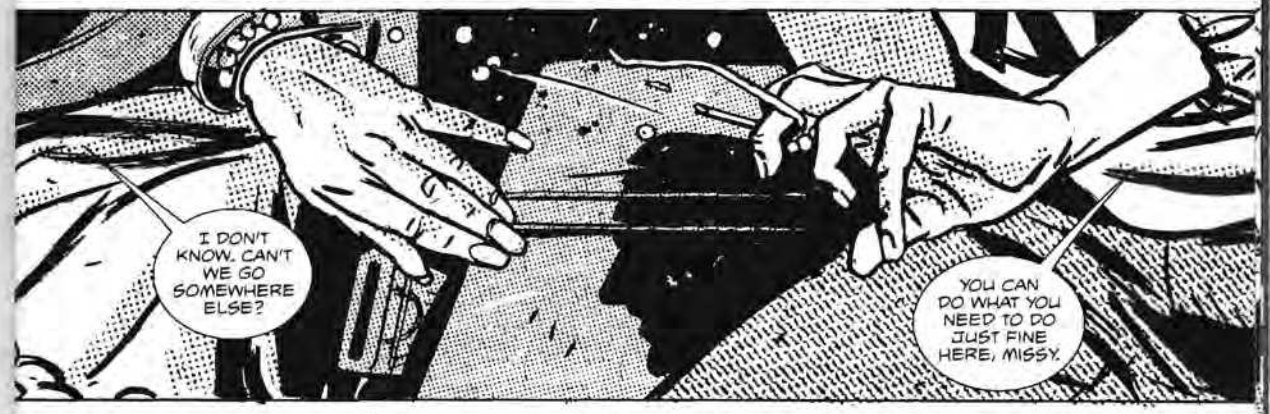
YOU DON'T TELL ME NO!
HEAVEN
SHOULDERS HIGH
THONK
LEAD ME ON JUST TO PISS ME OFF?!
THONK
THONK
THONK
THONK
THONK
CRIK
CRACK
SOMETIMES
LITTLE BITCH.
BROOONK

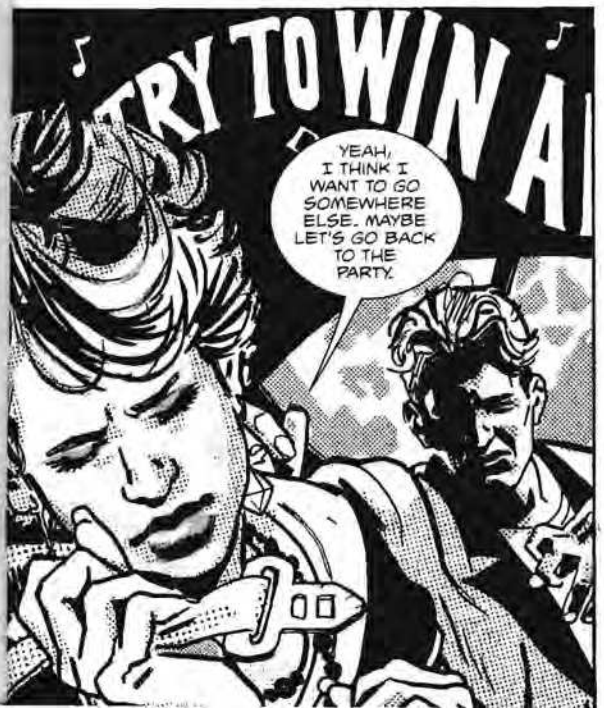
YOU PICKED THE KEYS, MISSY. TIME FOR SOME FUN.
I DON'T THINK I WANT TO HAVE FUN ANYMORE.
IT'S A BIT LATE FOR CHANGING YOUR MIND.
PERFECT CIRCLE OF AQUAIN
HEY! I DON'T WANT TO!
TAKE ME BACK, ASSHOLE!
I DIDN'T MEAN-- CAN WE JUST--
BITCH!
WOK
DRINK ANOTHER
OH GOD...

LET'S SEE YOU. COME ON NOW.
I...UM... FEELS A LITTLE TOO OPEN HERE, WITH THE BRIDGE AND ALL. AIN'T YOU AFRAID SOMEONE'S GOING TO SEE US?
ARE YOU?

WHO-- WHO ARE YOU FRIENDS WITH AT THE PARTY AGAIN?
THE WILLISES.
DON'T YOU MEAN THE WILSONS?

...SURE.


I DON'T KNOW. CAN'T WE GO SOMEWHERE ELSE?
YOU CAN DO WHAT YOU NEED TO DO JUST FINE HERE, MISSY.


TRY TO WIN A
YEAH, I THINK I WANT TO GO SOMEWHERE ELSE. MAYBE LET'S GO BACK TO THE PARTY.

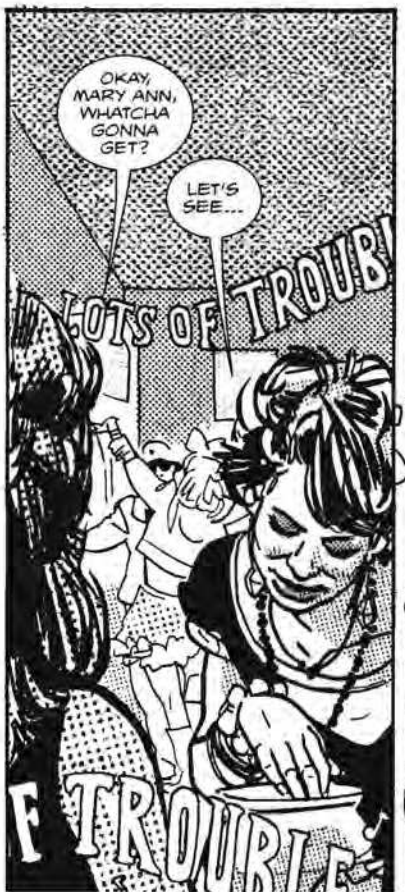
SUIT YOU
SLAM
NO!
SPEAK OUT

SO, WHAT ARE YOU TRAVELING OR SOME-THING?
I'VE BEEN ON THE ROAD.
I SEE.
SO HOW'S ABOUT OVER HERE BY THE RIVER?
RIGHT DOWN HERE MIGHT BE NICE.
SO...
CRUNK
WHATCHU GOT FOR ME?
...
AIN'T YOU GOT A HOTEL OR SOME-THING?

SWEET WHEELS.
JUST PICKED HER UP.
CAN'T SAY I KNOW YOU. YOU'RE A FRIEND OF THE WILSONS?
...YEAH, SURE.
SO, WHERE DO YOU LIVE? IT ISN'T FAR IS IT?
YOU GOT MORE BOOZE THERE?
PUT YOUR HAIR BACK WE GET TO
I DON'T LIVE NOWHERE CLOSE. I THOUGHT WE'D PULL OFF AND DO IT IN HERE.
OH, WELL. I GUESS THAT COULD BE FUN.
GALLOWS ON YOUR
SLEEVE

WHAT IS IT?
A CHEVY! WHO'S GOT THE CHEVY?
IT WASN'T A ROCK IT WAS A

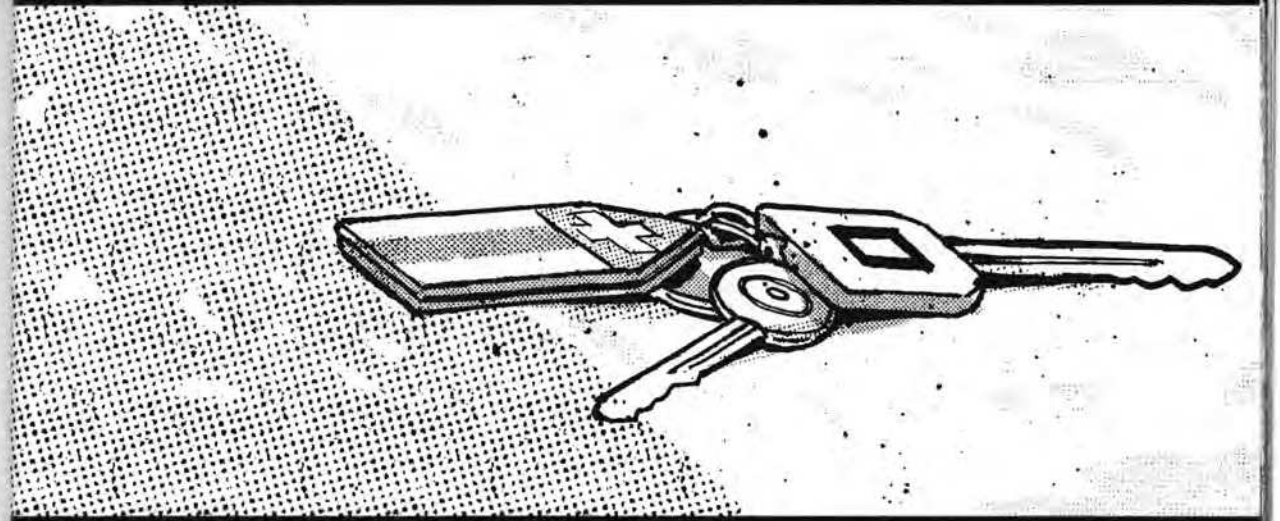
WELL?
I GOT... OH! A CADDY! WHOSE IS THE CADDY?


OKAY, MARY ANN, WHATCHA GONNA GET?
LET'S SEE...
LOTS OF TROUB
TROUBLE

OOOOH, A CAMARO. WHOSE IS THAT ONE?
RIGHT HERE.

# "PERFECT CIRCLE"

## ACT I




NATHAN EDMONDSON

WRITER

PAUL AZACETA

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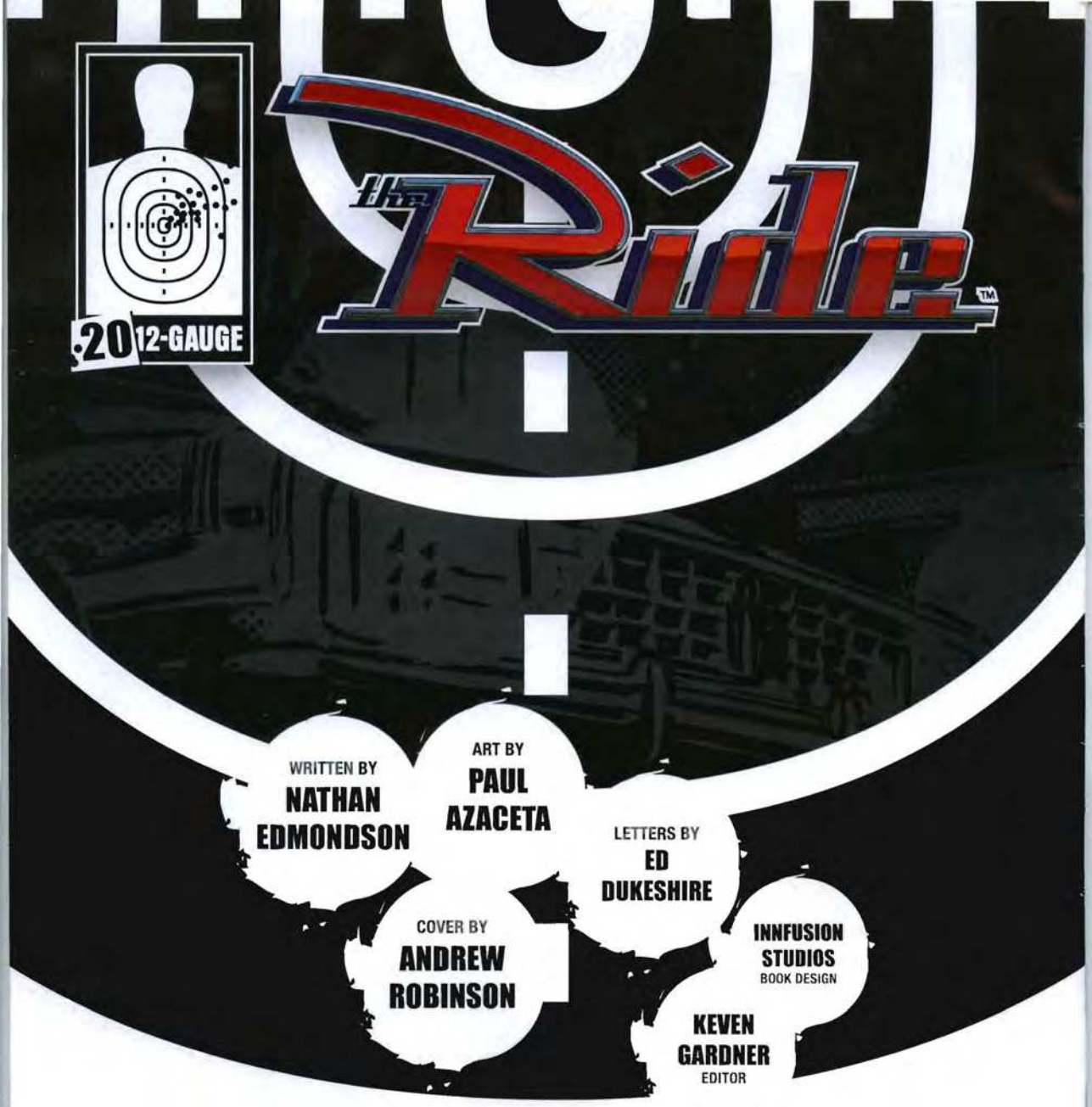


