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

Proceeding	91204259
Party	Plaintiff Valhalla Motion Pictures, Inc.
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Signature	/Pamela D. Deitchle/
Date	09/24/2014
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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

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

GALE ANNE HURD

Pursuant to TMBP § 703, Opposer Valhalla Motion Pictures, Inc. hereby submits for filing a copy of the deposition of Gale Anne Hurd taken on December 10, 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 GALE ANN HURD has been served on September 24, 2014 by electronic mail, to:

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mgelfand@weintraub.com
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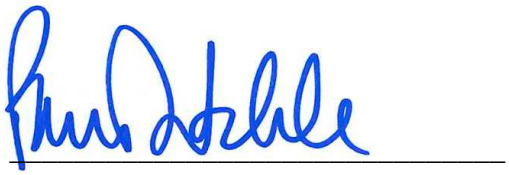

1 IN THE UNITED STATES TRADEMARK OFFICE

2 BEFORE THE TRADEMARK TRIAL AND APPEAL BOARD

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5 VALHALLA MOTION PICTURES, INC.,)
)
6 Opposer,)
)
7 vs.) Case No. 91204259
)
8 VALHALLA GAME STUDIOS CO. LTD.,)
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9 Applicant.)
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10 VALHALLA GAME STUDIOS CO. LTD.,)
)
11 Opposer,)
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12 vs.) Case No. 91206662
)
13 VALHALLA MOTION PICTURES, INC.,)
)
14 Applicant.)
_____)
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16

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18 TRIAL TESTIMONY OF GALE A. HURD

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.: 159180

1 IN THE UNITED STATES TRADEMARK OFFICE

2 BEFORE THE TRADEMARK TRIAL AND APPEAL BOARD

3

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5 VALHALLA MOTION PICTURES, INC.,)
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)
11 Opposer,)
)
12 vs.) Case No. 91206662
)
13 VALHALLA MOTION PICTURES, INC.,)
)
14 Applicant.)
_____)
15

16

17

18 TRIAL TESTIMONY OF GALE A. HURD,

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

20 at 3201 Cahuenga Boulevard, Los Angeles, California,

21 beginning at 2:00 p.m. and ending at 3:35 p.m., on

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

23 a Certified Shorthand Reporter Number 8569.

24

25

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2

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2

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8

9 EXHIBITS

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11 Exhibit 71 Screen shots from The Punisher; VMP 000010 20

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14 Exhibit 73 Press release re Aeon Flux 32

15 Exhibit 74 Press release re The Hulk video game 33

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17 (Exhibits were Previously marked and mentioned

18 herein: 15, 51, 53, 54, 55, 60, 63, 66 and 67.)

19

20 QUESTIONS WITNESS

21 INSTRUCTED NOT TO ANSWER

22 (None)

23

24 INFORMATION REQUESTED

25 (None)

1 LOS ANGELES, CALIFORNIA;
2 TUESDAY, DECEMBER 10, 2013; 2:00 P.M.
3
4 GALE A. HURD,
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 Could you state your name for the record,
12 please.
13 A Gale Anne Hurd.
14 Q Where are you currently employed?
15 A I'm currently employed by Valhalla.
16 Q Can you describe Valhalla, please.
17 A Valhalla is a motion picture, television, comic
18 book, and Web series transmedia development and
19 production company.
20 Q Let's break that down just a little bit.
21 A Okay.
22 Q You used the term "transmedia." What is that?
23 A Well, transmedia is the extension of a
24 particular brand -- and in this case, intellectual
25 property -- into multiple arenas.

1 Q What types of arenas? Are you referring to
2 media? Different types of media?
3 A Different types of media, merchandising --
4 there's really no limit at this point. To give you an
5 example --
6 Q Yes.
7 A -- The Walking Dead is a comic book, a TV
8 series, two video games, a Facebook game, multiple
9 novels, t-shirts, figures, pajamas, costumes,
10 lunchboxes, figures, sweatshirts. I mean, literally,
11 there's almost nothing that you can imagine that The
12 Walking Dead doesn't appear on in The Walking Dead
13 universe.
14 Q And for the board that's reading the transcript
15 here, what exactly is The Walking Dead?
16 A The Walking Dead was originally a comic book
17 about an ensemble of characters surviving in a fictional
18 zombie apocalypse.
19 Q What is your role with respect to The Walking
20 Dead?
21 A I am an executive producer of the TV series,
22 and I consult on all the various media and exploitation
23 of the products that are derived from the TV series.
24 Q Does the Valhalla brand appear on any of The
25 Walking Dead items that you just testified about?

1 A The Walking Dead -- I mean the Valhalla brand,
2 the logo, appears on the TV series, which is the number
3 one TV series in the 18-to-49 demographic in the United
4 States.
5 Q You mentioned the 18-to-49 demographic. Is
6 there something important about that demographic with
7 respect to video games?
8 A The 18-to-49 demographic is the exact
9 demographic that video games appeal to, and it's very
10 similar in terms of the sex, the breakdown of male
11 versus female, to the TV series.
12 Q Is the video game audience typically skewed
13 toward male as opposed to female?
14 A Each video game is a little bit different, but
15 certainly the harder action, the first-person shooter
16 games, the multiple-player universe tends to be male
17 dominated.
18 Q We kind of got off on this track with The
19 Walking Dead, but I'd like to back up just a bit and
20 have you tell us a little bit more about your background
21 in the entertainment industry.
22 A I started working in the entertainment industry
23 in 1978 when I went to work for Roger Corman at his
24 company New World Pictures. I started as Roger's
25 assistant, and then I headed up the marketing department

1 and also produced films for Roger.
2 Q How long were you there?
3 A I worked at New World from 1978 to 1982.
4 Q What did you do after that then?
5 A After I worked for Roger Corman, I started my
6 own production company, Pacific Western Productions,
7 which is what it was called at the time, and cowrote and
8 produced my first film, The Terminator.
9 Q Was that the film starring Arnold
10 Schwarzenegger?
11 A That's correct. Directed by James Cameron.
12 And it has spawned multiple sequels, video games, comic
13 books, multiple licenses for merchandising.
14 Q Have you been involved with Pacific Western
15 Productions then from The Terminator forward?
16 A Yes. And then --
17 Q Did the corporation change its name at some
18 point?
19 A Yes, it changed its name around 1997, '98, to
20 Valhalla Motion Pictures and then Valhalla
21 Entertainment, which are often used interchangeably.
22 Q Who came up with the name Valhalla for your
23 company?
24 A My husband and I worked on the film Armageddon
25 together. He was writer as well as an executive

1 producer, and we talked about a new company that would
2 be identified with the public more as a genre brand.
3 Pacific Western could be -- it is actually a bank. It's
4 a -- you know, it's an airline. And it doesn't really
5 speak to the fans of the films, TV series, comic books,
6 et cetera, that I produce.
7 So we wanted something that was mythic, that
8 had almost a sci-fi genre title. And we were debating
9 between two. One was Valkyrie, and the other was
10 Valhalla, and my husband pointed out that Valkyrie is
11 not only difficult to spell but hard to pronounce and
12 that Valhalla was probably the better choice.
13 And my husband comes from Scandinavian
14 ancestry, so that was also important, that Valhalla is
15 from Nordic legends and is the -- is sort of Odin's Hall
16 of Warriors who have fallen nobly in battle. They're
17 taken to Valhalla by the Valkyrie.
18 Q Is there a design element to the brand?
19 A Yes. We designed a -- we designed a logo that
20 includes a Norse -- Nordic ship with a crescent moon in
21 the background.
22 Q I'm showing you a document previously marked as
23 Exhibit 63. Is that the logo that you just testified
24 about?
25 A Yes.

1 Q How was the logo developed? Who actually
2 designed it? Do you know?
3 A It was designed by a gentleman by the name of
4 Bruce Schluter. Bruce and -- Schluter, I'd have to look
5 up.
6 Q Is there any --
7 A And I think that it was done through a company
8 called Rod Dyer, D-y-e-r, Designs, but it's been a long
9 time, and I could have that slightly wrong.
10 Q Is there any association between the word
11 "Valhalla" and the image that's depicted on Exhibit 63?
12 A Not really.
13 Q So how did the two come together?
14 A It was designed by Bruce Schluter. It was not
15 something where Valhalla has any connection to a ship at
16 all.
17 Q Continuing on with your experience, you
18 testified about your -- I think we were at the release
19 of Armageddon. Could you describe briefly what your
20 involvement was with that.
21 A I produced Armageddon alongside Jerry
22 Bruckheimer, and the film was made for The Disney
23 Company. And not only was there a -- the design of the
24 ship, there was also an animated logo that was created
25 by Bruce Schluter.

1 Q I'm showing you a document previously marked as
2 Exhibit 66. Do you recognize that?
3 A Yes.
4 Q What is it, please?
5 A It is from the title sequence for Armageddon,
6 and it is our animated logo on the film.
7 Q That's the second frame?
8 A Correct. It's the Valhalla animated logo on
9 the film.
10 Q What does the animation actually do for the
11 image when it's on the screen? Does the boat appear to
12 be sailing?
13 A The boat appears to be moving, there's a music
14 cue as well, and then it freezes frame.
15 Q Does the boat appear to change in direction as
16 it moves in the animation? I guess I'm trying to break
17 down what is the animation feature of the logo?
18 A The animation feature is the ship moving
19 forward and the crescent moon as well as clouds.
20 Q I'd like to round out for the board your
21 experience. We've talked briefly about a couple of
22 films already. Would you take a look, please, at
23 Exhibit 51. There we are.
24 A Okay.
25 Q And there's already been some testimony about

1 this from other employees of Valhalla. So I just want
2 to see if you can identify this as representing the
3 entertainment works with which you have been involved
4 either at Valhalla or at other companies in your career.
5 A Yes. It represents the films and TV series,
6 comic books, et cetera, that I have been associated
7 with. I think there might -- no, I think -- they're all
8 here. I have others that have been made since then.
9 No, I take it back. Very Good Girls is there,
10 which actually won't be released until 2014. So it says
11 here 2013, but it will be released in 2014. It
12 premiered at the Sundance Film Festival in 2013. So I
13 suppose that was the first time it had a public
14 screening.
15 Q Is this document prepared in reverse
16 chronological order then?
17 A That's correct.
18 Q Could you briefly sum up the awards that you
19 have received in the entertainment industry as a result
20 of your career. And I understand -- let's just focus on
21 the highlights.
22 A Okay. I've received multiple awards from the
23 Academy of Science Fiction Fantasy & Horror, called the
24 Saturn Awards, including the President's Award, which is
25 over there. I can show you if you like. I think I've

1 received six or seven of them.
2 I've received the International Stunt Award.
3 I've received -- I'm in the National Association -- the
4 National -- I've received an award from the National --
5 what's it called? Anyway, National Film Critics Award,
6 Special Merit Award. I've received a star on the
7 Hollywood Walk of Fame.
8 Q What was that for?
9 A That's for my achievement in feature films.
10 Q Now, the Hollywood Walk of Fame award, is that
11 in the nature of just for a single work or --
12 A No, it's for a body of work.
13 I've also received the Crystal Award from Women
14 in Film. I've received the Taurus Award from
15 International Stunt Association. I was just given a
16 retrospective and an award from the Deauville American
17 Film Festival in France alongside Cate Blanchett,
18 Michael Douglas, and Nicholas Cage. I've received the
19 Producer's Guild Charles FitzSimons Award.
20 Q And what's that for?
21 A That's for service to the Guild.
22 I've received a UCLA Vision Award.
23 Q And you're not even an alum of UCLA?
24 A That's correct.
25 I received the Stanford Business School's --

1 and I didn't attend Stanford Business School either --
2 Outstanding Businessperson Award.
3 Q Does Forbes have a special name for you?
4 A They call me the "First Lady of Sci-Fi."
5 Q And why is that?
6 A Because going back to 1984 when The Terminator
7 came out, I started producing some of the classic sci-fi
8 genre films and now TV series that endure to this day.
9 Q In addition to Terminator and Armageddon, what
10 other ones that have been major blockbusters?
11 A Aliens, The Abyss, The Hulk, The Incredible
12 Hulk, The Punisher. Those are considered the most
13 significant blockbusters, but I've produced other films.
14 Aeon Flux, Virus, Punisher: War Zone. Numerous others.
15 Q Are video games related to the motion pictures
16 that -- especially the genre in which Valhalla is
17 focused?
18 A Yes. Many of the films that I produced have
19 subsequently become video games. And also, obviously,
20 the television series The Walking Dead was also
21 developed into multiple video games.
22 Q Has the Valhalla brand appeared on any of those
23 video games thus far?
24 A No.
25 Q Why not?

1 A That was not part of the deal, the contractual
2 obligations entered into, when I negotiated my deals
3 with the motion picture studio or with the television
4 company.
5 Q Is it part of Valhalla's plan now to expand
6 into that role, that area?
7 A It's been a plan for a while, yes.
8 Q When did you first start thinking about having
9 your own branded video games?
10 A Those discussions began at least six years ago.
11 Q Can you describe them briefly?
12 A Yes.
13 Q What was your plan? Who did you talk with?
14 A The plan was that since my name, and
15 subsequently Valhalla, was so well identified with
16 quality entertainment with a certain demographic, that
17 it made a great deal of sense to transition the
18 storytelling into the transmedia universe and extend it
19 into comic books, video games, and Web series.
20 Q What have you done to implement that plan?
21 A To date we have already worked with comic book
22 publishers to release three branded comic books -- Anti,
23 Dead Man's Run, and The Scourge. We have a Web series,
24 and the first episode of that is being shot before the
25 end of the year.

1 Q What is a Web series, by the way?
2 A A Web series is content that's created to
3 appear on the Web, and it is generally available in much
4 shorter format than a typical TV series would be. So
5 they're often three to four minutes, maybe up to 15
6 minutes.
7 Q Is the content that you're thinking about or
8 that you're shooting to include in that Web series still
9 within the genre brand that's consistent with the prior
10 works branded under Valhalla?
11 A Yes, the -- I'm not at liberty to discuss.
12 I've signed an NDA about the actual property. But yes,
13 it is in the science fiction, fantasy, horror, action
14 arena.
15 MR. GELFAND: Move to strike the testimony with
16 respect to that.
17 BY MR. GRACE:
18 Q Is the Web series that's under production still
19 within the genre that Valhalla has branded its product
20 in the past?
21 A Yes.
22 Q My question earlier was asking you about what
23 steps you'd implemented to try to put into play the
24 plans to expand.
25 What about attending conferences and industry

1 events? Does Valhalla have a plan in which it sends
2 representatives to attend those kind of events in the
3 sci-fi, horror, video game arena?
4 A Yes. I as well as other employees have
5 attended multiple Comic-Cons in San Diego, New York, and
6 elsewhere.
7 Q What do you do at a Comic-Con?
8 A Well, at the San Diego Comic-Con and New York
9 Comic-Cons, I often speak on many panels.
10 Q Panels on what types of subjects?
11 A I have spoken on panels about a particular film
12 or TV series that I'm producing, about -- one that I
13 served on was called Girls Gone Genre. I've spoken at
14 the Consumer Electronics Show about digital
15 storytelling.
16 Q That's known as CES? Is that --
17 A CES, that's correct.
18 Q That's in Las Vegas?
19 A Yes.
20 I've spoken at the National Association of
21 Broadcasting convention about transmedia storytelling.
22 And I've also attended and spoken at NATPE, which was in
23 Miami, which is the National Association of Television
24 and Video Producers Association.
25 And I've also spoken at multiple panels in

1 Europe, including the number one content sales
2 convention, which is called MIPCOM.
3 Q Where is that located?
4 A That takes place in Cannes, in France. I've
5 also spoken at Comic-Con in Paris.
6 Q When you're appearing, speaking on these
7 panels, do you identify yourself as coming from
8 Valhalla?
9 A Yes.
10 Q And is that important for you and for the
11 company?
12 A It is.
13 Q Why?
14 A It's important, you know, because now more than
15 ever, a brand is critical. And there are countless
16 articles about how important branding is because there
17 is so much content available that the consumer
18 identifies with a particular brand, seeks out that brand
19 because they know that it speaks to a certain level of
20 quality.
21 Q Let me show you one here that's been previously
22 marked as Exhibit 60.
23 A Yes.
24 Q Do you recognize that?
25 A Yes. That is The Scourge comic book, which we

1 created in partnership with Aspen Comics.
2 Q Do you see the Valhalla brand on the cover?
3 A I do.
4 Q Could you note for the record where that is so
5 that the reader can identify it.
6 A It's on the cover of the comic book.
7 Q Upper left-hand corner?
8 A Upper left-hand corner in the same size as the
9 Aspen logo.
10 Q So it's immediately to the right of the Aspen
11 logo?
12 A Yes, and immediately to the left of the title
13 of the comic book.
14 I also spoke on the Aspen panel at Comic-Con.
15 I've spoken on their panels twice at Comic-Cons.
16 Q Turning to page 2 of Exhibit 60, do you see the
17 Valhalla brand depicted there?
18 A Yes.
19 Q Can you identify it for the record by its
20 location and appearance?
21 A Yes. It is bottom right of the page, adjacent
22 and the same size as the Aspen Comics logo.
23 Q I'm showing you a document previously marked as
24 Exhibit 15. Do you recognize that?
25 A Yes. That is a screenshot of the Valhalla

1 Entertainment website.
2 Q Can you identify briefly what products are
3 being presented on the Valhalla Entertainment website?
4 A They list films, television, comics. We also
5 have various interviews. We have a blog. We have a
6 store, and we link to other relevant stores.
7 Q In particular, what features are being
8 promoted? What works?
9 A Well, we feature Valhalla's Reel of
10 programming. On the feature The Walking Dead, we
11 feature comic books.
12 Q I see The Scourge as well there in the corner.
13 A Yes, that's a comic book.
14 Q What is Valhalla's Reel?
15 A Valhalla's Reel includes the -- many of the
16 films that I've done before.
17 Q The one that's being depicted in Exhibit 15 in
18 the center there is -- what movie is that from?
19 A That's from Aliens.
20 Q Thank you.
21 I'd like to mark a one-page document bearing
22 control No. VMP 10 as Exhibit 71.
23 (Exhibit 71 was marked for identification by
24 the reporter and is bound under separate
25 cover.)

1 BY MR. GRACE:
2 Q Ms. Hurd, the court reporter has placed before
3 you a document marked as Exhibit 71. Would you take a
4 look at it, please. My first question is going to be
5 whether you recognize it.
6 A Yes.
7 Q What is it, please?
8 A It is the title sequence from the film The
9 Punisher, featuring the Valhalla logo.
10 Q What was your role in The Punisher?
11 A I was producer of the film.
12 Q Did the Valhalla Motion Pictures logo appear in
13 the film?
14 A Yes, it did.
15 Q Were there video games which were produced
16 based upon the film The Punisher?
17 A Yes, there was a video game created based on
18 the film and the comic book from which it was adapted.
19 Q How were you involved with the video game in
20 that regard?
21 A I was consulted about the design, the color
22 palette, the gameplay, and the characters.
23 Q What do you mean by "gameplay"?
24 A In other words, what the player has the
25 opportunity to do while playing the game -- you know,

1 what was realistic, what would be within the universe of
2 the film that we created and the comic book -- so that
3 there is an overall connection between that world, which
4 is very important in transmedia, that the experience
5 does not violate the world that's been created in the
6 comic book and the film.
7 Q What happens if that connection is violated,
8 meaning that the video game is not closely related to
9 the underlying work from which it comes?
10 MR. GELFAND: Objection. Vague and ambiguous.
11 THE WITNESS: Often the fans tend to not
12 respond positively if it feels as if they are being sold
13 an inferior product. They're looking to expand the
14 world of the characters, the comic book, and the film.
15 BY MR. GRACE:
16 Q Expand but --
17 A But remain true to the characters and the rules
18 of the world.
19 Q Have you been involved in consulting for any
20 other video games which were spinoffs of motion pictures
21 that you were producing?
22 A Yes.
23 Q What other ones?
24 A I was involved in the video game derived from
25 Aeon Flux, from The Hulk, and from The Walking Dead.

1 Q How many video games are there that have sprung
2 from The Walking Dead?
3 A There are -- there are two video games and one
4 Facebook game at the minimum.
5 Q Have you consulted on all of those?
6 A I consulted on the -- on the Activision game,
7 which was based on the TV series, as well as the
8 Facebook game.
9 Q And just to make sure the chronology is filled
10 out, at what times did you consult for the video game
11 for The Punisher?
12 A The --
13 Q Rough time frames.
14 A Generally, in order for the game to be released
15 in support of a film, they try to time the video game so
16 that it releases either in concert with the release of
17 the film or with the release of the DVD or at Christmas.
18 So the discussions began as we were going into
19 preproduction on the film itself.
20 Q Is there a marketing relationship between the
21 release of feature films like the ones you've been
22 describing and the video games which bear the same name?
23 A There's a very close relationship between the
24 two, yes.
25 Q Can you describe that for the board, please.

1 Why is that important?
2 A Any ancillary that's derived from an underlying
3 property receives its first promotion and awareness
4 through the marketing of the film or TV series. People
5 want to buy things that are derived from something
6 they've loved in another medium.
7 So for a film in which there are often, you
8 know, multiple millions of dollars spent generating
9 awareness, the video game publisher wants to make sure
10 that they maximize that awareness and are able to
11 capitalize on it. So those -- the two companies work
12 very, very closely together.
13 Q Which two companies?
14 A The creator of the video game and the financier
15 and distributor of the film or TV series with the
16 producers consulting.
17 Q And that's the position that you're in?
18 A Yes. Yes. It's consulting. It's not
19 controlling, but it's consulting.
20 To give you an idea, my fellow producers on The
21 Walking Dead did not like the title that Activision was
22 going to use for their video game, and we suggested a
23 different title. And they -- even though they were not
24 obligated to change the title, they did, because they
25 knew that we knew The Walking Dead audience better than

1 they did.
2 Q I want to back up now to the initial topic that
3 we were focusing on, which was the steps you've been
4 taking to realize the plan of getting involved in the
5 video game space.
6 There's been some testimony by a former
7 employee, Ben Roberts, who was employed by Valhalla and
8 had some responsibilities that he testified to. What
9 did you ask him to do? What was his role in the company
10 for you?
11 A Ben Roberts's role in the company was to find
12 and create intellectual property that the company could
13 develop into comic books, TV series, features, or Web
14 series and video games.
15 Q And how did he attempt to do that?
16 A In some cases, Ben came up with ideas on his
17 own. He also contacted agents and agencies, reached out
18 to the owners or controllers of intellectual property
19 like comic book companies, comic book creators, video
20 game companies, book publishing companies. Met with
21 writers. It's a very broad universe.
22 Q When did this activity start of reaching out
23 to -- for content that could be put to this transmedia
24 operation?
25 A At least six or seven years ago, we -- if not

1 earlier. There have been comic books that have been
2 derived from my films, as well as video games in the
3 past, but we were at a sufficient point where companies
4 were coming to us to ask us to become involved in
5 content because of the awareness of the brand.
6 And those companies included Aspen Comics as
7 well as 12 Gauge, and we made those -- the comic books
8 in partnership with them. Those comic books are Dead
9 Man's Run and The Scourge for Aspen Comics, and Anti for
10 12 Gauge.
11 Q What about companies that have approached you
12 with video game properties seeking your help in
13 exploiting that story or that property in other media?
14 Has that ever happened?
15 A Those discussions would have taken place with
16 Ben, Kris, or Phil, my employees.
17 Q Did they report to you regularly with respect
18 to what was happening?
19 A Yes. I ask for daily updates from my employees
20 because I am often out of town on location, working on
21 my films or TV series during production. So we should
22 have quite a few of those contacts.
23 Q Did you send any representatives to E3?
24 A Yes. Not only did I attend E3, but many of my
25 employees have for the past few years.

1 Q What's the purpose of going to E3?
2 A E3 is one of the top video game conventions.
3 And during visits, they were able to arrange meetings
4 and take discussion -- and discuss properties with
5 representatives from multiple video game companies.
6 Q What were you looking to do in potential deals
7 with other video game companies?
8 A In many instances we were looking to co-develop
9 or acquire intellectual property, there existing or
10 upcoming video games. There were also discussions about
11 joint ventures.
12 Q With the business plan to acquire or partner
13 with someone else to acquire intellectual property
14 rights to video games, what would you do to exploit
15 those rights?
16 A Given that we were and are looking to be a
17 transmedia company, they would involve not only feature
18 films or TV series or Web series but potentially comic
19 books and other opportunities that might become
20 available.
21 Q Have you ever seen the website that Valhalla
22 Game Studios has?
23 A I have seen it once we began this. I had not
24 seen it prior to. Once we began this process, I did
25 look at it, yes, but I had not seen it before.

1 MR. GRACE: I'd like to mark as Exhibit 72 a
2 two-page document.
3 (Exhibit 72 was marked for identification by
4 the reporter and is bound under separate
5 cover.)
6 BY MR. GRACE:
7 Q Have you had an opportunity to look at
8 Exhibit 72?
9 A Yes.
10 Q What does it appear to you to be?
11 A It appears to be a screenshot of a website.
12 Q A website that has the name "Valhalla Game
13 Studios" in the upper left-hand corner?
14 A That's correct.
15 Q Can you describe that for the board, please.
16 What do you see?
17 A I see --
18 MR. GELFAND: Objection. Irrelevance, best
19 evidence.
20 THE WITNESS: I see a logo that is strikingly
21 similar to the Valhalla logo and a square box on the top
22 left-hand corner.
23 MR. GELFAND: Move to strike the offending
24 testimony, not competent.
25 ///

1 BY MR. GRACE:
2 Q What is being promoted by the website?
3 MR. GELFAND: Objection. Best evidence, lack
4 of foundation.
5 THE WITNESS: The website seems to be promoting
6 a trailer for a project called Devil's Third.
7 BY MR. GRACE:
8 Q Do you have an understanding about what Devil's
9 Third is?
10 A Given that it says Xbox 360 and PS3, that I
11 assume that it's a video game.
12 Q Where do you see those references so the board
13 can see this as well?
14 A Under "ES 2011 Trailer" and "ES 2010 Trailer,"
15 there are the -- their logos.
16 Q Do you see a logo, the first logo, the first
17 little square box?
18 A Yes.
19 Q Does that appear to be --
20 A That appears be to the Valhalla --
21 Q -- Valhalla Game Studios --
22 A -- Game Studios logo.
23 Q And then just to the right of that is another
24 white box with some lettering on the inside.
25 A Yeah.

1 Q And then PS3?
2 A Yes. And then THQ, which was also the video
3 game company that created The Punisher video game.
4 Q Did you used to work with the -- did Valhalla
5 used to work with THQ?
6 A Yes.
7 Q In consulting with the video game?
8 A In consulting with The Punisher video game
9 which THQ created.
10 Q Do you have any understanding about how similar
11 the Valhalla Game Studio logo is to your company's
12 trademarks?
13 MR. GELFAND: Objection. Calls for expert
14 opinion.
15 THE WITNESS: To a casual observer's eye, it
16 would look very similar.
17 BY MR. GRACE:
18 Q What are the elements of similarity as you see
19 them here? And understanding you're not an expert in
20 trademark law; correct?
21 A That's correct.
22 MR. GELFAND: Same objection. Calls for expert
23 testimony.
24 THE WITNESS: There is a Norse ship with a very
25 prominent sail.

1 BY MR. GRACE:
2 Q In both images does the boat appear to be in
3 motion?
4 A Yes. In both instances, it's -- in Valhalla
5 Game Studios it's cresting a wave, and in Valhalla's
6 it's on a cloud.
7 Q And obviously Valhalla, the name, is used in
8 both?
9 A Yes.
10 Q Does "Game Studios" have any special meaning to
11 you in the entertainment industry?
12 MR. GELFAND: Objection. Calls for expert
13 testimony.
14 THE WITNESS: No, I had never heard of them
15 previously.
16 BY MR. GRACE:
17 Q No, I'm talking about the term "Game Studios"
18 itself.
19 A Oh. What do you mean?
20 Q Well, we've heard in common parlance movie
21 studios, film studios, game studios.
22 Is "game studios" an industry term?
23 A Not one that is common that I'm aware of.
24 Q Does it suggest an affiliation with
25 entertainment in some fashion?