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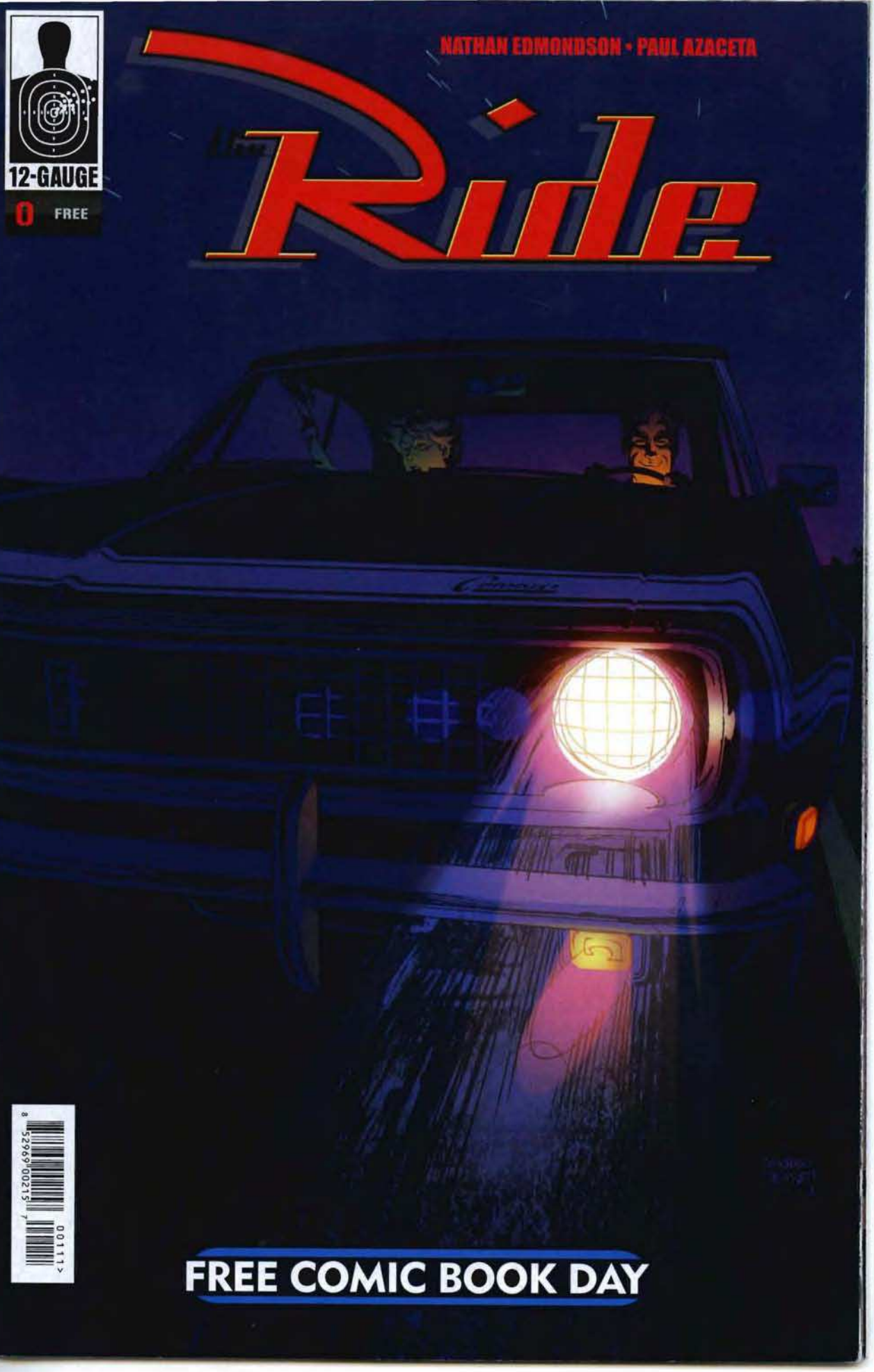
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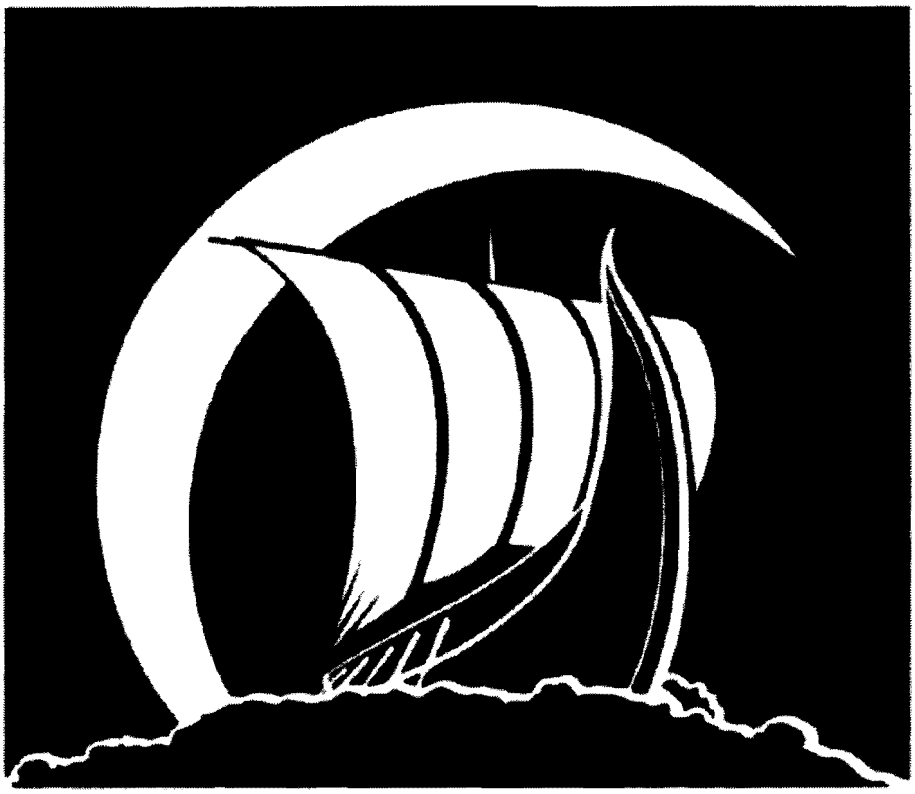
*VALHALLA MOTION PICTURES, INC. v. VALHALLA GAME STUDIOS CO. LTD.*

**TTAB Opposition No. 91204259**

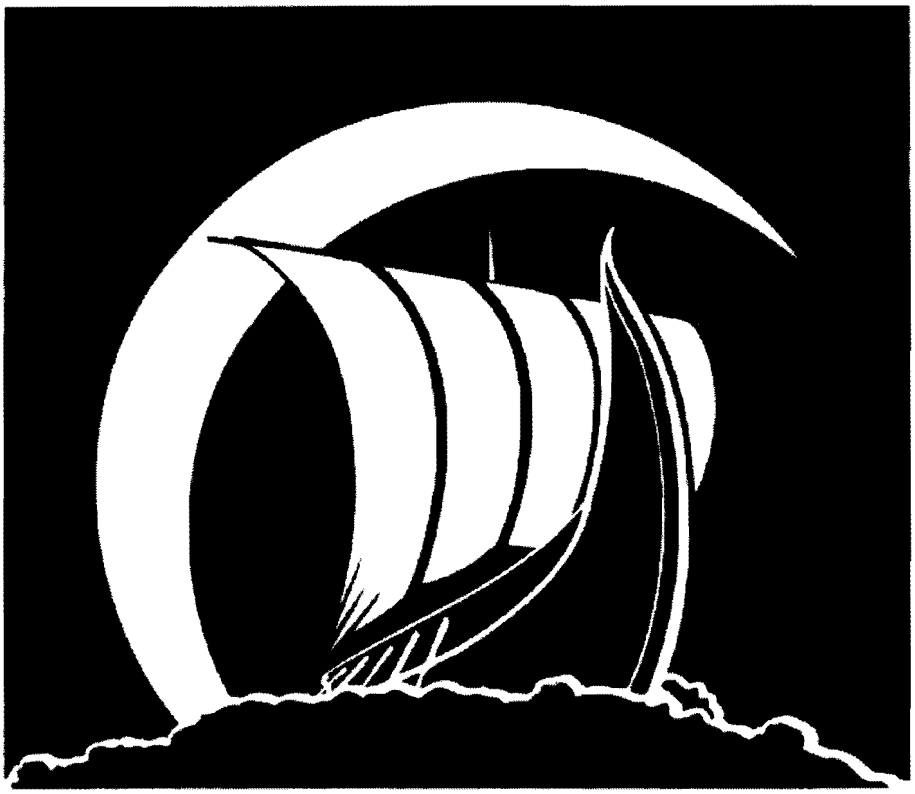
# KOBYLANSKI
# TRIAL TESTIMONY EXHIBITS
# December 10, 2013

# VOL. 5/6



# VALHALLA
## MOTION PICTURES

EXHIBIT 63
Valhalla v Valhalla
12-10-13
Page 1 of 1 pgs.
DEBORAH R. MEYERS, CSR 8569



VALHALLA

ENTERTAINMENT

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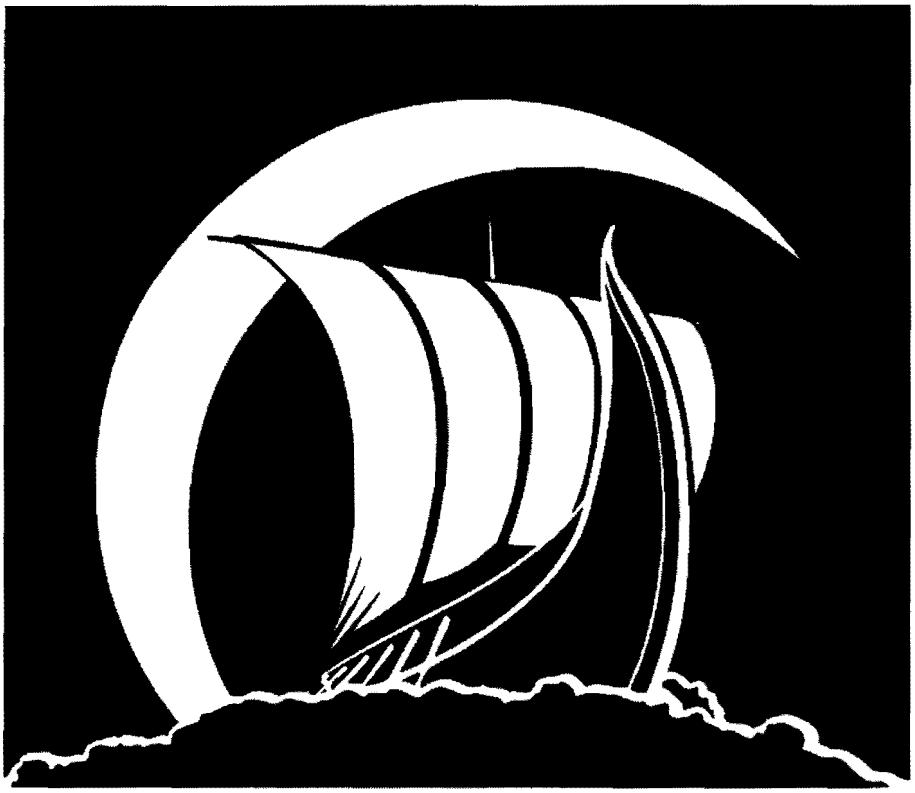

# VALHALLA
## TELEVISION

EXHIBIT 65
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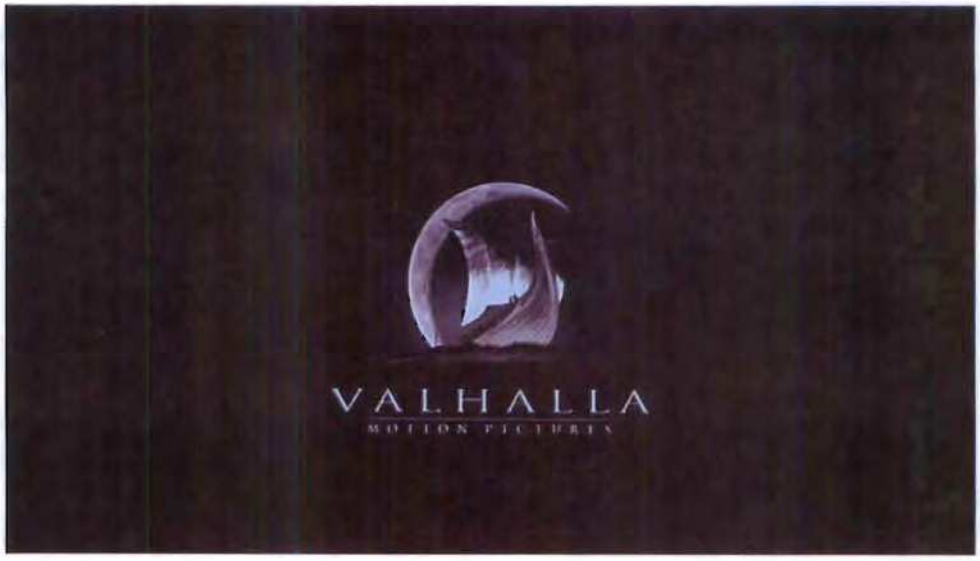
Armageddon (1998)

00:03:00




00:00:30



**EXHIBIT 66**
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Their world is beyond perfection.
Their race is near extinction.
Their hope is in your hands.