A I guess so.

Q We're not guessing here. So it's okay. That's fine.

A Okay.

Q Do you have any understanding about the demographic of the proposed video game that is depicted in Exhibit 72?

A It looks like it's an action video game. In general, those appeal to the male gamer from 18 to 49.

Q Is that the same demographic that Valhalla Motion Pictures caters to?

A Yes.

Q There's been some testimony about Valhalla Motion Pictures and its relationship to video games. And I'd like to identify a couple of articles that have been published recently and ask you to take a look at them if you would.

Our next exhibit we'll mark as Exhibit 73. It is a press release dated April 5, 2005.

A Okay.

(Exhibit 73 was marked for identification by the reporter and is bound under separate cover.)

BY MR. GRACE:

Q Do you recognize Exhibit 73?

1 A Yes, it's a -- it seems to be -- it is a press
2 release that was released by Majesco, the creator of the
3 Aeon Flux video game.
4 Q Do you recall the release of the game being
5 coordinated with the release of the motion picture for
6 Aeon Flux?
7 A Yes, it was coordinated between the two
8 companies to maximize the promotion for each.
9 Q On the paragraph that begins "Paramount
10 Pictures and Lakeshore Entertainment," about the fifth
11 paragraph down, there's a reference to Valhalla Motion
12 Pictures.
13 A Uh-huh.
14 Q What was Valhalla Motion Pictures's role with
15 respect to Aeon Flux?
16 A Valhalla Motion Pictures is one of the two
17 production companies responsible for producing the film.
18 Q And just to confirm again, this also was one of
19 the video games that you consulted on; correct?
20 A That's correct.
21 MR. GRACE: I'd like to mark as Exhibit 74 a
22 two-page press release dated April 10, 2003.
23 (Exhibit 74 was marked for identification by
24 the reporter and is bound under separate
25 cover.)

BY MR. GRACE:

Q Do you recognize Exhibit 74?

A Yes.

Q What is it, please?

A It's a press release announcing the video game of The Hulk based on the feature film.

Q Is there a relationship between the release date of the video game and release date of the film?

A Yes.

Q What is that relationship?

A They were -- they were designed to come out at about the same time.

Q Was Valhalla Motion Pictures involved with the motion picture?

A Yes, the film was a Valhalla Motion Picture production.

Q And the brand appeared on the film?

A Yes.

Q Was Valhalla involved with the video game?

A Yes.

Q In what capacity?

A We consulted on the story, the characters, and the gameplay.

Q Was the Valhalla brand on the video game?

A No.

1 Q Why not?
2 A It was not part of our overall deal with
3 Universal.
4 Q There's quite a bit of commentary here on what
5 experience the video game was trying to emulate. How
6 were you involved in that particular process?
7 A I was involved to ensure that the universe we
8 created for the film was not violated by any of the
9 gameplay in the video game.
10 Q Did you have approval rights for the video
11 game?
12 A I had consultation rights.
13 Q And can you describe for the board the
14 difference between approval rights versus consultation
15 rights.
16 A With approval rights, you can deny approval.
17 And with consultation rights, I was involved in
18 discussing the different choices, the Vivendi and
19 Radical Media team responsible for creating the game.
20 But they very much wanted to make sure there was a
21 seamless transition between the film and the video game.
22 Q Why is a seamless transition important?
23 A Once again, as you're building out a universe,
24 the fans see the video game as an extension of the film.
25 Q Can you describe to the board how you're using

1 the Valhalla brand to reach out to fans?
2 A Currently, in addition to our website, I am
3 very active speaking at fan conventions like Comic-Con.
4 We have both a Twitter and a Facebook page for Valhalla
5 Entertainment. I also have a personal one. And we
6 are -- we build close relationships with our partners,
7 such as AMC, who retweet our postings or direct people
8 to contests we might have.
9 Q Do you use the Valhalla brand in your Twitter
10 postings?
11 A The Valhalla Entertainment has its own Twitter
12 feed as well as Facebook page, and we tweet and retweet
13 links from one to the other.
14 Q How many followers would you estimate Valhalla
15 Entertainment Twitter has?
16 A I'm not sure.
17 MR. GELFAND: Objection. Lack of foundation.
18 Withdraw the objection.
19 THE WITNESS: Lyndsey Miller, who is our
20 in-house public relations executive, handles that. I
21 know that I have 85,000 followers on Twitter.
22 BY MR. GRACE:
23 Q Are your tweets retweeted by AMC?
24 A My tweets as well as Valhalla Entertainment
25 tweets are retweeted by AMC.

1 Q Do you have any understanding as to how many
2 people are following AMC's tweets?
3 A AMC has about two and a half million followers.
4 Q Would it be fair to say then that you have over
5 two and a half million people who would see Valhalla
6 tweets from time to time relating to, for example, The
7 Walking Dead?
8 MR. GELFAND: Objection. Lack of foundation.
9 THE WITNESS: I think that that is the
10 potential viewing audience. But it can also reach more
11 than that. That's the viral nature of social media is
12 such that if one of our very avid fans -- like Felicia
13 Day, who has many million followers -- retweets, that's
14 how something becomes viral and reaches an audience much
15 larger than just two and a half million.
16 Patton Oswalt retweets. Chris Hardwick, the
17 Nerdist, retweets them, and he has many million
18 followers. So it's actually a much larger universe.
19 BY MR. GRACE:
20 Q Do you have any understanding as to what the
21 ratings are for Walking Dead, the branded Valhalla
22 Entertainment part?
23 MR. GELFAND: Objection. Compound.
24 THE WITNESS: The Walking Dead is actually the
25 highest rated scripted series on all of cable -- all of

1 television, not just cable, cable or broadcast -- in the
2 18-to-49 demographic. And it's the first program ever
3 to beat Sunday Night Football in that demographic.
4 BY MR. GRACE:
5 Q Does the Valhalla brand appear in that series?
6 A Yes.
7 Q In each episode?
8 A Yes, we have an animated logo.
9 MR. GRACE: No further questions.
10
11 CROSS-EXAMINATION
12 BY MR. GELFAND:
13 Q How long is it on, the brand?
14 A It's on a few seconds, as are all logos.
15 MR. GELFAND: Want to take a couple-minute
16 break before we actually get going?
17 MR. GRACE: Sure.
18 (Recess taken from 3:04 p.m. to 3:14 p.m.)
19 BY MR. GELFAND:
20 Q Ms. Hurd, you know my name is Marvin Gelfand
21 with Weintraub Tobin. We represent Valhalla Game
22 Studios in this matter. You're aware of that?
23 A Yes, I am.
24 Q You are the owner of Valhalla Entertainment;
25 correct?

1 A That is correct.
2 Q And Valhalla Motion Pictures?
3 A Yes.
4 Q The name was changed -- the actual use of the
5 name from Valhalla Motion Pictures to Valhalla
6 Entertainment was changed in order for you, as you said,
7 to focus on the expansion into multiple media; is that
8 correct?
9 A Correct.
10 Q And when did you first start using Valhalla
11 Entertainment?
12 A I think Julie would know exactly when that
13 happened.
14 Q You're not sure when you first started using
15 it; correct?
16 A I'm not.
17 Q Who were the directors of Valhalla
18 Entertainment?
19 A That's also something Julie would know.
20 Q And the officers of Valhalla Entertainment?
21 A That's correct.
22 Q Now, when you first applied for a trademark for
23 Valhalla Motion Pictures, you were not aware that there
24 was a recording studio services company by the name of
25 Valhalla that already had secured a trademark; is that

1 correct?
2 A That's correct.
3 Q Were you aware that initially the Patent and
4 Trademark Office refused to register Valhalla Motion
5 Pictures because of the existence of the Valhalla in
6 recording studio services?
7 A I recall something. I don't recall it
8 specifically, but I believe that Julie would know that.
9 Q You recall there was some issue but that it was
10 resolved?
11 A Yes, yes, that's what I recall.
12 Q Now, is it fair to state that over the years,
13 you were not aware of what steps have been taken in
14 order to protect Valhalla trademarks?
15 A I'm not specifically aware.
16 Q And you're not aware as to whether, other than
17 this proceeding, there has ever been any litigation with
18 respect to any Valhalla trademark?
19 A Correct.
20 Q Other than Valhalla Game Studios, are you aware
21 as to whether or not Valhalla Motion Pictures ever
22 contended that anyone has interfered with the Valhalla
23 Motion Picture trademark?
24 A I'm not sure.
25 Q Were you aware of the existence of a video game

1 company called V. Valhalla Knights?
2 A Not that I recall.
3 Q Do you have any knowledge as to why Valhalla
4 Motion Pictures did not file an opposition to the
5 V. Valhalla Knights trademark?
6 A I'm not aware.
7 Q Or do you know why Valhalla Motion Pictures did
8 not file a cancellation proceeding against the
9 V. Valhalla Knights trademark?
10 A I am not.
11 Q Other than in this lawsuit itself, has any
12 person ever raised to you a question of what your
13 relationship is with Valhalla Game Studios?
14 A No.
15 Q Now, you talked about in your direct
16 examination all of the different products, especially in
17 relationship to Walking Dead, that are out there. And
18 your statement was literally there's almost nothing that
19 you can imagine that The Walking Dead image or
20 intellectual property could not appear on; is that
21 correct?
22 A Correct.
23 Q I think you testified in your deposition that
24 there could be countless products that could be utilized
25 for any of the intellectual property; right?

1 A Correct.
2 Q Now, the Valhalla name or logo doesn't appear
3 on any of these products; is that correct?
4 A That's correct.
5 Q Have you ever taken any steps to make sure that
6 the Valhalla name or logo would appear on any of the
7 products for any of your intellectual property?
8 MR. GRACE: You mean other than this one?
9 THE WITNESS: It's all subject to deals that
10 are negotiated early on in the process.
11 BY MR. GELFAND:
12 Q Well, you mentioned how important branding is
13 to you.
14 A Yes.
15 Q Have you ever tried to get the Valhalla name or
16 logo to appear on, let's say, The Walking Dead? Any of
17 The Walking Dead toys or figurines?
18 A One cannot renegotiate their deal. The creator
19 does not have his logo on them either, the creator of
20 The Walking Dead comic. But I will certainly put that
21 in my future negotiations.
22 Q I'm sure you will.
23 Well, with respect to a few items you testified
24 to -- well, let's talk about Exhibit 73 that's in front
25 of you. There's the press release from Games Industry

1 International -- or printed from Games Industry
2 International with respect to Aeon Flux.
3 Do you recall testifying about that?
4 A I do.
5 Q And you also mentioned, and towards the bottom
6 of the first page in one of the paragraphs it states:
7 "Paramount Pictures and Lakeshore
8 Entertainment present a Valhalla Motion
9 Pictures and MTV Films production, 'Aeon
10 Flux.'"
11 Do you see that?
12 A Yes, I do.
13 Q And you know in the video game the name of
14 Valhalla Entertainment or Valhalla Motion Pictures does
15 not appear anywhere?
16 A That's correct.
17 Q Are you aware that MTV Films or MTV Games does
18 appear there?
19 A Yes, it's an MTV character, and MTV is also
20 owned by Viacom, which owns Paramount.
21 Q Now, you consulted, you stated, on the Aeon
22 Flux game; correct?
23 A That's correct.
24 Q Did you ever try to get your name put in as one
25 of the credits because you consulted on the game?

1 A No, that wasn't part of my deal.
2 Q Take a look at Exhibit 67, if you would. It
3 should be in front of you. It's, I think, right there.
4 It's the Aeon Flux Xbox packaging.
5 A Uh-huh.
6 Q Do you recognize that?
7 A Yes.
8 Q And you see on the front of the package there's
9 several different logos on either the front or the back
10 of the package; correct?
11 A Uh-huh.
12 Q Correct?
13 A That's correct.
14 Q And if you go inside, which is the booklet on
15 the front and the back of the booklet, there are also
16 different logos.
17 A Yes.
18 Q If you turn to page 22 in the booklet, there
19 are three pages of credits from page 22, 23, and 24.
20 Do you see that?
21 A I do.
22 Q And it lists a whole bunch of the different
23 companies, games, the studios, and so forth.
24 At any point in time, did you try to get the
25 Valhalla brand listed on those credits?

1 A No, it was not part of my deal.
2 Q Is that because generally at the time the
3 studios that are actually doing the film and
4 distributing it are the ones who own the intellectual
5 property for merchandising?
6 A That's correct, unless you have negotiated a
7 different deal upfront. But at the time I had an
8 overall deal with Paramount. This fell under my overall
9 deal.
10 Q Just to kind of close this loop, in Exhibit 74,
11 again it's a press release dealing with Hulk. It
12 mentions that -- I know I'll find it pretty quickly.
13 In the end of the first paragraph, that refers
14 to "The Valhalla Motion Pictures/Good Machine Production
15 will hit theaters June 20, 2003."
16 Do you see that?
17 A I do.
18 Q The only thing we know from, I think, the face
19 of this is that it's April 10, but it doesn't say what
20 year. Since it's now talking about being projected as
21 to when it will hit theaters, can we agree that it's
22 April 10, 2003?
23 A Yes.
24 Q And in Exhibit 55, which I don't know if you
25 have -- and let me show you -- let me show you a copy

1 because I believe that was marked yesterday.
2 Do you recognize Exhibit 55 as the video game
3 for The Incredible Hulk?
4 A Yes, I do.
5 Q And once again, this is a video game that you
6 stated that you consulted on to make sure that the
7 product was true to the characters?
8 A That's correct.
9 Q And again, like in any of the video games, the
10 Valhalla brand or name does not appear anywhere;
11 correct?
12 A That's correct.
13 Q Now, Valhalla Entertainment up to this point in
14 time has taken no steps to actually produce video games;
15 is that correct?
16 MR. GRACE: Objection. Ambiguous.
17 THE WITNESS: We have had meetings with video
18 game companies.
19 BY MR. GELFAND:
20 Q Would that be to couple with the video game
21 company, or would you actually produce the game itself?
22 A We met with them to discuss partnering on
23 various projects. In some cases screenwriters or
24 novelists have asked us to approach video game companies
25 to actually create a video game and spin off a film or a

1 TV series from that.
2 Q Specifically, has Valhalla done anything or
3 taken any steps to actually produce video games itself?
4 A No, not on its own.
5 Q You testified earlier that it has been part of
6 Valhalla's plan to expand though into partnering with
7 companies into video games; correct?
8 A That's correct.
9 Q Is there any written business plan with respect
10 to this plan by Valhalla to expand into video games?
11 A We don't have a business plan per se that's
12 written out.
13 Q And have there been any budgets put together
14 for any specific plan in order to expand into video game
15 production?
16 A No, we didn't have budgets for comic book
17 expansions either.
18 Q The answer is no, you don't have it for video
19 games; correct?
20 A Yes, but we don't have it for any expansion
21 opportunities.
22 Q You mentioned earlier that consumers identify
23 with brands because they know quality; correct?
24 A That's correct.
25 Q What studies have you reviewed that suggest

1 that?
2 A I think there is anecdotal evidence that I've
3 read in various trade papers.
4 Q When you read the anecdotal evidence in trade
5 papers, you recognize that's for certain fungible
6 products that people identify with brands; is that
7 correct?
8 A I'm not sure what you mean by "fungible."
9 Q Well, let me ask this: Have you ever seen
10 anything that suggests that anybody buys a video game
11 because of the brand of the publisher?
12 A In reading about the upcoming release of the
13 Game of Thrones video game made by Telltale Games, the
14 expectation from the fans is that it will be good
15 because their Walking Dead video game was Video Game of
16 the Year. And I've read countless postings about that
17 online and in articles online and printed in the press.
18 Q Have you ever seen any studies that suggest
19 that people buy video games because of the publisher?
20 A No.
21 Q When a video game comes out like -- well, let's
22 say The Walking Dead: Survival Instinct, which we have
23 in Exhibit 54, the game itself shows very big picture of
24 The Walking Dead; correct?
25 A Yes.

1 Q And Activision is the publisher of this game?
2 A The video game came out as Assault.
3 Q I'm sorry, it came out as?
4 A Assault.
5 Q What do you mean it came out as Assault?
6 A The video game that I'm aware of came out --
7 Q For The Walking Dead?
8 A Came out Assault.
9 Q Are you familiar with Exhibit 54, which is --
10 A That may be in an earlier one.
11 Q Let me just show you Exhibit 53, which is
12 another game we have from The Walking Dead that's been
13 identified on the record.
14 Are you familiar with Exhibit 53?
15 A Yes.
16 Q And this is by Telltale Games?
17 A Yes.
18 Q And Telltale Games's logo is in the lower
19 right-hand corner, and it's right in the middle under
20 The Walking Dead; correct?
21 A Correct. And this is the adaptation of the
22 comic book, not the TV series. And my apologies. The
23 Walking Dead: Assault was what Activision wanted to call
24 it. We changed it to Survival Instinct.
25 Q So the one that you have --

1 A Yes, is the correct one, sorry, yes.
2 Q Which I think that's Exhibit 54.
3 A That's correct.
4 Q Good.
5 A Yes. We changed it from Assault to Survival
6 Instinct.
7 MR. GRACE: That was the Video Game of the
8 Year?
9 THE WITNESS: No, no, no. This one was the
10 Video Game of the Year. They're two different types of
11 gameplay.
12 BY MR. GELFAND:
13 Q Have you ever seen any studies that talk about
14 the brand of the producer having an impact on the motion
15 picture public?
16 A I don't read those kinds of studies.
17 Q Have you ever seen any studies that people --
18 that the motion picture-going public even knows who the
19 producer of particular movies is?
20 A I haven't read studies. I have anecdotal
21 evidence.
22 Q Have you ever commissioned any studies to
23 determine whether or not the movie-going public knows
24 that Valhalla Motion Pictures is a producer of pictures
25 that you've done?

1 A I don't commission studies, but I imagine that
2 the Producers Guild of America may have that
3 information.
4 Q You are aware that until I took your deposition
5 in this matter, video games were not offered for sale on
6 your website; is that correct?
7 A That's correct. You pointed it out.
8 Q Are there any royalties available for that?
9 A Ha-ha.
10 Q In fact, as of the time of your deposition,
11 which I believe was April of this year, there was
12 nothing at all mentioned on the website that associated
13 Valhalla Motion Pictures or Valhalla Entertainment with
14 video games; isn't that correct?
15 A I believe that we may have posted tweets or
16 links to Facebook postings.
17 Q But on the website itself?
18 A We had links at various times, not at once --
19 you know, so it depended on the time that you check.
20 Q So in other words, if somebody would have
21 tweeted about something, it may have been there?
22 A Correct.
23 Q At the time?
24 A Correct.
25 Q Or a posting at the time?

A Correct.

Q Other than a link to either a Facebook posting or a tweet, with respect to the website itself as of April of this past year, there was no other reference to any of the video games that Valhalla -- that had been spun off from Valhalla projects; is that correct?

A Not that I'm aware of, but I don't administrate the website.

MR. GELFAND: I have nothing further.

MR. GRACE: Same stipulation?

MR. GELFAND: Yes.

(The following stipulation from the testimony of Phillip Kobylanski, taken December 10, 2013, is incorporated on instruction of counsel:

"MR. GELFAND: I think we've entered into a stipulation that the reporter can forward the original transcript to Mr. Grace and Mr. Grace will proceed to do what is necessary and appropriate pursuant to TTAB rules and regulations.

"MR. GRACE: That is agreeable.")

(Whereupon, at 3:35 P.M., the taking of the trial testimony of Gale A. Hurd was concluded.)

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)

_____

GALE A. HURD

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.

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 ____ day of _____, ____.

_____

DEBORAH R. MEYERS, CSR No. 8569

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 ____ ____ _____ _____

9 Reason _____

10 ____ ____ _____ _____

11 Reason _____

12 ____ ____ _____ _____

13 Reason _____

14 ____ ____ _____ _____

15 Reason _____

16 ____ ____ _____ _____

17 Reason _____

18 ____ ____ _____ _____

19 Reason _____

20 ____ ____ _____ _____

21 Reason _____

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 14th day of January, 2014, at Los Angeles, California.

(CITY) (STATE)

GALE A. HURD

CALIFORNIA JURAT WITH AFFIANT STATEMENT

☐ See Attached Document (Notary to cross out lines 1–6 below)
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Signature of Document Signer No. 1

Signature of Document Signer No. 2 (if any)

State of California

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) Gale A. Hurd,
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

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

Signature JBatas
Signature of Notary Public

JACQUELINE BATAS
Commission # 1910791
Notary Public - California
Los Angeles County
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Item #5910

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

TTAB Opposition No. 91204259

HURD

TRIAL TESTIMONY EXHIBITS

December 10, 2013

VOL. 1/3

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

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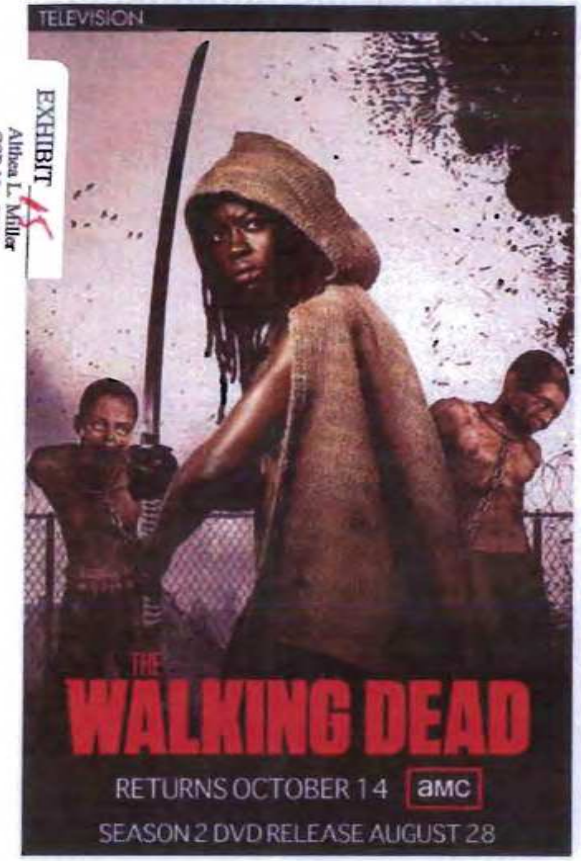

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(All Film and TV credits are on screen)

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)

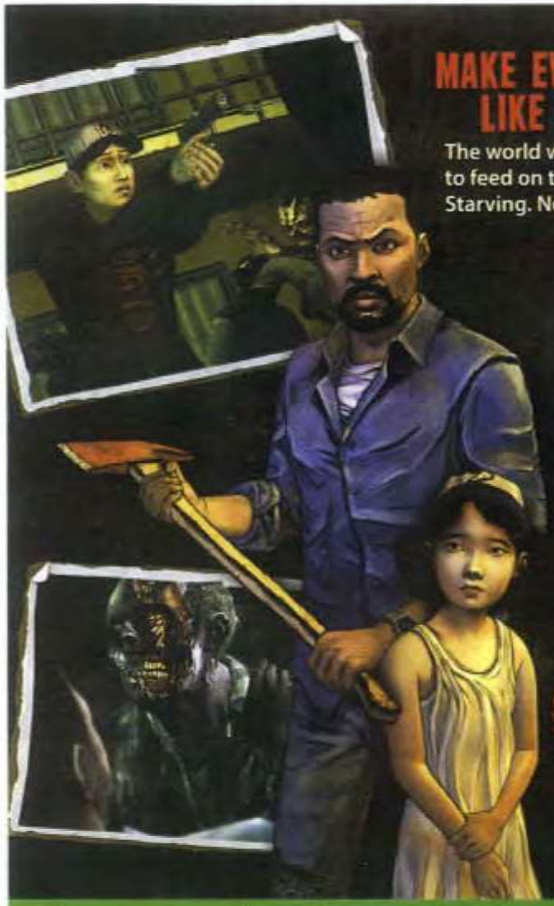
Aliens: Thanatos Encounter (Developer: Wicked Witch Software, Crawfish Interactive; Publisher: THQ, 2001)
Aliens Online (Developer: Mythic Ent.; Publisher: Kesmai, 1998)
Alien Trilogy (Developer: Probe Ent.; Publisher: Acclaim Ent., 1996)
Aliens: A Comic Book Adventure (Developer/Publisher: Mindscape, 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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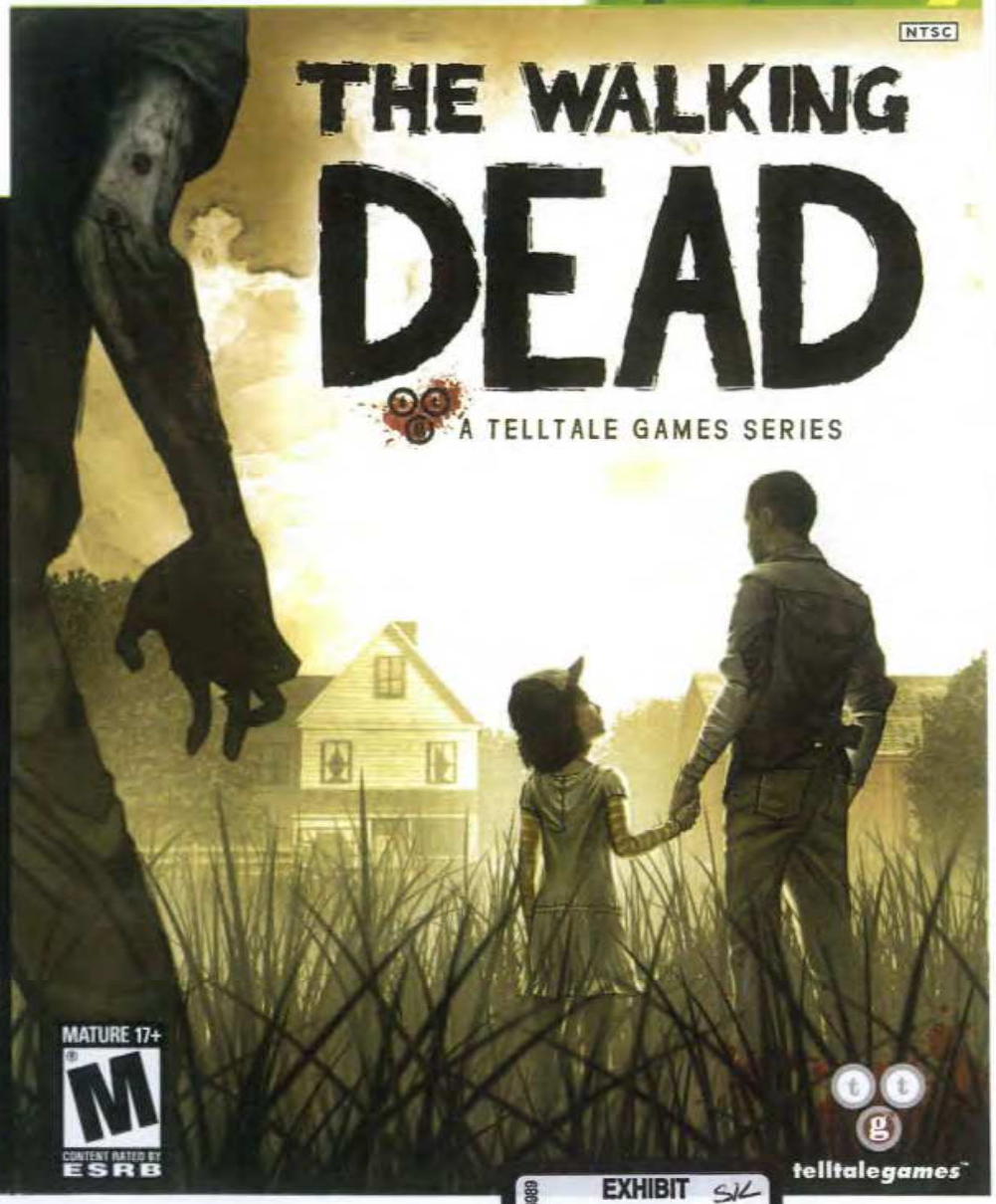