**THE ONLY WAY TO SURVIVE THE FUTURE, IS IN FLUX.**

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Experience an intoxicating blend of stealth, speed and acrobatic combat as you play through the 400 year span between the pioneering MTV animated series and the feature film starring Oscar® winning actress Charlize Theron.

- Dispatch enemies with bone-crunching fatalities and acrobatic finishing moves
- Futuristic gadgets help you solve puzzles, penetrate defenses and foil Trevor Goodchild's plans
- Pull off incredible acrobatics as you scale walls, use grappling hooks and hurdle over obstacles

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| | |
|---|---|
| X Player 1 | System Link |
| X Memory Unit 10 Blocks | X HDTV 480p |
| Custom Soundtracks | Other |
| X In-game Dolby® Digital | Other |

X = features supported by this game

**IMPORTANT! Read Instruction Manual for important safety and health information.**

Microsoft

TERMINAL REALITY

MAJESCO ENTERTAINMENT

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TEEN T Violence

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XBOX

AEONFLUX

NTSC

XBOX

NTSC

TEEN T CONTENT RATED BY ESRB

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EXHIBIT 67
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XBOX

XBOX LIVE

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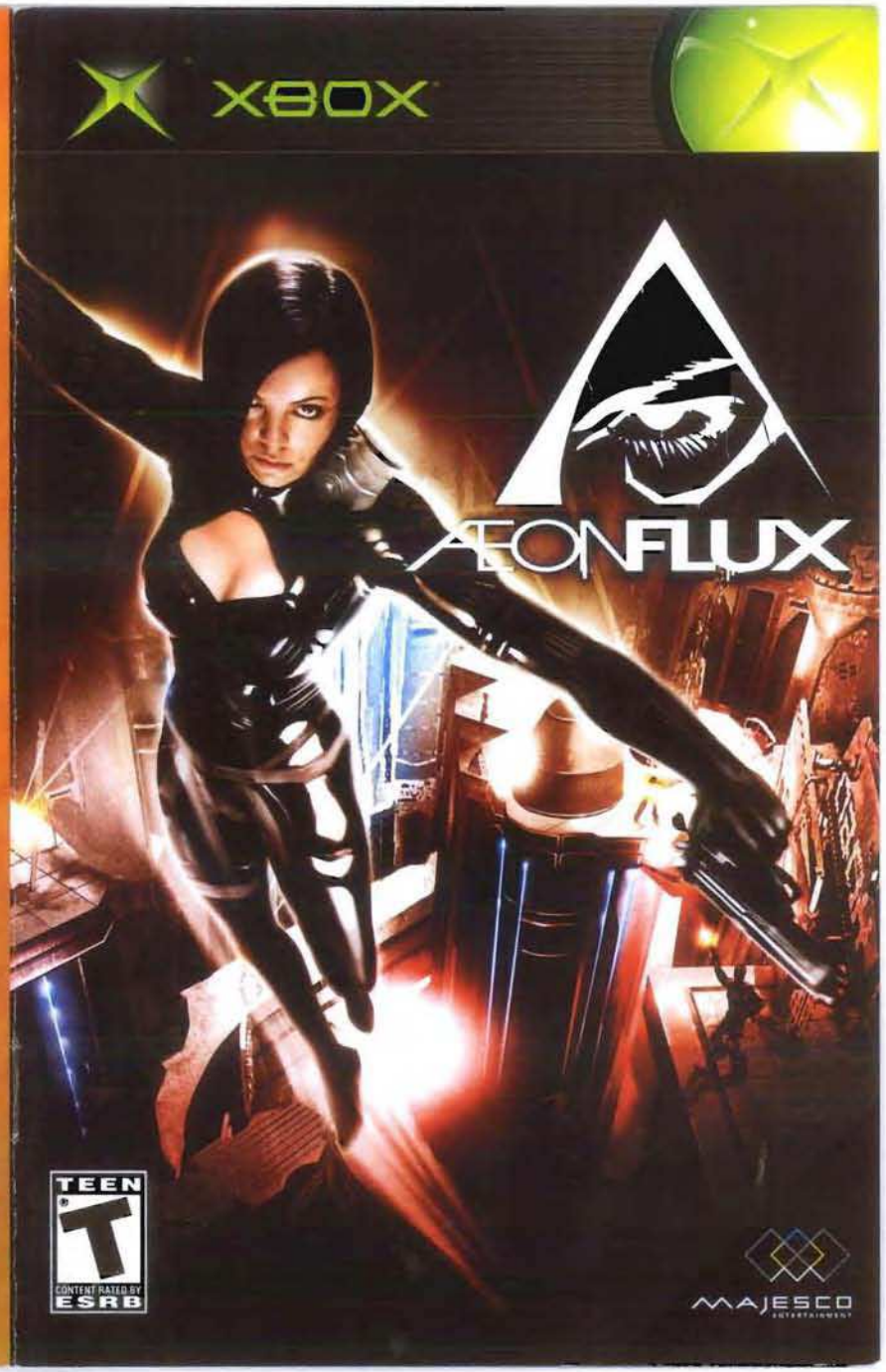


TEEN
T
CONTENT RATED BY
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# SAFETY INFORMATION

## ABOUT PHOTOSENSITIVE SEIZURES

A very small percentage of people may experience a seizure when exposed to certain visual images, including flashing light patterns that may appear in video games. Even people who have no history of seizure or epilepsy may have an undiagnosed condition that can cause these "photosensitive epileptic seizures" while watching video games.

These seizures may have a variety of symptoms, including lightheadedness, altered vision, eye or face twitching, jerking or shaking of arms or legs, disorientation, confusion, or momentary loss of awareness. Seizures may also cause loss of consciousness or convulsions that can lead to injury from falling down or striking nearby objects.

Immediately stop playing and consult a doctor if you experience any of these symptoms. Parents should watch for or ask their children about the above symptoms–children and teenagers are more likely than adults to experience these seizures.

The risk of photosensitive epileptic seizures my be reduced by sitting farther from the television screen, using a smaller television screen, playing in a well-lit room, and not playing when you are drowsy or fatigued.

If you or any of your relatives have a history of seizures or epilepsy, consult a doctor before playing.

### Other Important Health and Safety Information

The Xbox Instruction Manual contains important health and safety information that you should read and understand before using this software.

## AVOID DAMAGE TO YOUR TELEVISION

**Do not use with certain televisions.** Some televisions, especially front- or rear-projection types, can be damaged if any video games, including Xbox games, are played on them. Static images present during the normal course of gameplay may "burn in" to the screen, causing a permanent shadow of the static image to appear at all times, even when video games are not being played. Similar damage may occur from static images created when placing a video game on hold or pause. Consult your television owner's manual to determine if video games can be played safely on your set. If you are unable to find this information in the owner's manual, contact your television dealer or the manufacturer to determine if video games can be played safely on your set.

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## MENU CONTROLS

| | |
|---|---|
| Start/Pause | button |
| Select menu options | + button |
| Previous screen | button or button |

## CAMERA VIEW

| | |
|---|---|
| Pan and tilt camera | |
| Reset camera | Press |

## AEON FLUX

| | |
|---|---|
| Walk/Run | (lightly to walk, firmly to run) |
| Jump | button |
| Pull up from hanging position | button |
| Block/Evade | button |
| Attack from hanging position | button |
| Strike Quick | button |
| Strike Heavy | button |
| Activate | button |
| Select Ammo | pad |
| Takedown | |
| Fire weapon | |

# THE FUTURE IS IN FLUX

AEON FLUX IS SET 400 YEARS IN THE FUTURE, WHEN INDUSTRIAL DISEASE HAS WIPED THE MAJORITY OF THE EARTH'S POPULATION EXCEPT FOR ONE WALLED, PROTECTED CITY-STATE, BREGNA, RULED BY A CONGRESS OF SCIENTISTS.

THE STORY CENTERS ON "AEON FLUX" (CHARLIZE THERON), A TOP OPERATIVE IN THE UNDERGROUND 'MONICAN' REBELLION. AEON FAITHFULLY SERVES THE MONICANS IN THEIR EFFORTS TO OVERTHROW THE BREEN, HOWEVER DEADLY RIVALS OPPOSE HER AT EVERY TURN, AND POWERFUL TEMPTATIONS TEST HER LOYALTIES.

AS BEAUTIFUL AS SHE IS LETHAL, AEON FLUX IS AN AGENT WHOSE ABILITIES TRANSCEND EVERYDAY BELIEF. AS AEON FLUX, PLAYERS MUST EMPLOY THESE DEADLY SKILLS TO ULTIMATELY DISRUPT THE SOUL-CRUSHING TYRANNY PERVADING BREGNA.



# GETTING STARTED

Choose from the following at the Main Menu:

**New Game:** Select one of four player profiles to initiate a new game.

**Choose Episode:** Play an unlocked episode from the beginning, or from the most recent saved checkpoint within it.

**Load Game:** Continue a previously saved game.

**OPTIONS MENU:** Select ⊗ to access the Options Menu.

**EXTRAS MENU:** Select Ⓨ to access the Extras Menu.

**CREDITS:** From the Extras Menu select Credits to see the names of the people behind this game.

## HEADS UP DISPLAY

# OPTIONS MENU

## CONTROLS

**Vibration:** On/Off.

## CAMERA

**Vertical Control:** Normal or Reversed.
**Horizontal Control:** Normal or Reversed.
**Vertical Autocenter:** Determines if the camera adjusts to a vertical center point when you start to move.
**Vertical Speed:** How fast vertical movement accelerates.
**Horizontal Speed:** How fast horizontal movement accelerates.

## AUDIO

**Effects Volume:** Set volume of sound effects.
**Music / Ambience Volume:** Set volume level of music and ambient sounds.
**Dialogue Volume:** Set volume level of character voices.
**Restore Default Audio:** Returns all volume levels to their default value.

## DISPLAY

**Brightness:** Adjust brightness level.
**Subtitles:** On/Off. Subtitles switch On when dialogue is muted.
**Show kickable object hints:** Turns the highlight on kickable objects on or off.

## PLAYER PROFILE

Up to 4 different profiles may be created for the game, each with its own saved progress and settings.



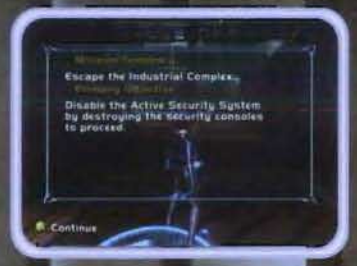
# SAVING YOUR GAME

You can save your game at the end of every level. Aeon Flux uses a checkpoint system to restart in specific locations if you die within the level.

**NOTE: THESE CHECKPOINTS DO NOT GET SAVED.**

## OBJECTIVES

Check the status of your objectives at any time by pressing the Back button during play.



## TIMELINES

### INDUSTRIAL DISEASE (2011-2415)

**I. (2030 - 2105) Monican Secession**
Long series of wars that splits Bregna and Monica into individual cities. Aeon Flux the game begins.