MATURE 17+ M CONTENT RATED BY ESRB

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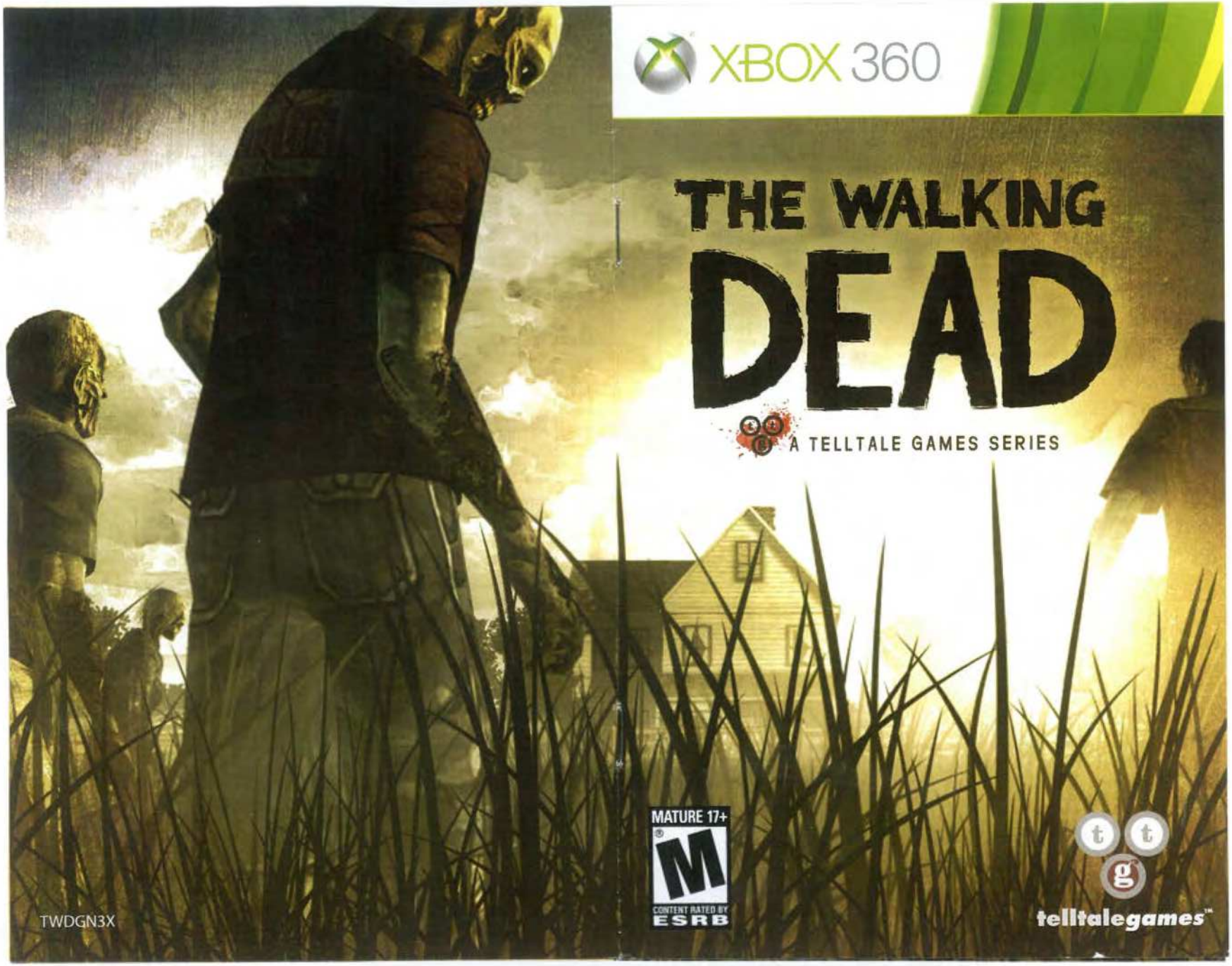
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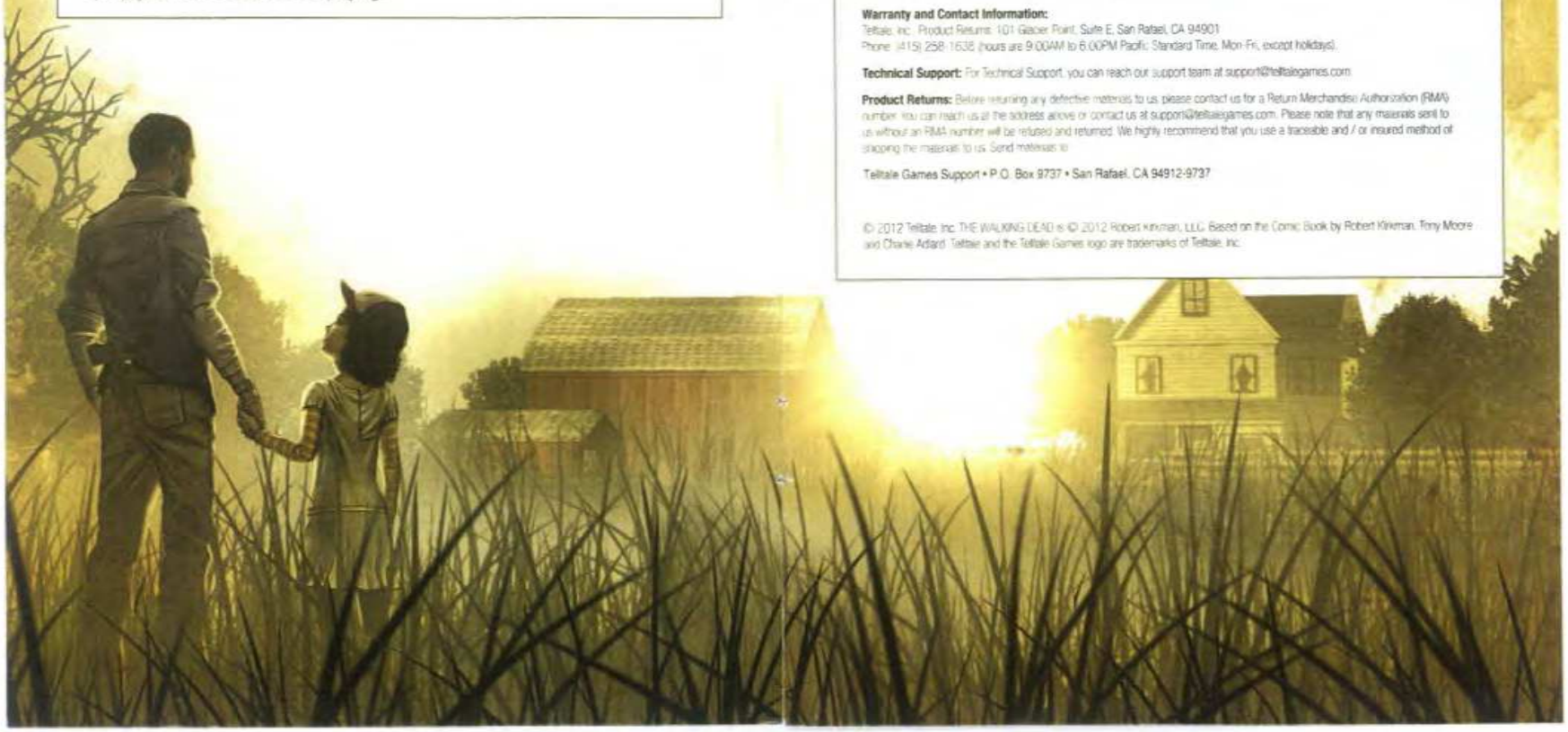

INTRODUCTION

Set in the world of Robert Kirkman's award-winning comic book series, ***The Walking Dead*** is a game of adventure horror. You play as Lee Everett, a university professor convicted of a crime of passion and sentenced to jail. While being transported to prison, your world is turned upside down as the apocalypse begins, and you are thrown headlong into a world devastated by the undead. ***The Walking Dead*** is a game where your choices matter. Things you say and do will have a direct effect on the story that you experience, leading to numerous possible outcomes. Choose wisely, because your life and the life of those you care about will depend on your decisions.

CONTROLS

Move character	L
Move camera/reticle	R
Action/Dialog buttons –	A B X Y
Shoot (scoped view only)	A, Down
Pause Game	button
Navigate Menus	L

NAVIGATION & INTERACTION

To move Lee around the environment, use L. To interact with objects or people within the environment, move the reticle using R. Objects or characters that can be interacted with will have a selection node, represented by a ○ on or near them. To select a node, move your reticle over it and press the appropriate button as prompted on-screen.

ACTION

The Walking Dead includes action scenes that require time-sensitive input to allow progression or survival. When indicated on-screen, press or tap A B X or Y. A pulsing button indicates actions that require a button to be rapidly tapped.

You will sometimes be prompted to choose a direction or person; choose left or right using L. Using a gun or rifle in the world of ***The Walking Dead*** is risky; noise will often attract walkers, but sometimes the use of firepower is your only option. To aim your weapon, use R, and to shoot, press A.

CONVERSATION

Conversation with non-player characters is a huge part of ***The Walking Dead***. What you choose to say* could have a dramatic effect on your story. Many choices are timed (represented by a shrinking horizontal bar across the screen), so you'll have to think fast (and then live with the consequences)! You may choose one of up to four options presented on-screen. Press the button associated with your choice.

***Note:** you can choose to say nothing, represented on-screen by [...]. This is just as valid a choice as saying something and the character you are in conversation with will take note.

MAIN MENU

Play: Start a new game or continue from a previous save point.

Achievements: Displays Xbox 360 Achievements for ***The Walking Dead***.

Help & Options: Display controls and Adjust sound (volume) and gameplay (subtitles, etc.) settings.

Exit Game: Exit out of ***The Walking Dead*** to the Xbox 360 Dashboard.

Resume Game: Resume game at the point you left off.

PAUSE MENU

Achievements: Displays Xbox 360 Achievements for ***The Walking Dead***

Help & Options: Display controls and Adjust sound (volume) and gameplay (subtitles, etc.) settings

Main Menu: Exit out of gameplay and return to the Main Menu (all progress beyond your most recent auto-save will be lost).

Exit Game: Exit out of ***The Walking Dead*** to the Xbox 360 Dashboard.

STYLE CHOICE

Standard: This style is suggested for most players. Selection nodes are visible from any distance and choice/tutorial text is visible.

Minimal: This style is suggested for experienced adventure gamers and/or those looking for a more challenging experience. Selection nodes are visible only at close range, and no choice/tutorial assistance is visible.

SAVE SELECTION

The Walking Dead offers 3 save slots so that you can experience the game in different ways and discover how your choices ultimately affect your story. You can copy a save game to a new slot or delete a save game from this screen.

EPISODE SELECTION

Using LB and RB, you can move between each of the 5 episodes of ***The Walking Dead***, allowing you to start the game from the beginning or to dive in midway to experience the gruesome world of ***The Walking Dead*** as you see fit. It is recommended that you play through each episode in order to enjoy the best possible experience.

Note: Starting a new game from a later episode without completing all previous episodes on the same save slot will generate random game decisions for those skipped episodes.

REWIND MENU

During an episode, checkpoints are reached that you can rewind to at any point by returning to the Main Menu, navigating to the desired Episode and save slot, and then choosing the 'Rewind' option. Rewind checkpoints are labeled by chapter with a graphical representation of the scene that you will rewind into. This option allows you to replay part of an episode to change any major decisions you've made since, without having to replay the entire episode.

Note: All progress past a rewind point will be lost if you opt to use this function.

HELP AND OPTIONS

From this menu you can adjust in game volume for character voices, sound effects, and music, as well as toggle subtitles and various other notification and display options.

MAKE EVERY CHOICE LIKE IT'S YOUR LAST...

The world we knew is gone. The dead have risen to feed on the living. The living cannot be trusted. Starving. Never safe. Looking for hope.

WHAT WOULD YOU DO?