**II. (2106 - 2280) Civil War**
Between Bregna and Monica occurs.

**III. (2280 - 2338) Bregonican War**
Culminates with the destruction of Monica City and the release of ViRust, which destroys all metal in Bregna. (Game ends.)

**IV. (2340 - 2415) Reconstruction**
Bregna is rebuilt with all natural & renewable materials. Monica is absorbed into Breen Society. (Movie timeframe.)





**2011**
Humanity is subservient to biochemistry and technology. A genetically altered food source mutates into a deadly virus, called "The Industrial Disease", which ultimately wipes out 98% of the world's population. Only 5 million people remain on Earth.

**2105**
World renowned scientist Trevor Goodchild develops a vaccine that saves the remnants of humanity.

**Aeon Flux the game begins.**

**2020**
Those remaining on Earth build a single community and call it Bregna.

## EPISODE 1: MODEL BEHAVIOR: (C 2032).

The devastation of Earth and building of Bregna, Trevor originates the "Fashion of the Fittest" competition as a violent, Romanesque spectacle to enthrall and distract the population from the grim state of humanity. Aeon and Una, Monican Secessionists, infiltrate the contest as combat models to gain access to secret labs.

## EPISODE 2: DOMINATION: (C 2082).

During the Secession Wars, Aeon and her Monican friend Sithandra break into the walled city of Bregna to counteract subliminal anti-Monican propaganda perpetrated by the Goodchild brothers.

**2079 - Wilderness overruns the world outside of Bregna. A wall is built, sealing Bregna from the wild outside.**





## EPISODE 3: REVELATION (C 2120).

Aeon breaks into one of Trevor's many secret facilities with orders to steal plans for a new form of public transportation Breen scientists are developing. To her surprise, she finds that Trevor has built a complex around a crashed spacecraft.

## EPISODE 4: FAME (C 2183).

Aeon is shot and killed at her home, then brought back to life. Experiencing a flashback of her numerous other deaths, Aeon realizes the futility of her struggle against oppression, and quits. But stepping away from her responsibilities is much harder than she expects.

## EPISODE 5: SEEDS (C 2234).

Both sides are suffering from famine. Aeon ventures into Trevor's Ministry of Fertility to fertilize seed engineered by a defected Breen botanist. She discovers that Trevor is working on a new type of plant species, and as a result of Oren's sabotage, accidentally releases the potent plant into Bregna.

## EPISODE 6: MRS. GOODCHILD (C 2260).

Aeon has somehow been regenerated as a Breen, and is married to Chairman Trevor Goodchild. As a Monican Siege attacks the Citadel, Aeon must defend herself, her husband, and her beloved Breen way of life from invaders.





## EPISODE 7: WAR (C 2280 - 2338).

The Handler assigns Aeon to assassinate Chairman Trevor Goodchild. She is successful, but is killed by an unidentified party. When the next Aeon is revived, the dictatorial Emperor Goodchild somehow reins over Bregna declaring total warfare upon Monica.

2350 - In Bregna, unparalleled research is achieved. Pollution is now non-existent.

2394 - The city is able to recycle 100% of its natural resources...Bregna is beautiful, some call it the "height of human civilization." Can anything ever be perfect?

2400 - Unexplained disappearances of citizens become an epidemic. No one asks questions.

2410 - The Government claims the problem is under control. Others know better...

2415 - The final generation of the human race fights to break the doom cycle.

Aeon Flux the movie begins.

## LIGHT AND HEAVY STRIKES

Pressing the light attack button repeatedly will result in a level combo attack. Pressing the heavy attack button repeatedly will result in a 3 part combo attack. Switch between light and heavy strikes to find unique combos best suited for combat. You can also mix light and heavy attacks with the jump and roll buttons to initiate alternate attacks.

## ACROBATIC ATTACKS

Aeon can perform a variety of acrobatic maneuvers and strike from all of them. Acrobatic strikes will cause greater damage than normal attacks.

## TAKEDOWNS

Aeon must strike enemies several times to make them more susceptible to Takedowns. Only an enemy whose health is in the "red zone" will be vulnerable to this style of attack. To perform a Takedown on an enemy with low health (red zone) pull and hold the L button plus any face button, while facing the enemy. Aeon will then quickly dash toward the weakened foe and perform the takedown. Takedowns can lead to health and style bonuses enabling Aeon to throw enemies into objects or perform a spider bomb attack. The more challenging an enemy, the more cumulative blows are required to achieve total vulnerability.

## STYLE METER & CHARGED ATTACKS

While style is earned from fighting enemies, more style is earned by killing enemies. Players can spend style by charging up the last move in the combo string. This is performed by holding down the attack button at the end of combo attacks. In addition, you can perform charged attacks from many acrobatic elements found in the game. Charged up moves have a blue glow streak that follows the attack animation. The blue HUD meter tracks the earning and spending of style.

**NOTE: YOU CANNOT CHARGE UP A MOVE UNLESS YOU HAVE A MINIMUM AMOUNT OF STYLE BUILT UP.**

## FUG (FLUX UNIVERSAL GUN)

The FUG can be equipt with 4 munitions types: Flechette, Magma, Shockwaves and Zingers. The FUG also holds Aeon's famous Hook. The gun instantly teleports between Aeon's hands and holster, as needed, thanks to Phase Loader discs mounted on her palms and holster. Aeon can only fire one munition type at a time but she can fire her FUG from most any action state. Extra ammo is scattered around levels and in secret areas, but be careful not to exhaust all your ammo since its in limited supply.

## MUNITION: FLECHETTES

These are the weakest ammo type, but fires at the fastest rate. Flechettes are useful for weakening the enemy to make them vulnerable for takedowns. This ammo can be blocked by shield carrying enemies.

## MUNITION: MAGMA ROUNDS

Magna Rounds fire more slowly than Flechettes, although they do much more damage. Magma Rounds are ideal for breaking shields.

## MUNITION: SHOCKWAVE SHELLS

Emits a pressurized blast in a forward cone. This is a slow firing munition type that can be interrupted by enemy attacks. Primarily used to knock back multiple enemies at once, this ammo can be blocked by shield and staff wielding enemies. Flying control drones are not effected much by shockwave.

## MUNITION: ZINGERS

The most powerful munition in the game, fires slowly but hits every enemy in the room. This can knock down almost all enemies plus disables energy shields for a few seconds.

## HOOK

Aeon fires a hook from her FUG to ascend up and descend down from predetermined locations. The button icon will flash on screen when facing in the right direction. Freefall down from an anchor to snatch an object, then quickly zip back up to escape with it. This requires a special button press at key times to be successful and will flash in the lower left hand corner of the screen when the timing is right. Pressing the button too early or too late will result in Aeon doing a pratt fall or taking damage. Special sounds will be heard when the button press was timed correctly. Pressing the ⓪ button performs a special hook attack if enemies are standing directly below her while she is descending.

## COMM CAPSULE (NON INTERACTIVE)

A digestible capsule that allows Aeon to hear hints and objectives from allies.

## INTEL CAPSULE

A digestible capsule that implants memories directly into Aeon's brain through chemical composition. Capsules reveal intelligence data, discovered by another agent or enemy. There are two forms of Intel capsules, some contain visions which will playback as movie sequences while others are strictly audio playback. Multiple capsules are hidden within each level. Use the Pause Menu to initiate playback of discovered capsules.

## MONOCULAR

During gameplay, a green arrow located around the border of the screen will show the general direction the player needs to proceed in to reach the next objective. The actual objective maybe located in another room so try to navigate in the general direction its pointing. When the actual object is within viewable range, the marker will change from an arrow to a crosshair. Objectives can be orb sockets, computer terminals, people or other objects in the environment that needs to be manipulated or destroyed to proceed.

## ORBS (SMALL, SPHERICAL OVERRIDE RECON BOT)

Some orb sockets are in plain site and allow Aeon direct access to them while others require you to navigate through a small puzzle area to reach the orb socket. ORB puzzles start on special orb plates located throughout the game. When near an orb plate Aeon will place an ORB on the ground which is controllable. You must reach an orb socket before the timer runs out or the orb will be destroyed. Use the analog stick to steer the orb and the ⓐ button to jump. Avoid obstacles and collect batteries to extent the length of time you have to reach an orb socket. Orb sockets, including the I/O socket, can activate doors, disable alarms, reveal hook points or take control of gun turrets. There are an unlimited amount of Orbs in the game.

## SPIDER BOMB

A special icon will appear when and where Spider Bombs can be planted at specific locations throughout the game. They can also be used as a special attack to take out groups of enemies.

## TURRET

Turrets have hit points and can be destroyed while Aeon is using them. Damage is represented by a health meter and a cracking glass effect that will appear on screen. Turrets can be heard beyond their firing range, so be sure to watch for them. Some turrets can slide laterally along a rail to dodge incoming fire and shoot at targets from new perspectives. Push ⬅➡ to slide such a turret while you control it. Some turrets are mounted on moving subjects. You can experience a "rail shooter" sequence while controlling one of these.

## ROLLERS

Rollers are sealed circular containers that are transferred through an elaborate underground system in Bregna. They are used to transfer materials in and out of Trevor Goodchild's laboratories to destinations throughout the city. Aeon Flux can utilize these rollers as a means to navigate undetected through Bregna. While inside a roller Aeon can pass through an otherwise impassible force field, deadly laser traps, and bowl over enemies. Aeon enters Rollers from atop a docking pad. Press the ● button while facing or standing within an open container to move/duck Aeon inside of it, causing the container to close around her. Aeon can re-use a container after she exits it. From inside a Roller:

- ⬆ to accelerate forwards, up to a maximum speed.
- ⬅➡ to turn and accelerate to the left/right.
- ⬇ to gradually decelerate the container.

Press the ⓐ button while inside a container to instantly boost its speed for a short stretch. The container's Boost Meter must be full for this to occur.

Roll over **Kinetic Boosters** to gain unlimited boost capability for short durations. Roll over **Armor Plates** to restore the roller's health.

## DOCKING PAD

A docking pad is a mechanical loading station that closes a roller when Aeon gets inside of it, and will open Aeon's roller when set on top of it. This automated parking procedure initiates when Aeon's roller is close and moving slowly enough. Aeon must roll away, and then return to park atop a docking pad to exit the roller. Rollers quickly regain all health while atop a docking pad.

## AEON FLUX

Spy, assassin, seductress and more. Aeon is an enigma who shares a twisted love/hate relationship with her nemesis, Trevor Goodchild – the dictator of Bregna. Whether or not Aeon herself is a double-agent remains a mystery since her motives are nearly impossible to decipher. She was originally named "Katherine", and was married to the original Trevor, but died from the Industrial Disease that swept over the planet. She is the most lethal agent working on either side of the Monican-Breen conflict.





## TREVOR GOODCHILD

To some, he seems a ruthless dictator who lords over the populace of Bregna. Others know him as a besieged Chairman whose strict control measures are a necessary sacrifice for survival. Regardless of his motives, the undeniable fact remains that true freedom is not possible while Trevor remains in power. The original Trevor developed the vaccine that saved the remnants of humanity from the Industrial Disease. Each generation of Aeon can't avoid some form of relationship with each generation of Trevor. His younger brother, Oren, is secretly jealous of Trevor's success.

## FREYA

Trevor's right-hand woman. She is extremely loyal and a fierce combatant.

### THE HANDLER
The mysterious leader of the Monican resistance. Some believe that she was the original Monica, and persists now as a preternatural being. At times, she seems a more vengeful leader than Trevor. The Handler communicates with Aeon and her other agents through a chemically induced, waking trance.

### THE KEEPER
The ancient operator of the Relical computers and cloning facility. His loyalties are completely neutral.

### OREN GOODCHILD
Younger brother to Trevor Goodchi. He is the natural successor to Trevor's administration and, unfortunately for Trevor, covets the position quite highly. Sometimes a ally to Aeon, at other times a rival; but always in it for himself.

### BREEN
Hordes of Breen enemies will confront Aeon throughout the game. Many Breen wear uniforms or are masked, their seeming innocence masks a deadly secret.





### SITHANDRA
An extremely capable Monican agent; second only to Aeon herself. Her intense friendship with Aeon can lead to moving moments of self-sacrifice, or jealous betrayals. Sithandra's feet were surgically replaced with hands, endowing her with incredible agility. She can move faster and jump farther than Aeon, and rival her at any acrobatic move.

### UNA FLUX
Aeon's younger sister – a cheerful and naive student whom Aeon occasionally enlists for her missions. Unfortunately, Una lacks the killer instincts of her older sister and usually stumbles into trouble. Una has one green and one blue eye.

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**Director**
Kevin Margo

**Producers**
Debbie Yu &
Sherry Wallace

**Intel Capsule Movies: Animation Farm**

**Director**
Greg Omelchuck

# CREDITS

## VOICE CAST

**Aeon Flux:**
Charlize Theron

**Trevor Goodchild:**
Troy Baker

**Oren Goodchild:**
Chuck Huber

**The Handler:**
Laura Steele

**Sithandra:**
Emily Gray

**Una:**
Laura Bailey

**Freya:**
Renee Michele

The Keeper:
R. Bruce Elliot

**Erskine:**
Chuck Huber

**Claudius:**
Mathew Thompkins

**Sybil:**
Colleen Clinkenbeard

**Keller, Svengali:**
Troy Baker

**Dietz:**
Christopher Sabat

**Officers:**
R. Bruce Elliot

**Announcers:**
Emily Gray
Chuck Huber
R. Bruce Elliot
Christoper Sabat

**Soldiers:**
Larry Brantley
Troy Baker
Frank Ford
Chuck Huber
R. Bruce Elliot
Jerry Jewell
Christopher Sabat
Mathew Thompkins

**Hostesses:**
Laura Bailey
Colleen Clinkenbeard

**Special Thanks to Peter Chung**

**Special Thanks**
JJ Harris
Tiffany Kyees
Beth Kono
MTV
Paramount
And ALL the Aeon Flux movie cast and crew that helped so generously.

**TRI Special Thanks**
Tracy Gamble
Parma Pasta
Kelsey Rogoway

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— The Terminator™.

**OBJECTIVES:**
- Advance to CRS time-displacement chamber.
- Return to 2003.

**CRITICAL PRIORITY:** Protect John Connor.

**RESISTANCE:**
- **MECHANICAL:** CRS army.
- **HUMAN, 2023:** Tech-Com army.
- **HUMAN, 2003:** Los Angeles Police Dept.

**ADVANCED RECON:**
- T-X — *Activated.* Technologically advanced. No known weaknesses. **STOP AT ALL COSTS.**

**FEATURES:**
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PlayStation 2

NTSC U/C

# TERMINATOR 3
## RISE OF THE MACHINES™

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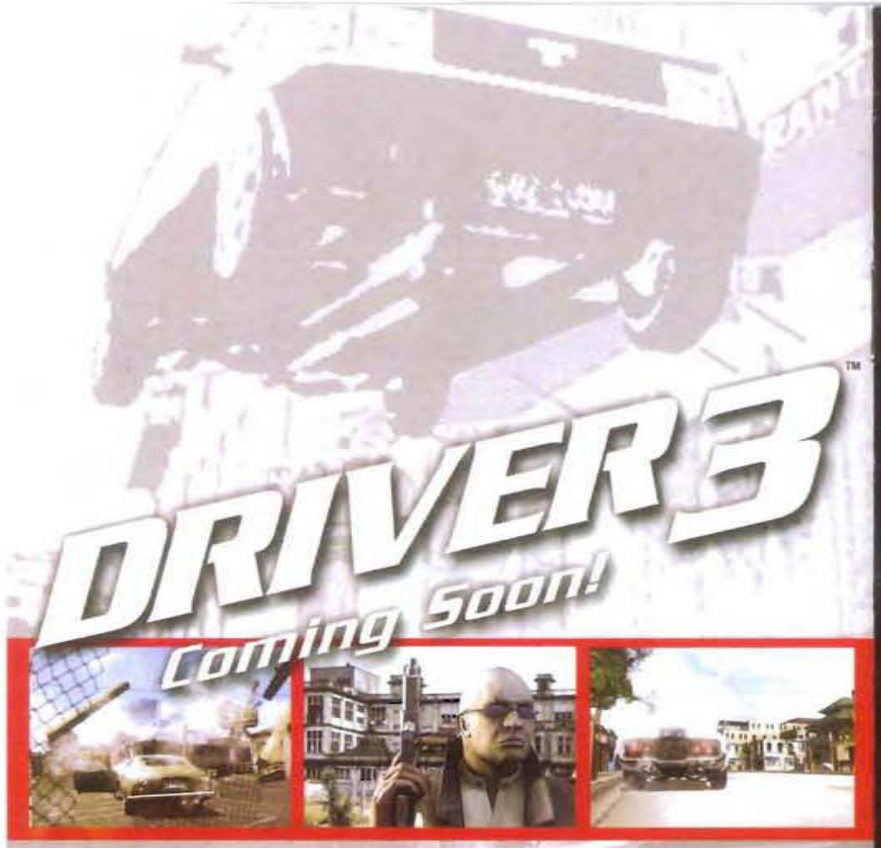


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# TERMINATOR 3
## RISE OF THE MACHINES™

TEEN
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CONTENT RATED BY ESRB

ATARI

## WARNING: READ BEFORE USING YOUR PLAYSTATION®2 COMPUTER ENTERTAINMENT SYSTEM.

A very small percentage of individuals may experience epileptic seizures when exposed to certain light patterns or flashing lights. Exposure to certain patterns or backgrounds on a television screen or while playing video games, including games played on the PlayStation 2 console, may induce an epileptic seizure in these individuals. Certain conditions may induce previously undetected epileptic symptoms even in persons who have no history of prior seizures or epilepsy. If you, or anyone in your family, has an epileptic condition, consult your physician prior to playing. If you experience any of the following symptoms while playing a video game – dizziness, altered vision, eye or muscle twitches, loss of awareness, disorientation, any involuntary movement, or convulsions – IMMEDIATELY discontinue use and consult your physician before resuming play.

## WARNING TO OWNERS OF PROJECTION TELEVISIONS:

Do not connect your PlayStation 2 console to a projection TV without first consulting the user manual for your projection TV, unless it is of the LCD type. Otherwise, it may permanently damage your TV screen.

## USE OF UNAUTHORIZED PRODUCT:

The use of software or peripherals not authorized by Sony Computer Entertainment America may damage your console and/or invalidate your warranty. Only official or licensed peripherals should be used in the controller ports or memory card slots.

## HANDLING YOUR PLAYSTATION 2 FORMAT DISC:

- This disc is intended for use only with PlayStation 2 consoles with the NTSC U/C designation.
- Do not bend it, crush it or submerge it in liquids.
- Do not leave it in direct sunlight or near a radiator or other source of heat.
- Be sure to take an occasional rest break during extended play.
- Keep this compact disc clean. Always hold the disc by the edges and keep it in its protective case when not in use. Clean the disc with a lint-free, soft, dry cloth, wiping in straight lines from center to outer edge. Never use solvents or abrasive cleaners.

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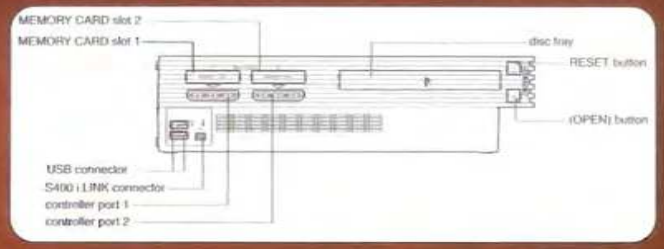
# GETTING STARTED




Set up your PlayStation®2 computer entertainment system according to the instructions in its Instruction Manual. Make sure the MAIN POWER switch (located on the back of the console) is turned on. Press the standby/RESET button. When the power indicator lights up, press the OPEN button and the disc tray will open. Place the *Terminator®3: Rise of the Machines*™ disc on the disc tray with the label side facing up. Press the OPEN button again and the disc tray will close. Attach game controllers and other peripherals, as appropriate. Follow on-screen instructions and refer to this manual for information on using the software.

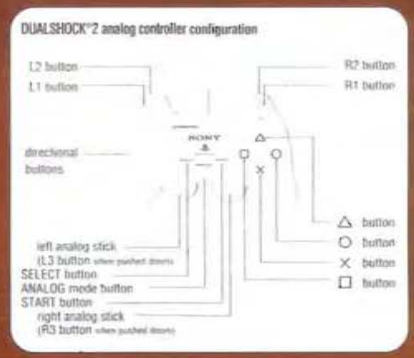
Insert a memory card (8MB) (for PlayStation®2) in MEMORY CARD slot if you wish to load a saved game or save a game. *Terminator®3: Rise of the Machines*™ requires 80KB of free space on your memory card to save your game progress.

**Note:** Never remove the memory card or turn the console power OFF when loading or saving a game. It is also advised that you do not insert or remove accessories once the power is ON. Make sure there is enough free space on your memory card before commencing play.

*Terminator®3: Rise of the Machines*™ supports the DUALSHOCK®2 analog controller. Digital controllers are not supported.



# CONTROLS




## Weapon Combat Controls

| CONTROL | ACTION |
|---|---|
| **left analog stick up / down** | Walk or run forward / back |
| **left analog stick left / right** | Strafe |
| **right analog stick up / down** | Aim up / down |
| **right analog stick left / right** | Turn left / right |
| **▲ button** | Cycle weapons up |
| **● button** | Cycle weapons down |
| **■ button** | Reload |
| **✖ button** | Use object |
| **R1 button** | Fire primary weapon |
| **R2 button** | Secondary fire |
| **L1 button** | Target lock |
| **L2 button** | Jump |
| **R3 button** | Display Mission Objectives |
| **L3 button** | Center view |
| **L3 button x 2** | 180-degree turn |
| **directional buttons up / down** | Zoom in or out / Scroll through Mission Objectives when displayed |
| **directional buttons left / right** | Scroll through weapons up / down |
| **SELECT button** | Cycle vision modes |
| **START button** | Pause |

## Hand-to-Hand Controls

| CONTROL | ACTION |
|---|---|
| ▲ button | Kick |
| ■ button | Hold to block / Press just before an attack to counter |
| ● button | Shove |
| ✖ button | Medium punch / Charge shove when running |
| ✖ button + left analog stick toward enemy | Quick punch |
| ✖ button + left analog stick away from enemy | Strong punch |
| ✖ button + left analog stick up | High punch |
| ✖ button + left analog stick down | Low punch |
| ● button + left analog stick toward enemy | Hard throw forward |
| ● button + left analog stick away from enemy | Overhead throw |
| ● button + left analog stick up | Sideways shoulder throw |
| ● button + left analog stick down | Throw down |



# INTRODUCTION

A decade has passed since John Connor helped prevent Judgment Day and saved mankind from destruction. Now in his early twenties, Connor lives "off the grid" — no home, no credit cards, no cell phone, no record of his existence. There is no way he can be traced by Skynet — the highly developed network of machines that once tried to kill him and wage war on humanity. Until...

Out of the shadows of the future steps the T-X, Skynet's most sophisticated cyborg killing machine. Now Connor's only hope for survival is the Terminator®. Together, they must triumph over the technologically superior T-X and forestall the looming threat of Judgment Day — or face the apocalypse and the end of civilization.

# SAVING AND LOADING

## Saving the Game

*Terminator® 3: Rise of the Machines™* uses an automatic save feature that saves your game at the end of each level segment. If you begin a new game with Autosave enabled, previous automatically saved games will be lost. You must have a memory card in MEMORY CARD slot 1 to save your game.

## Loading a Game

You can load a game from the Options menu in the Main Menu. Use the **left analog stick** to select Save / Load and press the **✖ button**.

# MAIN MENU

Use the **left analog stick** or **directional buttons** to highlight an option in the Main Menu. Press the **✖ button** to confirm your selection.

## New Game

Select New Game to start a new *Terminator® 3: Rise of the Machines™* game. Press the **✖ button** to accept.

## Continue

If you exit back to the Main Menu from a game that has been started or loaded, this option will be available. Select Continue and press the **✖ button**. Previously completed levels will be available.

If you are terminated three times during one level and use all of the in-game Continues, you may select Restart or Quit.

## Options

Display the Options Menu. You can also access the Options menu in-game by pressing the **START button**. See "Options" below for details.

## Special Features

Check here for movie clips that you have unlocked, including exclusive clips shot just for the game and "B-roll" footage that shows alternate angles of scenes and allows you to see behind the scenes of the movie.

You'll also find storyboards used to create the game and production concept art.

Also check out "The Making of Terminator 3: The Game" for exclusive interviews with the cast and crew and a behind-the-scenes look at what went into putting the game together.

Some of these features will be available when you start playing and others unlock as you play so check here often.

Don't forget to look for some hidden classic Atari games as you advance through the game.

# OPTIONS

## Audio

Adjust the volume of the in-game music, voice-overs and sound effects and switch between stereo and mono sound. Move the **left analog stick** up or down to select which feature you want to adjust. Move the **left analog stick** left or right to decrease or increase the volume, respectively.

## Controls

Re-map the controller configuration to suit your own preferences. You can save and load saved configurations or reset the controller to its default setting.