- Choice matters: your decisions change the story around you
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- Based on Robert Kirkman's award-winning comic book series

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GAME INFORMER

"...utterly, gobsmackingly arresting..."
OXM, 9/10 (Episode 1)

"One of the greatest works of gaming art in our current generation"
CHEAT CODE CENTRAL, 4.8/5 (Episode 1)

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XBOX 360 | Gamerscore | Achievements | Friends | Family Settings | Parental Controls | Game Explorer | XBOX LIVE | friends | achievements

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Supports Family Settings

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Blood and Gore
Intense Violence
Sexual Themes
Strong Language
ESRB CONTENT RATING www.esrb.org

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TWD GN1X

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NTSC

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EXHIBIT 54
Valhalla v Valhalla
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Page 1 of 5 pgs.
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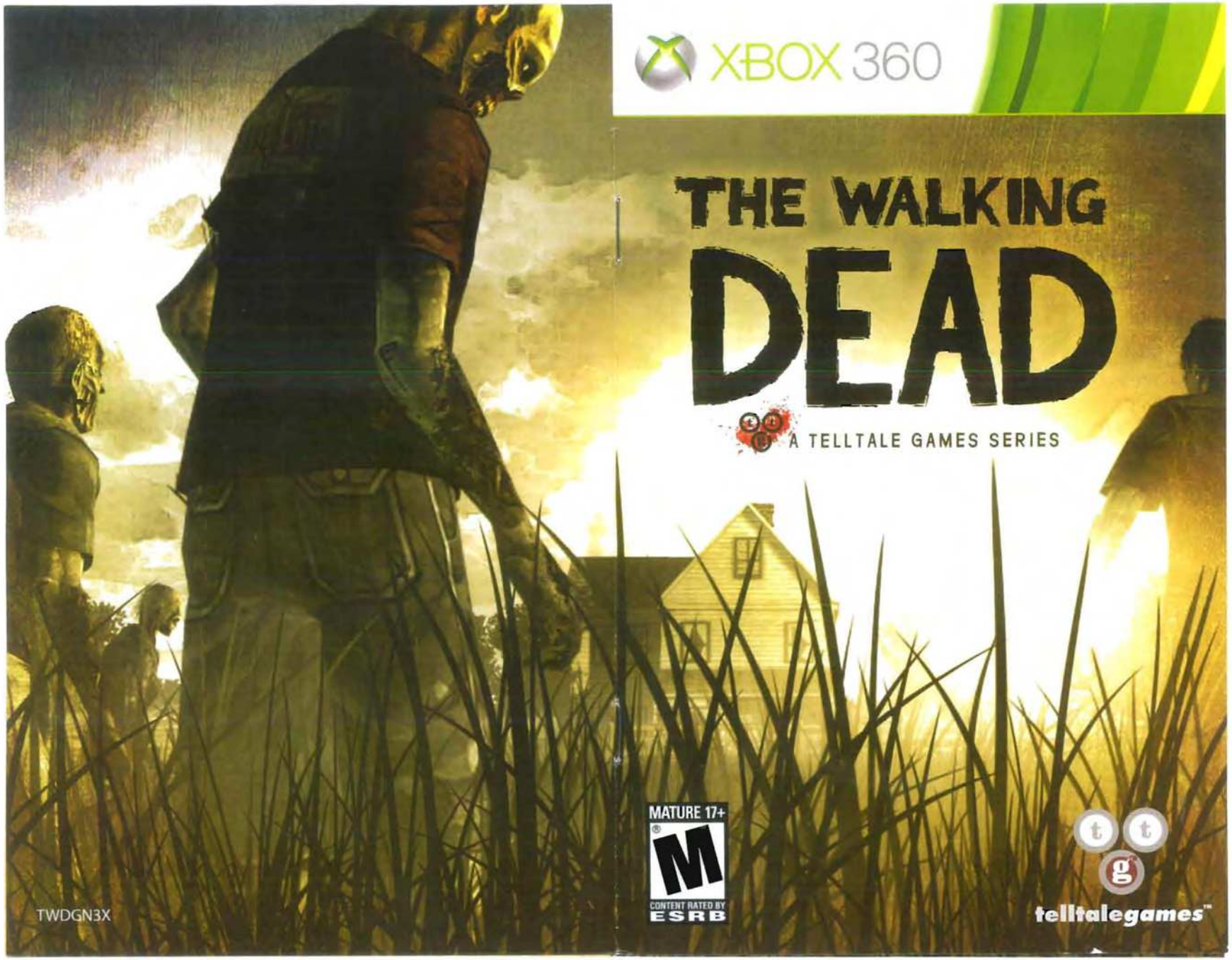
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DEAD
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MATURE 17+
M
CONTENT RATED BY
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WARNING Before playing this game, read the Xbox 360® console, Xbox 360 Kinect® Sensor, and accessory manuals for important safety and health information. **www.xbox.com/support.**

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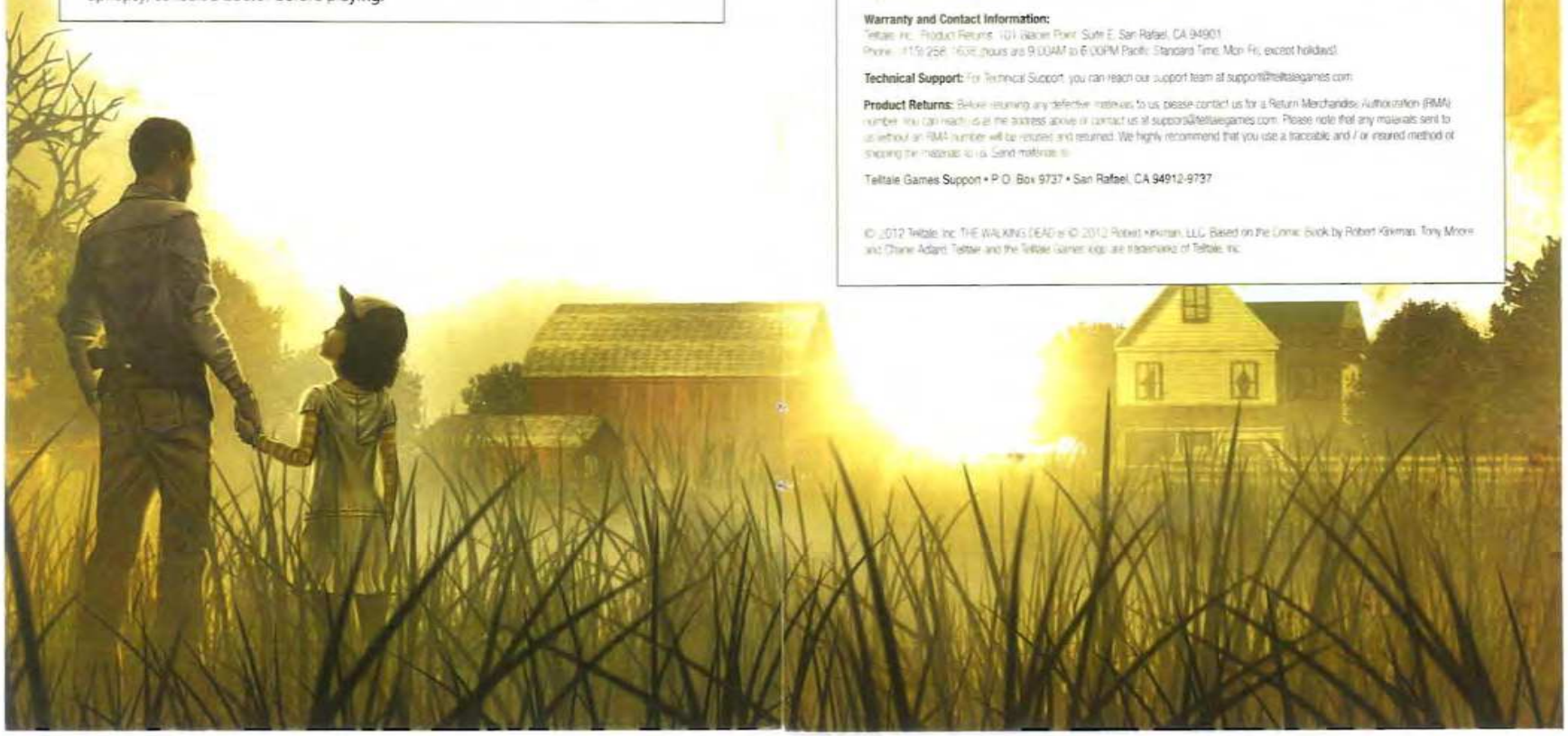

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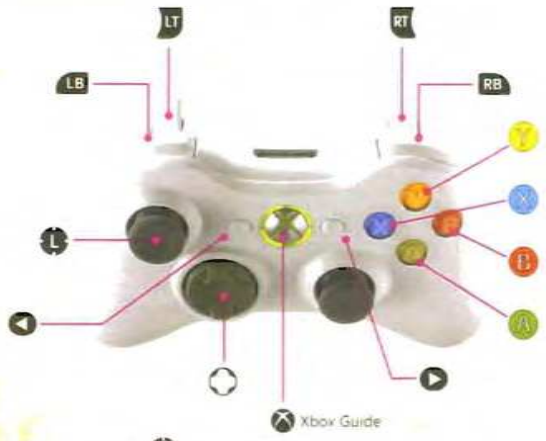

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HELP AND OPTIONS

From this menu you can adjust in game volume for character voices, sound effects, and music, as well as toggle subtitles and various other notification and display options.

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Violence

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PlayStation 2

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⚠ **WARNING: PHOTOSENSITIVITY/EPILEPSY/SEIZURES**

READ BEFORE USING YOUR PLAYSTATION®2 COMPUTER ENTERTAINMENT SYSTEM.

A very small percentage of individuals may experience epileptic seizures or blackouts when exposed to certain light patterns or flashing lights. Exposure to certain patterns or backgrounds on a television screen or when playing video games may trigger epileptic seizures or blackouts in these individuals. These conditions may trigger previously undetected epileptic symptoms or seizures in persons who have no history of prior seizures or epilepsy. If you, or anyone in your family, has an epileptic condition or has had seizures of any kind, consult your physician before playing. IMMEDIATELY DISCONTINUE use and consult your physician before resuming gameplay if you or your child experience any of the following health problems or symptoms:

- dizziness
- altered vision
- eye or muscle twitches
- loss of awareness
- disorientation
- seizures
- any involuntary movement or convulsion

RESUME GAMEPLAY ONLY ON APPROVAL OF YOUR PHYSICIAN.

Use and handling of video games to reduce the likelihood of a seizure

- Use in a well-lit area and keep as far away as possible from the television screen.
- Avoid large screen televisions. Use the smallest television screen available.
- Avoid prolonged use of the PlayStation 2 system.
  Take a 15-minute break during each hour of play.
- Avoid playing when you are tired or need sleep.

Stop using the system immediately if you experience any of the following symptoms: lightheadedness, nausea, or a sensation similar to motion sickness; discomfort or pain in the eyes, ears, hands, arms, or any other part of the body. If the condition persists, consult a doctor.

WARNING TO OWNERS OF PROJECTION TELEVISIONS:

Do not connect your PlayStation 2 system 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.

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.

Thank you for purchasing *The Incredible Hulk*™. Please note that this software is designed for use with the PlayStation®2 computer entertainment system. Be sure to read this software manual thoroughly before you start playing.

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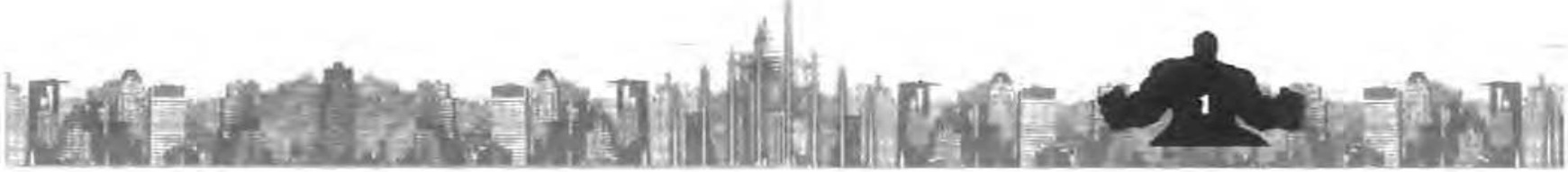
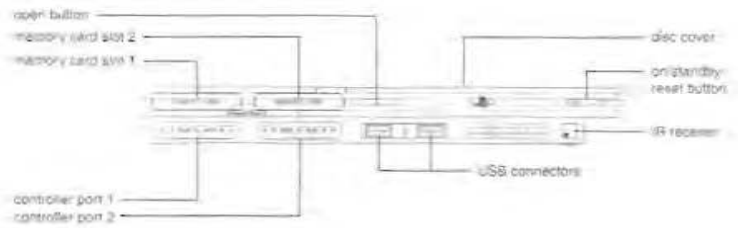


GETTING STARTED



Set up your PlayStation®2 computer entertainment system according to the instructions supplied with your system. Check that the system is turned on (the on/standby indicator is green). Insert *The Incredible Hulk*™ disc in the system with the label side facing up. Attach game controllers and other peripherals as appropriate. Follow the 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 or any memory card (8MB)(for PlayStation®2) containing previously saved games.

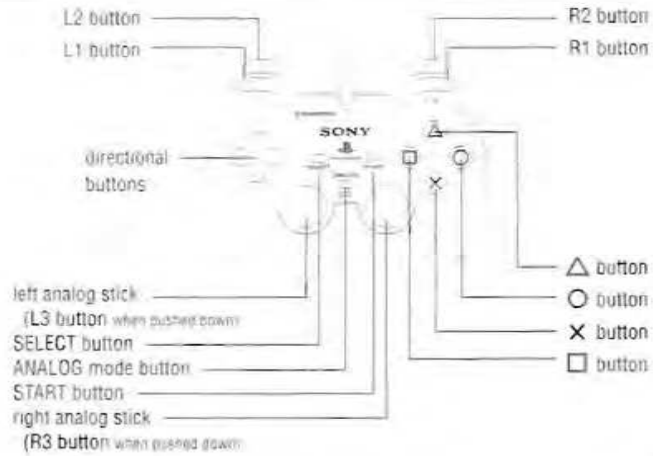
INTRODUCTION

Cursed to contain the rampaging monster within him known as the Hulk, scientist Bruce Banner is living in the shadows, scouring the planet for an antidote to the gamma radiation infection that turns him into a living engine of destruction. But the warmongers who dream of abusing his powers won't leave him alone, nor will his need to be with the woman he loves, Betty Ross.

Upon returning to civilization, Banner is ruthlessly pursued by the Abomination—a nightmarish beast of pure adrenaline and aggression whose powers match the Incredible Hulk's own. A fight ensues as Banner must call upon the hero within to rescue New York City from total destruction.

CONTROLS

DUALSHOCK®2 ANALOG CONTROLLER CONFIGURATIONS



GAME CONTROLS	
left analog stick	Movement
right analog stick	Move Camera
R3 button	Center Camera
L2 button	Target Lock
⊗ button	Jump
▣ button	Light Punch
△ button	Heavy Punch
⊗ button + ▣ button	Weaponize Object (unlockable)
R2 button	Block
R1 button	Sprint (unlockable)
◉ button	Grab
directional buttons	Select Super Move (unlockable)
△ button + ◉ button	Perform Super Move (unlockable)
START button	Pause Menu

MOVEMENT

Use the **left analog stick** to move. Use the **right analog stick** to move the camera. Click the **right analog stick** to recenter the camera behind the Hulk.

JUMP

Press the ⊗ **button** to jump. Press and hold the ⊗ **button** before releasing to power up your jump for more height. To move higher and farther with the next leap, charge while jumping.

TARGET LOCK

Press and hold the **L1 button** to lock onto your closest target. While you are locked onto a target, any punch, weapon attack or throw is directed at that target.

PUNCH

Press the ■ **button** to throw a light punch. Press the △ **button** to throw a heavy punch. Press and hold before releasing to power up your attack. You can string together multiple punches to create combos. For example, a light punch followed by a heavy punch leads to a Clapping Knockback attack. When you throw three heavy punches in quick succession, you attack with a powerful uppercut.