## Game Settings

### *XY Sensitivity*

You can change the speed at which your weapon reticule moves by adjusting the XY slider. Move the **left analog stick** left to move the slider toward the negative symbol (-) to slow down the rate of speed at which your reticule moves. Move the **left analog stick** right to move the slider toward the positive symbol (+) to increase the rate of speed at which your reticule moves. Press the **✖ button** to confirm.

### *Difficulty*

There are three difficulty settings: Easy, Medium and Hard. The difficulty setting affects the health and accuracy of enemy units.



### *Vibration*

Turn DUALSHOCK®2 analog controller vibration ON or OFF.

### *Invert Controls*

Set invert controls to YES or NO. When set to yes, moving the **right analog stick** down causes the Terminator to look up, and moving the **right analog stick** up causes the Terminator to look down.

### *Auto-Save*

Toggle Auto-Save ON/OFF. With Auto-Save ON, your game is saved automatically each time you complete a level.

### *Weapon Auto-Switch*

Toggle Weapon Auto-Switch ON/OFF. With Weapon Auto-Switch ON if the Terminator picks up a weapon that is more effective he will automatically switch to that weapon.

### *Save / Load*

Select Load Game and press the **✖ button** to load a game from memory card. You can load any successfully completed game segment. See "Saving and Loading" on page 5 for details.

### *Cheats*

Enter codes to unlock special game cheats, movies and more!

# PAUSE MENU

Press the **START button** during gameplay to pause and enter the Pause menu. Here you can acquire additional information or access the Options menu.

## Resume

Return to the game in progress.

## Mission Objectives

View the current mission objectives.

## Map Screen

Display the map of the current level.

## Options

Adjust game settings. See "Options" on page 6 for details.

## Restart Level

Restart the current level segment.

## Quit Game

Exit the game in progress and return to the Main Menu.

# HEADS-UP DISPLAY

The Heads-Up Display (HUD) appears on-screen during gameplay. The HUD provides mission-critical information.

## Charge

The Charge indicates your health and is displayed incrementally, with 100 being full health. As you take damage, getting closer to death, Power drops. If the Charge reaches 0, the mission is terminated and you must start the game over or reload from the last point saved. Pick up Fuel Cells to recharge your health.



## Ammo

The Ammo readout indicates the amount of ammunition available for the currently selected weapon.

## Pickup Display

This is updated as you pick up objects and power-ups.

## Objective Proximity meter

The Objective Proximity meter is located on the upper-left corner of the HUD. The white cone indicates your current heading. Use this in conjunction with the yellow Mission Objective indicator — located on the outer ring of the radar — to track down your current mission objective. As you get closer to the mission objective, the inner rings start to fill in, indicating your proximity to the objective. The current distance from the target is indicated in meters.

## Objectives

Objectives will be displayed as you receive instructions from Kate Brewster. The yellow dot on the Radar is the Mission Objective indicator. The Mission Objective indicator shows the location of the active mission objective.

As new objectives become available, new instructions will appear on-screen. Press the **R3 button** at any time during a mission to display the active objective. At certain times during the game, you will have multiple objectives you can complete in any order. If you want to swap your current mission objective for another one, press the **R3 button** to display all active objectives and then use the **directional buttons** to highlight the objective you want to complete. During the game a white cone of vision will indicate your current heading. As you get closer to the mission objective, the radar starts to fill in to indicate your proximity to it.

## Weapon Reticule

The Weapon Reticule appears on-screen as a translucent icon and is used to aim your weapons. When you move the **right analog stick** to aim, the reticule will move on-screen. When a threat appears and you move the reticule towards the target, targets will be highlighted. Friendly units are highlighted in blue, while threats are highlighted red.

In Terminator vision mode, additional data will appear, such as the "Weakness Analysis" enhancement indicating weakened structures.

# WEAPONS

## Present Weapons

**9mm Pistol** – 33-shot clip

**Pump Shotgun** – 8-shell capacity

**AR-15** – 30-shot clip, 1-shot grenade launcher

**MP5** – 30-shot clip

**Tear Gas Launcher** – 8-grenade capacity

**RPG** – 1 rocket propelled grenade

**T1 Mini-Gun** – 100-round belt

**.30 cal Machine Gun** – 120-round belt



## Future Weapons

**Skynet Plasma SMG** – 40-shot clip

**Skynet Phase Plasma Rifle** – 30-shot clip, 5-shot grenade launcher

**Skynet Arc-Laser** – 400-round charge

**Skynet Assault Cannon** – 35-shot clip

**Skynet Lightning Gun** – 200-charge fuel cell

**Tech-Com Plasma Rifle** – 20-shot clip, 2-shot grenade launcher

**Tech-Com Micro Rocket Launcher** – 5-rocket magazine

**Tech-Com Sniper Cannon** – 3-shell clip

**Tech-Com EMP Gun** – 50 round clip

**Tech-Com SAM Launcher** – 1 Surface-to-air missile

**Tech-Com Light Machine Gun** – 100-round

## Explosives

**Hand Grenade**

**C4 Plastic Explosives**

**EMP Grenade**

**Plasma Grenade**

**Hydrogen Fuel Cell Bomb**



# CHARACTERS

## Terminator Classes

**T-900 Green**

The green T-900s travel in packs and are the most commonly encountered. They are the easiest to terminate.

**T-900 Yellow**

The yellow T-900s carry two guns. They are tougher than their green-colored counterparts.

**T-900 Red**

The red T-900s carry Skynet Assault Cannons. They are by far the toughest to terminate.

**T-X**

Skynet's most sophisticated and lethal killing machine, the T-X is driven by a plasma reactor and is designed for extreme combat. T-X has been sent back through time with one mission: To ignite the war and begin the rise of the machines.

## F/K Classes

The Future Killers, manufactured by Skynet, pose the biggest threat to the safety of humankind in the future.

## The Flyers

**F/K Kite**

Light and versatile fliers.

**F/K Fighter – Light**

Versatile killing machines that patrol the skies.

**F/K Fighter – Standard**

Heavily armored killing machines that patrol the skies.

**F/K Fighter – Heavy**

A hovercraft that searches for prey.

**F/K Transport**

A lightly armed utility vehicle used to quickly move Skynet forces to different locations on the battlefield.

**CRS Labs Hunter/Killer**

The first generation of Skynet flying attack craft.

## Ground Units

**F/K Rover**

Designed for reconnaissance and espionage missions.

**F/K Rover-Bombs**

Sentry units designed to self-destruct at the approach of unauthorized personnel.

**F/K Tank – Light**

The smallest of the deadly Skynet armored units.

**F/K Tank – Medium**

Behemoths of the battlefield, these armored monsters are the bane of the Tech-com forces.

**F/K Sentry Gun**

Smaller version of the F/K Turret, used to guard the interiors of Skynet facilities.

**F/K Turret**

Immobile Skynet gun batteries placed to guard areas or create kill-zones.

**T1**

The first generation of Skynet armored battle tanks.

**Tech-Com Soldiers**

Resistance fighters trying to overthrow Skynet, led by John Connor and Kate Brewster.

**S.W.A.T.**

Summoned to rescue the kidnapped Kate Brewster at the Valley of Peace cemetery. Termination of the peace officers will result in mission failure for the Terminator.

**Air Force Personnel**

Located inside of CRS Labs, they are unsuspecting victims when the machines revolt. Termination of any Air Force personnel will result in mission failure for the Terminator.

# OTHER ITEMS

**Continues**

Look for these hidden power-ups to increase your number of continues.

**Fuel Cell**

Fuel Cells will recharge your health when acquired.

**Energy Cell**

These energy cells provide primary ammunition in all future weapons.

## AMMO

These ammunition boxes are used as the primary ammunition in all present day weapons.

**Ammo Crate**

These boxes provide the ammunition for future and present weapons.

**Grenades**

These grenade boxes provide the Terminator with handheld explosives in the future and present.



# COMBAT COMBOS

## Two-Hit Combos

| CONTROL | ACTION |
|---|---|
| ✖, ✖ | Medium punch combo |
| left analog stick toward enemy + (✖, ✖) | Quick punch combo |
| left analog stick away from enemy + (✖, ✖) | Strong punch combo |
| left analog stick up + (✖, ✖) | High punch combo |
| left analog stick down + (✖, ✖) | Low punch combo |
| ✖, ▲ | Medium punch with leg shove |
| left analog stick toward enemy + (✖, ▲) | Quick punch with leg shove |
| left analog stick away from enemy + (✖, ▲) | Strong punch with leg shove |
| left analog stick up + (✖, ▲) | High punch with double knee |
| left analog stick down + (✖, ▲) | Low punch with double knee |
| ✖, ● | Medium punch with throw forward |
| left analog stick toward enemy + (✖, ●) | Quick punch with hard throw forward |
| left analog stick away from enemy + (✖, ●) | Strong punch with overhead throw |
| left analog stick up + (✖, ●) | High punch with sideways shoulder throw |
| left analog stick down + (✖, ●) | Low punch with throw down |

## Three-Hit Combos

| CONTROL | ACTION |
|---|---|
| ✖, ✖, ✖ | Medium punch three-hit combo |
| left analog stick toward enemy + (✖, ✖, ✖) | Quick punch three-hit combo |
| left analog stick away from enemy + (✖, ✖, ✖) | Strong punch three-hit combo |
| left analog stick up + (✖, ✖, ✖) | High punch three-hit combo |
| left analog stick down + (✖, ✖, ✖) | Low punch three-hit combo |
| ✖, ✖, ▲ | Medium punch two-hit combo with leg shove |
| left analog stick toward enemy + (✖, ✖, ▲) | Quick punch two-hit combo with leg shove |
| left analog stick away from enemy + (✖, ✖, ▲) | Strong punch two-hit combo with leg shove |
| left analog stick up + (✖, ✖, ▲) | High punch two-hit combo with double knee |
| left analog stick down + (✖, ✖, ▲) | Low punch two-hit combo with double knee |
| ✖, ✖, ● | Medium punch two-hit combo |
| left analog stick toward enemy + (✖, ✖, ●) | Quick punch two-hit combo with hard throw forward |
| left analog stick away from enemy + (✖, ✖, ●) | Strong punch two-hit combo with overhead throw |
| left analog stick up + (✖, ✖, ●) | High punch two-hit combo with sideways shoulder throw |
| left analog stick down + (✖, ✖, ●) | Low punch two-hit combo with throw down |



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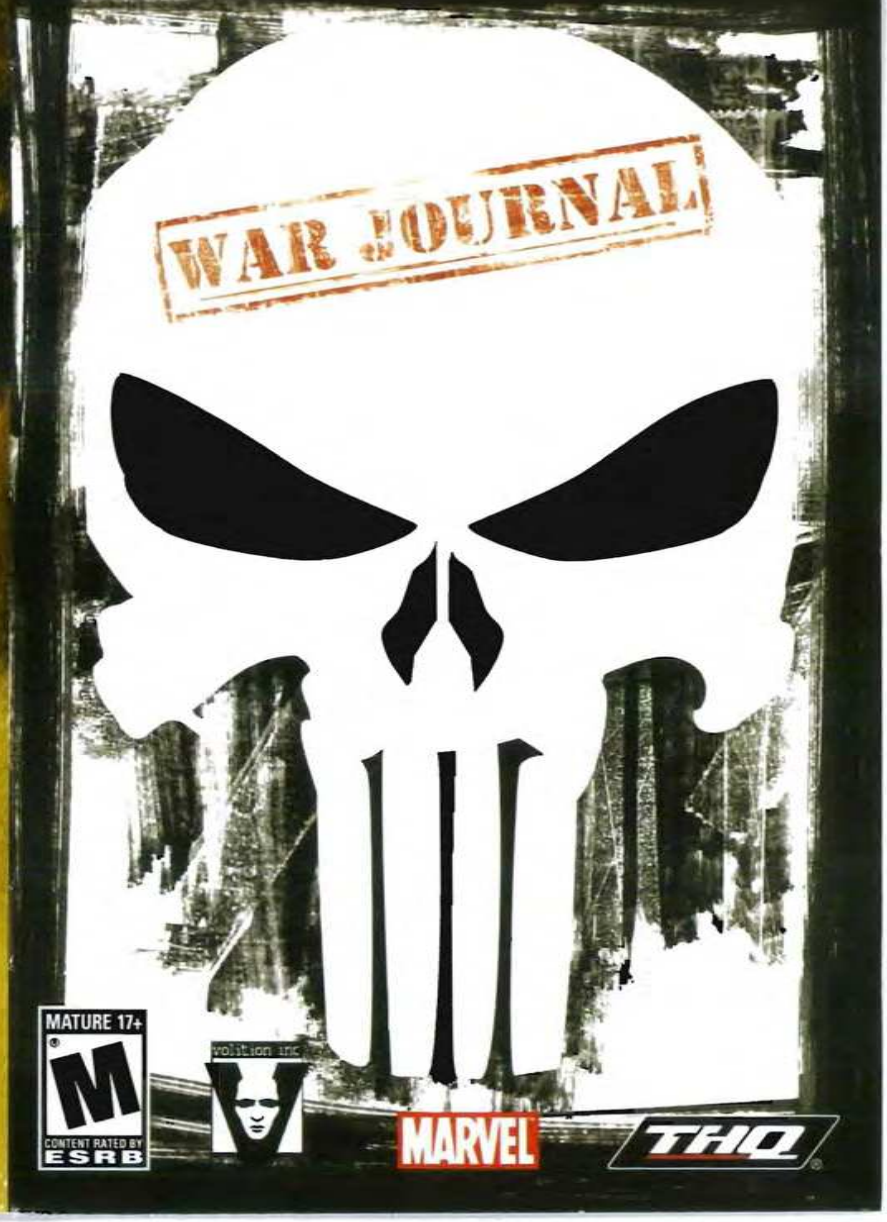



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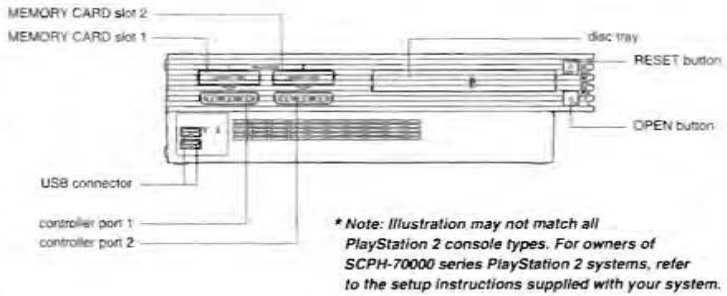
THE PUNISHER

# GETTING STARTED




** Note: Illustration may not match all PlayStation 2 console types. For owners of SCPH-70000 series PlayStation 2 systems, refer to the setup instructions supplied with your system.*

Set up your PlayStation® 2 Computer Entertainment System according to the instructions in its Instruction Manual. Make sure the MAIN POWER switch (located on the back of the console) is turned ON. Press the RESET button. When the power indicator lights up, press the (OPEN) button and the disc tray will open. Place The Punisher™ disc on the disc tray with the label side facing up. Press the (OPEN) button again and the disc tray will close. Attach game controllers and other peripherals, as appropriate. Follow on-screen instructions and refer to this manual for information on using the software.

## Memory Card (8MB)(for PlayStation®2)

To save game settings and progress, insert a memory card (8MB)(for PlayStation®2) into MEMORY CARD slot 1 of your PlayStation®2 system. You can load saved game data from the same memory card (8MB)(for PlayStation®2) or any memory card (8MB)(for PlayStation®2) containing previously saved games.



# CONTROLS

## DUALSHOCK®2 ANALOG CONTROLLER CONFIGURATIONS

### CONTROLS (DEFAULT)

| | |
|---|---|
| Left analog stick | Move Punisher |
| Right analog stick | Control Camera |
| Directional buttons ⬇ | Switch Between weapons |
| ⊗ button | Grab Shield/Start Interrogation/Talk |
| ▣ button | Perform Quick Kill |
| ◉ button | Swap Weapons |
| △ button | Enter/Exit Slaughter Mode/Knock Out Shield |
| L1 button | Secondary Fire/Throw Grenade/Throw Shield |
| L2 button | Duck/Crouch Walk |
| L3 button | Duck/Crouch Walk |
| R1 button | Primary Fire |
| R2 button | Dive/Roll |
| R3 button | Enter Fine Aim Mode |
| SELECT button | Enter In-Game Options Menu |
| START button | Pause/Resume |

### MENU CONTROLS

| | |
|---|---|
| Left analog stick/ directional buttons | Navigate Menus |
| ⊗ button | Confirm Menu Selection |
| △ button | Previous Screen |

# THIS ISN'T REVENGE

...it's punishment. You are Frank Castle, a.k.a. The Punisher™, a one-man vigilante army determined to clean up the streets by any means necessary. After losing your wife and children in a fierce gangland gun battle (innocent bystanders caught up in a hail of gunfire), you vow to never rest until every last one of the criminal scum who terrorize the innocent are put down permanently.

# PRE-CARNAGE CHECKLIST

## Profiles

Before immersing yourself in the brutal world of The Punisher, you'll need to create a new Profile. Use the directional buttons to navigate the Profile menu, then press the ⊗ button to select an empty slot. From there, name your Profile (up to 8 characters) then select 'Accept' to enter the Apartment menu. You may also Copy and Delete Profiles from this screen by selecting the relevant file. If you select Copy, the new Profile must have a different name than the original. Be aware that, once deleted, Profile information is unrecoverable.

## The Apartment

Frank's apartment is The Punisher's base of operations and all missions will start and end here. Inside the Apartment you have several options to choose from.

## War Zone

The War Zone shows currently available missions as well as missions that The Punisher has already completed. Use the left analog stick or directional buttons to highlight a mission and then press the ⊗ button to enter the Briefing menu. From here you can check out the particulars of a given mission as well as swap your weapons with those currently available in your Armory. Press the ⊗ button on "Start Mission" to begin that particular level.

# UPGRADES

Your performance on each level nets a number of Style Points to spend on Upgrades in the Apartment at the conclusion of each Mission. You must top your previous score in a given level for any additional Style Points to become available.

The following is a list of available Upgrades:

- Body Armor: Increases The Punisher's ability to take damage.
- Kill Recovery: Slightly increases The Punisher's health with each kill.
- Longer Slaughter Mode: Increases the duration of the Slaughter Mode meter.
- Increased Accuracy: Increases The Punisher's accuracy with specific weapons.
- Increased Ammo Capacity: Increases ammo capacity of specific weapons.
- Increased Grenade Capacity: Increases the number of grenades The Punisher can carry.
- Increased Magazine Size: Increases the number of shots in each clip for specific weapons.
- Attach Scope: Attaches a scope to specific weapons for accuracy if zoomed.
- Attach Silencer: Attaches a silencer to specific weapons to attract less attention.
- Attach Grenade Launcher: Attaches a grenade launcher to specific weapons.

## Extras

From this menu, you gain access to additional, unlockable goodies as well as additional gameplay modes. These include the following:

- Comic Covers: View unlocked full-color comic book covers from The Punisher's lengthy career.
- Cheats: Activate unlocked cheats to enhance gameplay.



## Options

The Options menu enables the player to customize the game, including Controls, Game, and Audio/Video Options.

### Controls

From here you can adjust the following Options:

- Invert Camera: Enable or disable flipping of the camera.
- Control Style: Choose from several pre-set control types from the Advanced Controls menu.
- Default Settings: Restore all control Options to their original settings from the Advanced Controls menu.
- Crouch Toggle: Set the crouch button as a toggle.
- Zoom Toggle: Set the zoom button as a toggle.

### Game Settings

From here you can adjust the following Options:

- Gore Level: Adjust the overall violence level.
- Default Settings: Restore all game Options to their original settings.
- Vibration: Toggle the vibration function on and off.
- Closed Caption: Turn subtitles on or off.
- Show Tutorial messages: Display instructions in tutorial levels.
- Show style points: Toggle the score on or off in the HUD.

# THE HUD

The HUD (Heads Up Display) shows a wealth of information about The Punisher. From this display you can track everything from his overall Health to the ammo remaining in his weapons. For more detailed information on each item, please use the following numbers which correspond with their on-screen counterparts depicted here:

1. Health Bar: Frank Castle is a remarkable man, but he is only human. The red health bar in the lower left corner of the screen represents his current health. As he takes damage, the bar shortens. If it is depleted, The Punisher dies. The bar can be replenished by breaking thugs with interrogation or by using Slaughter Mode.

2. Slaughter Mode Bar: The Punisher can enter a state of rage, dealing amazing amounts of damage in Slaughter Mode. The blue bar in the lower left corner indicates how long he can remain in this near superhuman state (for more info, please see Slaughter Mode on p.12).

3. Current Weapon: The Punisher's current weapon has a corresponding image on the lower right corner, two icons if he has dual pistols or rifles. If he's wielding grenades, a grenade icon appears when he is unarmed or brandishing a single rifle. A Shield icon indicates The Punisher has a human shield and cannot dual-wield weapons until the thug is released or killed.

4. Remaining Ammo in Clip: The number directly beneath the weapon icon represents the amount of ammo that can be fired before emptying the clip, forcing a reload. The number turns orange when the clip is close to running out. The Punisher will also auto-reload after a few seconds of inactivity.

*The Punisher will not automatically reload his rifles while using two at once. You can force him to reload his right-handed rifle, but he will drop his left-handed rifle to do so. Rifles in the left hand cannot be reloaded.*

5. Total Remaining Ammo: The orange bar directly to the right of the clip number is how much total ammo remains for that weapon, it flashes when the ammo runs out.
If The Punisher runs out of rifle ammo, he holsters the rifle and draws pistols and vice versa. If Frank ever runs out of ammo completely, he'll have to rely on his fists and any implements he can grab.

6. Pick Up/Swap: Weapons and items on the ground can be picked up by moving The Punisher over them and pressing the ◉ button.
If the object is a second rifle of the type he's currently wielding, he'll use both to mow down foes. If not, he'll discard his current weapon.

7. Score: The current Score and Combo are displayed in the upper right corner of the screen (please see Scoring on p.10).

8. Pain Indicators: A red pain indicator appears on the top, bottom, left, or right sides of the screen to show which direction the attack is coming. If all four light up at once, The Punisher is taking environmental damage (from fire, for example).

9. Information Boxes: These pop-up boxes provide information about ammo, interrogation instructions, dialog subtitles, etc. These typically appear in the upper left corner and stay for several seconds.

# THE CARNAGE

## Scoring

In The Punisher, scoring is very important since it's the only way to earn points for Upgrades at the end of each Mission. There are three elements to maximizing a score:

- Total: This shows the total number of style points attained in the current level.
- Combo: This represents the current streak of consecutive kills. Every fifth kill or successful interrogation increases the combo multiplier by one. Achieving long combos is the quickest way to a massive, overall score. The combo multiplier resets when The Punisher takes damage or harms an innocent.
- Mix It Up: The surest avenue to garner higher point totals is to vary the manner of inflicting carnage as The Punisher rampages throughout a given area. Mixing up Quick Kills, Environmental Special Kills, and garden variety gunshot wounds maximizes your scoring potential.

## Interrogations and Quick Kills

The basic idea behind Interrogations is to squeeze enemies for valuable information. This could unlock hidden rooms, uncover weapon caches or reveal back-story and enemy secrets. It's also a good way to rejuvenate Frank's life bar.

## General Interrogations

After grabbing a shield (any enemy you can wrap your hands around), The Punisher can usually employ four basic types of Interrogation anywhere in the level.

1. Choke
2. Face Smash
3. Punch
4. Gun Tension

You use either the left or right analog stick to control the amount of abuse you inflict on Frank's victim. Press up and down to heighten the pressure on the informant.

Use punishment to raise the victim's fear bar to the orange section of the interrogation meter and hold it there until the criminal is broken.

Focus on interrogating foes with skulls above their heads, as they possess important information.

You can always return an enemy to the shield position to take the heat for Frank. Shields are good for protecting Frank's Health Bar.

Each successive choke, punch, or face smash reduces the shield's health and, if you're too aggressive, might bring the questioning to a premature end. If you successfully break one, you hear a chime, see "Broken!" appear on-screen, and he tells you what he knows. Then you can do what you wish with him, be it returning him to the shield position or ending him right then and there. However, you will lose Style Points if the interrogation comes to an abrupt end.

*Note: Style Points are deducted from The Punisher's score if he kills a criminal during General or Environmental Interrogations.*

## Environmental Interrogations

In many areas, Frank can make use of the surroundings to punish the thugs he comes across.

Environmental Interrogations can occur in areas with glowing white spots on the ground. Simply grab a shield and maneuver him over to one of these spots, then begin the Interrogation.

As in General Interrogations, use either the left or right analog stick to control the pressure on the victim and be careful when punishing the thug.

## Quick Kills

Each weapon in The Punisher's burgeoning, criminal-crushing arsenal has a number of Quick Kills associated with it. Depending on the weapon, Quick Kills use ammunition, reducing ammo levels appropriately. Perform these by getting close enough to a foe to display the Quick Kill prompt on-screen, and then pressing the ■ button.