SPRINT

Press the **R1 button** once you have built up enough Rage to sprint, which allows you to charge through many objects. Sprinting also depletes your Rage Meter.

BLOCK

Press the **R2 button** to block. While blocking, use the **left analog stick** to take a quick step (or dash) in that direction.

GRAB AND THROW

You can pick up some objects, including cars and lamp posts, and turn them into weapons. Press the ● **button** to grab an object or enemy in front of you. You continue to hold the object and swing it as a weapon by pressing either the △ **button** or the ■ **button**. To throw the object you are holding, press the ● **button**. If you have a target locked (**L1 button**), you throw it at that target.

WEAPONIZE OBJECT

Once you have unlocked the corresponding ability, you can turn a car or tank into a powerful weapon, or grab a piece of pavement and use it as a shield. Press ⊗ **button** + ■ **button** to weaponize an object. A certain level of Rage is required.

CLIMB

Jump when you are close to and facing a building and press the ● **button** to grab the wall of the building. While you are grabbing a building, use the **left analog stick** to climb. Press the ● **button** to release your grip and fall. Press the ⊗ **button** while holding onto a building to spring off the wall in the opposite direction. **Note:** You can't grab a building if you are holding an object.

SUPER MOVES

If you have built up enough Rage, you can perform any Super Move that you have unlocked. Use the **directional buttons** to select the Super Power you want to use. Press up for the Super Ground Smash attack. Press right for Damage Boost. Press left for the Super Handclap attack. Press down for Accelerated Regeneration. Press △ **button** + ● **button** to perform your selected Super Move.

Note: In order to use a Super Move, you must have already unlocked it, and have enough Rage (indicated by your Rage Meter).

HEADS UP DISPLAY

1. Threat Level: The higher your Threat Level, the more points you earn by smashing your surroundings and defeating enemies, and the more the local authorities attempt to bring you down. Your Threat Level gradually decreases over time if you do not cause damage.

2. Mini Map: The Mini Map contains an overhead map of your surrounding area, as well as icons that indicate objectives, missions and more. See Mini Map on page 9.

3. Health Gauge: This indicates your current Health. If you lose all of your Health, the mission is over and you restart from your last saved position.

4. Rage Meter: As you damage enemies and objects, your Rage increases, as indicated by this meter. High levels of Rage allow you to perform any unlocked Super Moves, as well as giving you access to other abilities.

5. Enemy Health – Indicates your current enemy's Health. This gauge only appears when you are fighting a boss.

6. Structure Damage – Indicates the damage level of the structure. This gauge only appears when you are attacking specific targets.

7. Ally Health – Indicates the Health of your current ally. This gauge only appears when you are defending an ally.

8. Message: Messages, such as new unlocked Feats, are displayed at the bottom of the screen.

GAME MENUS

START MENU

STORY MODE

Select Story from the Main Menu to play the main story. See page 8 for more information.

EXTRAS

View unlocked content, including concept art, videos, landmarks, secret characters and comic book covers. You can unlock extras by finding pick-ups, exploring the world's landmarks and completing certain Feats.

SETTINGS

Adjust game options.

SETTINGS MENU

GAME

Invert X Look – Set left/right camera movement to Normal or Inverted.

Invert Y Look – Set up/down camera movement to Normal or Inverted.

Vibration – Toggle vibration on/off.

SFX Volume – Set volume for Sound Effects (SFX).

Music Volume – Set volume for Music.

Dialogue Volume – Set volume for Dialogue.

Subtitles – Turn subtitles on/off.

Credits – View the names of the people who helped create *The Incredible Hulk*, the video game.

PAUSE MENU

Press the **START button** while playing to open the Pause Menu. Press the **L1 button** or the **R1 button** to cycle through the following options:

Settings – Adjust game options.

Status – View your current game status, including Health, Rage, Threat Level, Score, and the number of Gamma Canisters and Fury Canisters you have found.

GPS Map – This interactive overhead map of the city displays missions and objectives, and allows you to set waypoint markers and more.

Upgrades – See a list of your unlocked Feats and Super Powers.

Stats – See a list of current achievements, including unlocked Feats, enemies defeated, objects destroyed and more.

Quit – Quit the game and return to the Main Menu.

Press the ◉ **button** or the **START button** to return to the game.

STORY MODE

Story mode consists of a number of missions that follow distinct story lines. Between missions, you are free to explore and destroy to your heart's content. This allows you to unlock some Feats, which lead to bonus powers and abilities.

Objectives show up on the Mini Map as colored circles. Each color corresponds to a different story arc. Seek out these objectives to advance the story line.

INTERACTIVE FEATS OF STRENGTH

Certain events in Story mode, such as digging yourself out of rubble, require you to perform an Interactive Feat of Strength. Follow the on-screen prompts to find out which buttons to press to successfully complete the task.

MINI MAP

The Mini Map is located in the lower-right corner of the screen. Use it to zero in on missions, objectives, enemies and more. Icons on the Mini Map indicate the following:

- **Green arrow** – Your position and the direction you are heading. The white line beneath the green arrow indicates your height.
- **Red dot** – Enemy target.
- **Blue/Green/Red/Purple marker** – Each colored marker corresponds to a mission for a different story arc.
- **White arrow** – Points toward north.
- **Highlighted icon** – Current objective. The white line beneath the dot indicates height.

GPS MAP

Select GPS Map from the Pause Menu to view an overhead map of the city. Icons on the map indicate objectives, landmarks, mini-games and more. Use the **left analog stick** to move the map and use the **right analog stick** to zoom.

Move the map so that the cursor in the center of the screen is over an icon to view information about it. Use the **directional buttons** to filter out icons by type.

FEATS

As you explore, destroy and defeat enemies, you unlock Feats that give you bonus powers, including the ability to jump higher, run faster and more. When you complete a Feat, you see an on-screen notification letting you know what you've done. Open the Pause menu and select Upgrades to view a list of the Feats that you have unlocked.

Unlocking certain Feats allows you to use Super Moves.

PICK-UPS

As you explore, look for pick-ups to boost your Health and Rage.

- Gamma Canisters (green) fully restore your Health.
- Fury Canisters (red/orange) completely fill your Rage Meter.

SUBWAY STATIONS

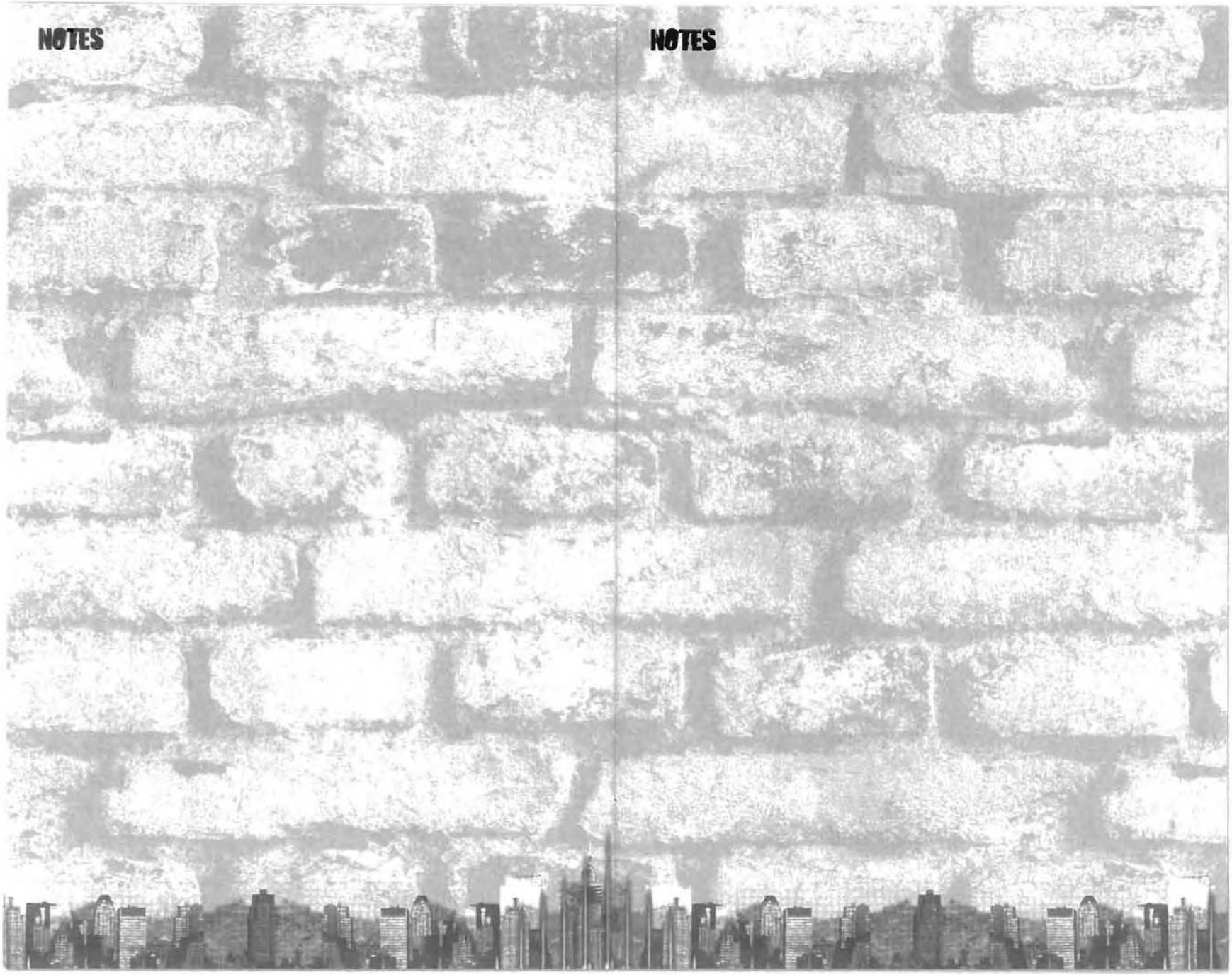
Subway Stations provide you with a quick way to get from one part of the city to another. To use a Subway, walk to the Subway icon and press the ⊗ **button** when prompted. You will be shown a list of unlocked stations. Select a station to immediately transfer to that spot.

MINI-GAMES

You can find mini-game markers throughout the map. Walk to a marker and press the ⊗ **button** to launch the mini-game.

You can replay mini-games by using the Mini-games filter in the GPS map.

NOTES


NOTES
NOTES

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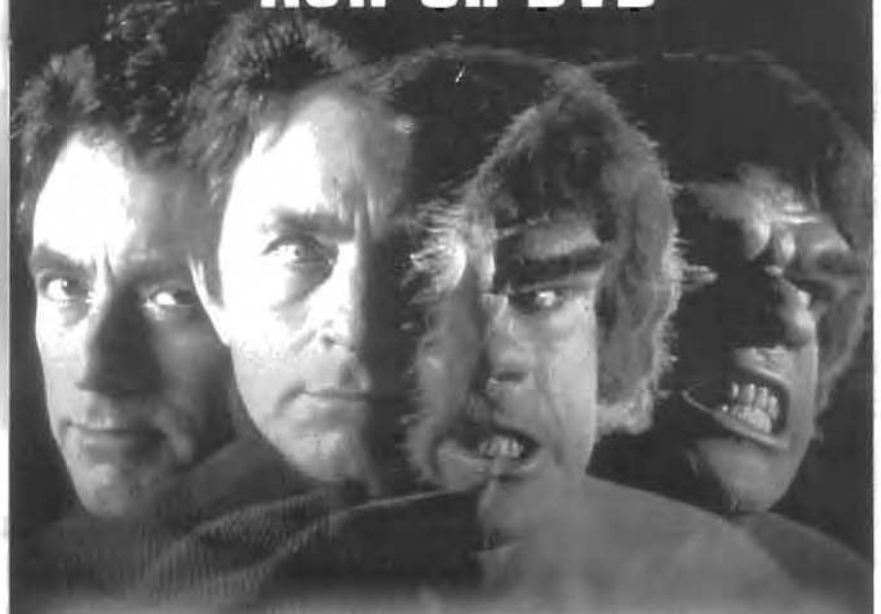

THE INCREDIBLE HULK

Seasons 1 - 4 Now On DVD

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December 10, 2013

VOL. 2/3

EXHIBIT 60
Valhalla v Valhalla
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The Scourge

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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.