## Special Kills

In addition to instant Quick Kills, The Punisher can also perform Environmental Special Kills (denoted by an orange spot on the ground). As with Environmental Interrogations, you need to take a shield and maneuver him into the highlighted location before taking him out when the Special Kill option appears on-screen.

A successful Quick Kill gains The Punisher a sliver of a bar on to his Slaughter meter, while a successful Special Kill will earn more on the Slaughter meter.

**Tip** Additional unmarked environmental kills can be performed by throwing criminals off of ledges and into various parts of the environment.

## Slaughter Mode

When it's time for the kid gloves to come off, The Punisher can enter Slaughter Mode. The Slaughter Mode bar is the blue bar in the lower left corner. This meter gradually depletes while The Punisher is in Slaughter Mode. Once it's empty, he returns to his previous state, whether that's armed or unarmed.

During Slaughter Mode, The Punisher will:

1. Have a slowly increasing health bar
2. Take less damage
3. Have increased speed
4. Have unlimited throwing knives
5. Auto-target the nearest thug with his throwing knives

While in Slaughter Mode he cannot:

1. Take a human shield
2. Wield a rifle or dual pistols
3. Duck or crouch walk
4. Throw grenades
5. Switch weapons
6. Go into fine aim mode

## Innocents

From time to time, an innocent person stumbles into the midst of a gun battle or is taken hostage by some lowlife scum. Killing an innocent ends the game; punishment is for criminals only. Targeting an innocent person changes the aiming cursor to a red circle with an "/" through it.

## Medals

After completing a level and meeting certain criteria, The Punisher can earn one of three medals: bronze, silver, or gold. Bronze is available on all difficulties. Silver is available on Medium and Hard, while gold is reserved for the Hard difficulty only. These medals unlock various Extra modes, concept art, and more.

## Saving the Game

All progress in your game is automatically saved when you reach a new section or complete a mission. To continue a mission from where you left off, go to the War Zone and select the mission denoted with The Punisher skull.

Also, you can manually save the game by selecting the "Save" option from the Apartment menu.

# THE ARSENAL

"NEVER POINT A FIREARM AT ANYTHING YOU ARE NOT WILLING TO DESTROY..."

The Punisher is a master craftsman, but a craftsman is only as good as his tools. To that end, Frank has a staggering array of weaponry in all sizes, shapes and cretin-crunching calibers with which to mete out punishment to all foolish enough to stand in his way.

Ranging in size, shape, and sheer destructive power, here's the complete list of weapons available as you proceed throughout the game.

**Machine Gun**
30 pounds of belt-fed, hip-fired, Hell-on-Earth

MACHINE GUN

**5.56MM Assault Rifle**
Considered among the best assault rifles in the world.

5.56MM ASSAULT RIFLE

7.62MM ASSAULT RIFLE

**7.62mm Assault Rifle**
Versatile, reliable, and easy to use

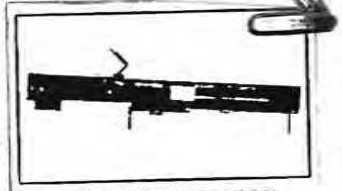
AUTOMATIC SHOTGUN

**Automatic Shotgun**
A precision-engineered, lead-breathing, dragon

**Sniper Rifle**
Can kill a drug dealer at 1400 yards

SNIPER RIFLE

**Anti-tank Weapon**
Death in a disposable, three-foot-long, tube



ANTI-TANK WEAPON

FLAMETHROWER

**Flamethrower**
Perfect for campfires and barbecues

BATTLE RIFLE WITH SCOPE

**Battle Rifle with Scope**
The future of infantry warfare

## 5.7mm Submachine Gun

Sleek, top-loading, ergonomic design

5.7MM SUBMACHINE GUN

.40 CAL SUBMACHINE GUN

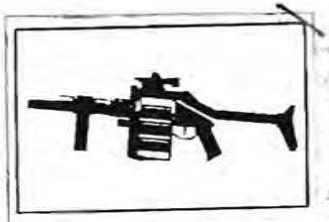
## .40 cal Submachine Gun (SMG)

Compact, accurate and reliable submachine gun chambered for a cartridge with increased terminal effects on the target

PUMP SHOTGUN

## Pump Shotgun

Rugged and reliable, and handy for crowd control



GRENADE LAUNCHER

## Grenade Launcher

Fires low-velocity, 40MM grenades

REVOLVER

## Revolver

Slow to load, but accurate and reliable

HAND CANNON

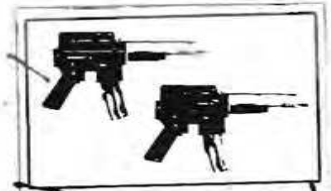
## Hand Cannon

For times when size matters

.45 CAL MACHINE PISTOL

## .45 cal Machine Pistol

18 rounds per second, right in the palm of your hand



MACHINE PISTOL 5.56MM

## Machine Pistol 5.56MM

Powerful. Compact. The ultimate machine pistol

## .50 cal Semiautomatic Pistol

Needs a firm grip

.50 CAL SEMIAUTOMATIC PISTOL

## .45 cal Semiautomatic Pistol

Classic design. One-shot stopping power

.45 CAL SEMIAUTOMATIC PISTOL

# THE GOOD, THE BAD, AND THE (VERY) UGLY

The Punisher encounters a legion of foes standing between him and the completion of his quest, but he also has help from several friends as well. The following are a few of those whom you can expect to encounter throughout your adventure.

## THE GOOD

### Detective Martin Soap

Soap tries to put up a hard front, but he's pretty brittle. He's a down-on-his-luck loser who's had a string of bad luck both personally and professionally, and he's basically resigned to being screwed for the rest of his life. He has flashes of assertiveness but backs down if challenged.

### Lieutenant Molly von Richtofen

Compared to Soap, Molly has a softer outside, but with iron underneath. She's pleasant and persuasive when that seems likely to get her what she wants, but she can turn aggressive and hard-edged if thwarted or if she thinks that's a better tack to take in a certain situation.

## THE BAD

### The Gnucci Family

The Gnuccis are ruled by their matriarch, Ma Gnucci, and bound by family ties. Ma's sons serve as lieutenants in her organization. This is a typical Mob syndicate that's into local crime, such as controlling unions, illegal gambling, and drug-running.

They tend to carry small arms—pistols and shotguns. Elite members of the family are occasionally armed with submachine guns.

## THE RUSSIAN MERCS

This group's chain of command is in continuous disarray, with the toughest thug of the moment leading while those beneath him continually jockey for more power. Its members are ruthless, lacking mercy or concern for collateral damage. They are all ex-Russian military, banded together to carve out power and wealth for themselves. They control dockyards and shipping, smuggling assault rifles, high-end weapons, and explosives.

The mercenaries tote heavy firepower and a lot of it. Their basic rifle is the 7.62mm Assault Rifle, although it isn't unusual for a mercenary to pull out heavier hardware, such as a flamethrower.

# ETERNAL SUN

This Yakuza syndicate is tightly controlled, with a strict hierarchy, ruled by a small number of seldom-seen leaders. This organization specializes in high-tech crime with global connections, operations involving lots of cash and high stakes—counterfeiting, credit fraud, software piracy, etc. Money is laundered through legitimate financial enterprises that they control.

Members are very well armed and equipped with the latest sniper rifles and pistols.

## THE (VERY) UGLY

**General Kreigkopf**

Kreigkopf is an American, a massive former general in the U.S. military, now gone rogue and in charge of an organization of Russian mercenaries. He's absolutely ruthless, cruel, and brilliant. While still in the Army, he assaulted a subordinate and rendered him paralyzed. He skipped bail while awaiting trial, escaped to Russia and worked his way into his current position. He gives orders that he expects to be obeyed instantly. A very dangerous man by any measure.

**Bushwacker**

He's a professional assassin and a bad, bad man. A former CIA agent, he's a weapons expert available to the highest bidder. He's gruff, tough-talking, and hard-edged, with no tolerance for weakness. Cybernetic weaponry implants make him a dangerous foe.

# THE RUSSIAN

A huge brute of a man, the Russian is thoroughly amoral and extremely violent. He's a combination professional assassin and one-man death squad. He almost never uses weapons, preferring to get up close and personal with his victims, killing them in an extended brawl. He does have a twisted sense of humor that manifests itself, while he's beating his victim senseless, but he's deadly serious about his work.

# Levels

Here you'll find a selection of the locales The Punisher finds himself visiting in his quest to bring his foes to justice, in his own unique way.

### Central Zoo

The Central Zoo, after hours, is controlled by Gnucci mobsters eager to make their names by taking down The Punisher.

Controlling Syndicate
Gnucci Family

### Gnucci Mansion

Expect heavy resistance as family members join the fray to defend their home.

Controlling Syndicate
Gnucci Family

### The Harbor

The thick fog hides The Punisher as he prowls the docks. Well-trained mercenaries await him around every claustrophobic twist and turn.

Controlling Syndicate
Russian Mercenaries

### The Dance Club

The Punisher is definitely not on the A-list. Yakuza members make it a matter of honor to stop him...or die trying.

Controlling Syndicate
Eternal Sun



# TIPS

-If you empty one gun, don't keep carrying it around; pick up a fresh weapon from a fallen foe.

-Remember: Use grenades for crowd control.

-You can still take damage interrogating enemies, so don't attempt this while in the midst of a firefight.

-Variety is key: you rack up more points by varying the means by which you eliminate foes.

-Use the camera to your advantage to peek around corners to avoid running Frank into an ambush.

-When low on health, grab a thug and interrogate him before pressing on. Better yet, once you've broken him, return him to shield position to provide "body" armor.

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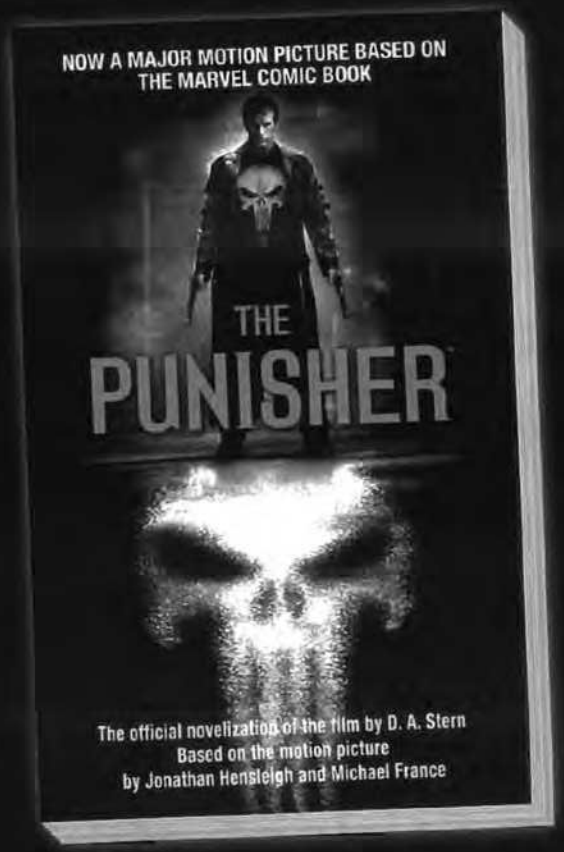


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# YOU'VE GOT THE GAME, *NOW GET THE GUIDE!*

# THE PUNISHER™

## PRIMA OFFICIAL GAME GUIDE

- Prima's guide will have a comprehensive walkthrough, guiding players through the game story written by comic writers Garth Ennis and Jimmy Palmiotti.
- All of The Punisher's weaponry and items detailed, with suggestions for use and comparisons of strengths and weaknesses.
- Each Interrogation point revealed, with details on what information you'll obtain.
- Strategies for every enemy and boss battle.

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# Music Credits

**Original Score composed by Sonic Fuel**
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Performed by the Slovak National Radio Orchestra
Recorded and Mixed by Jeff Vaughn
Sonic Fuel is Timothy Michael Wynn and Christopher Lennertz
Orchestrations by Dana Niu, Marcus Trumpp, and Andrew Kinney
Contracted by Paul Talkington
Conducting and Music Preparation by Allan Wilson
Additional Music by Gerard Marino and Corey Jackson

**"Dark In Here"**
Words and Music by Timothy Michael Wynn and Alien Ant Farm
Performed by Alien Ant Farm
Produced By Timothy Michael Wynn and Alien Ant Farm
Orchestra Arranged by Christopher Lennertz
Recorded and Mixed by Jeff Vaughn at Sonic Fuel Studios
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'One Way Street'
**Written and Performed by N/A**

"Rob Wentz and Paul Karlik appear courtesy of both Paraminion Studios and WTII Records"

BINK VIDEO

havok

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