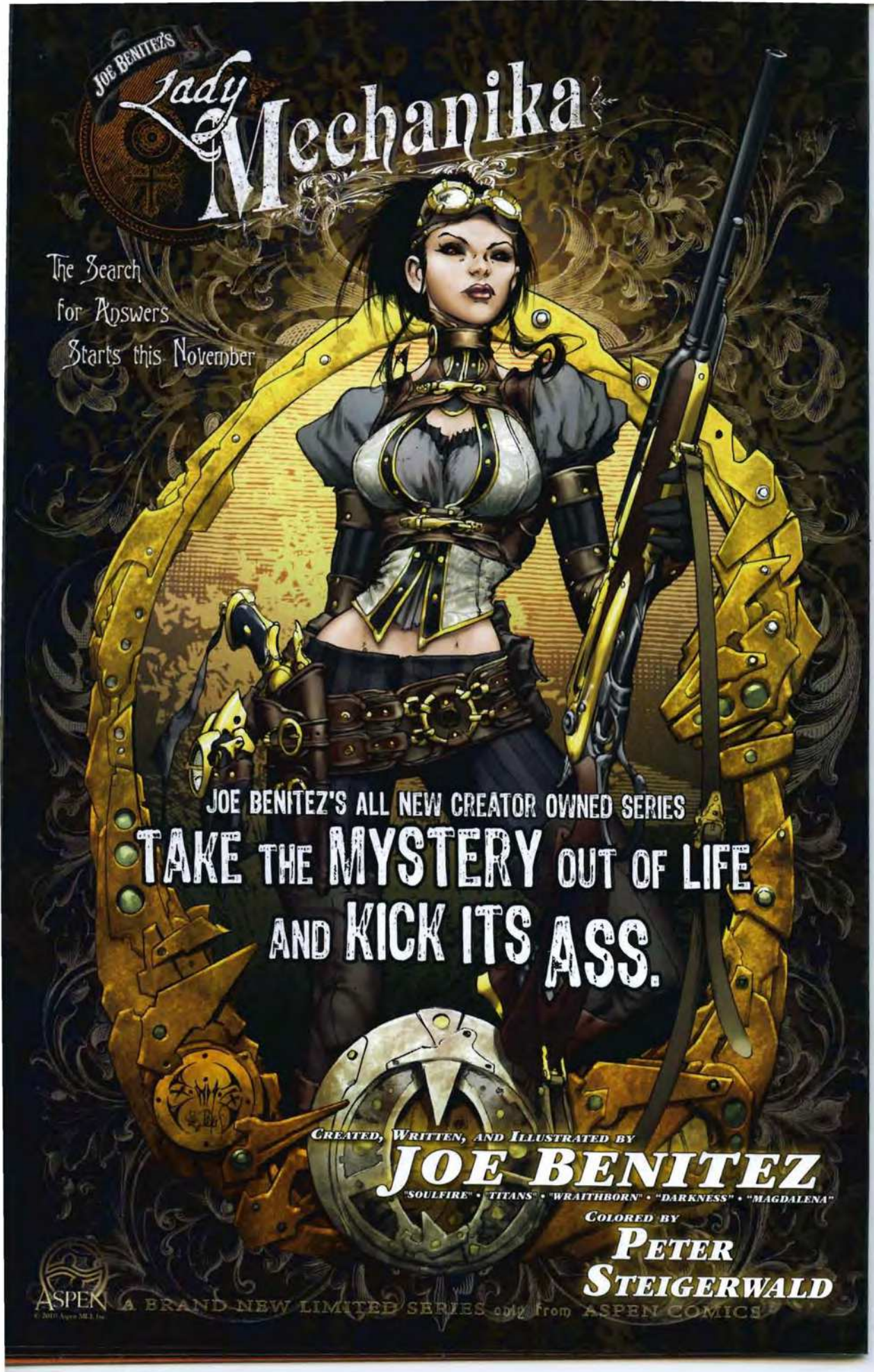
WHEN I'M RIGHT, I'M RIGHT, GRIFFIN.

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?!

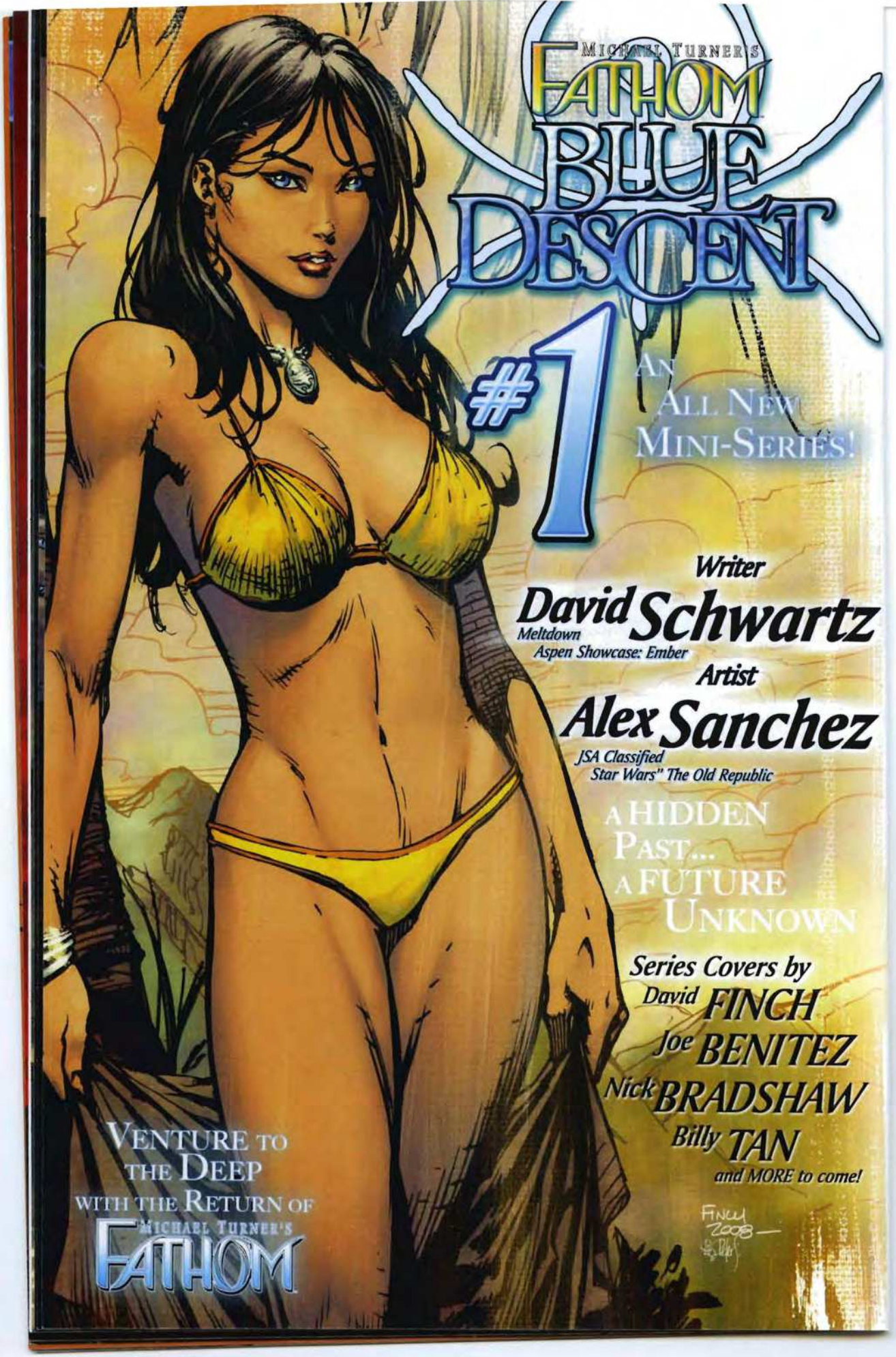
CALM DOWN, BUDDY.
DOCTOR'S ORDERS.
DENTIST'S ORDERS AT THE VERY LEAST.
WHA-- ?!

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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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?

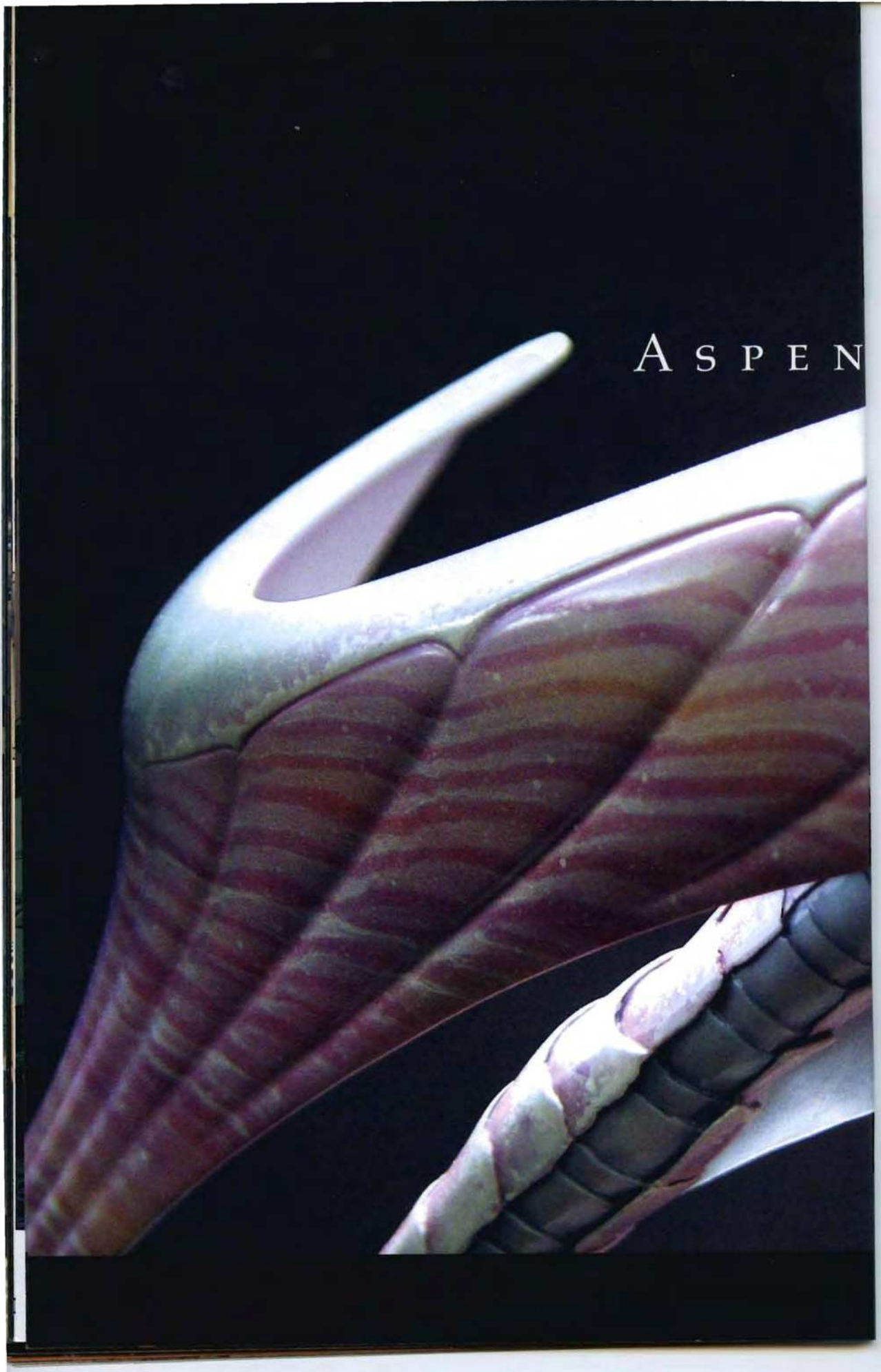
NOW BOARDING, FLIGHT 203 TO JFK.
YOU'RE AN IDIOT.

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...
HRRADDDUGH
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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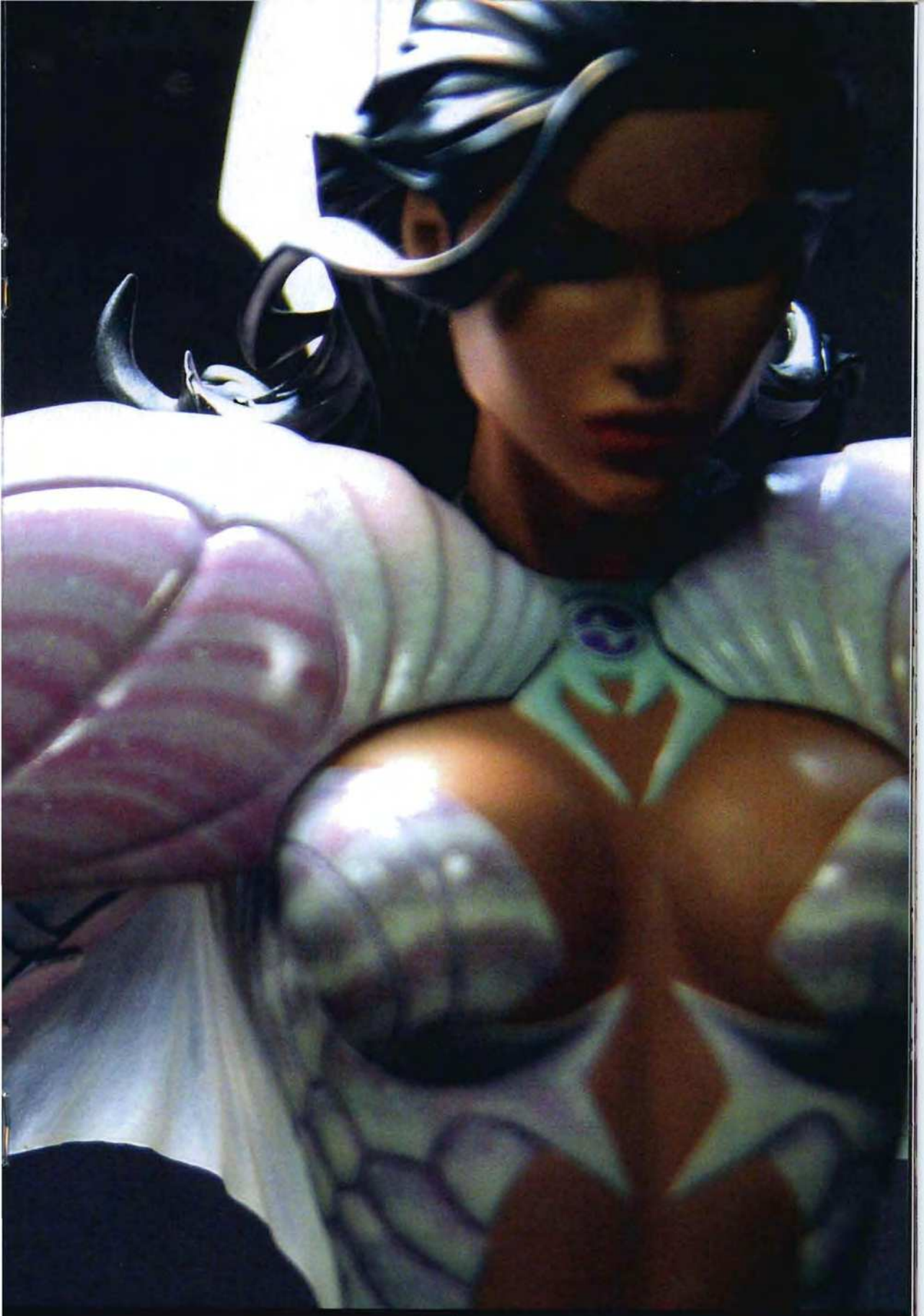

september 2010

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

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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
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PENCILS BY
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vol.2
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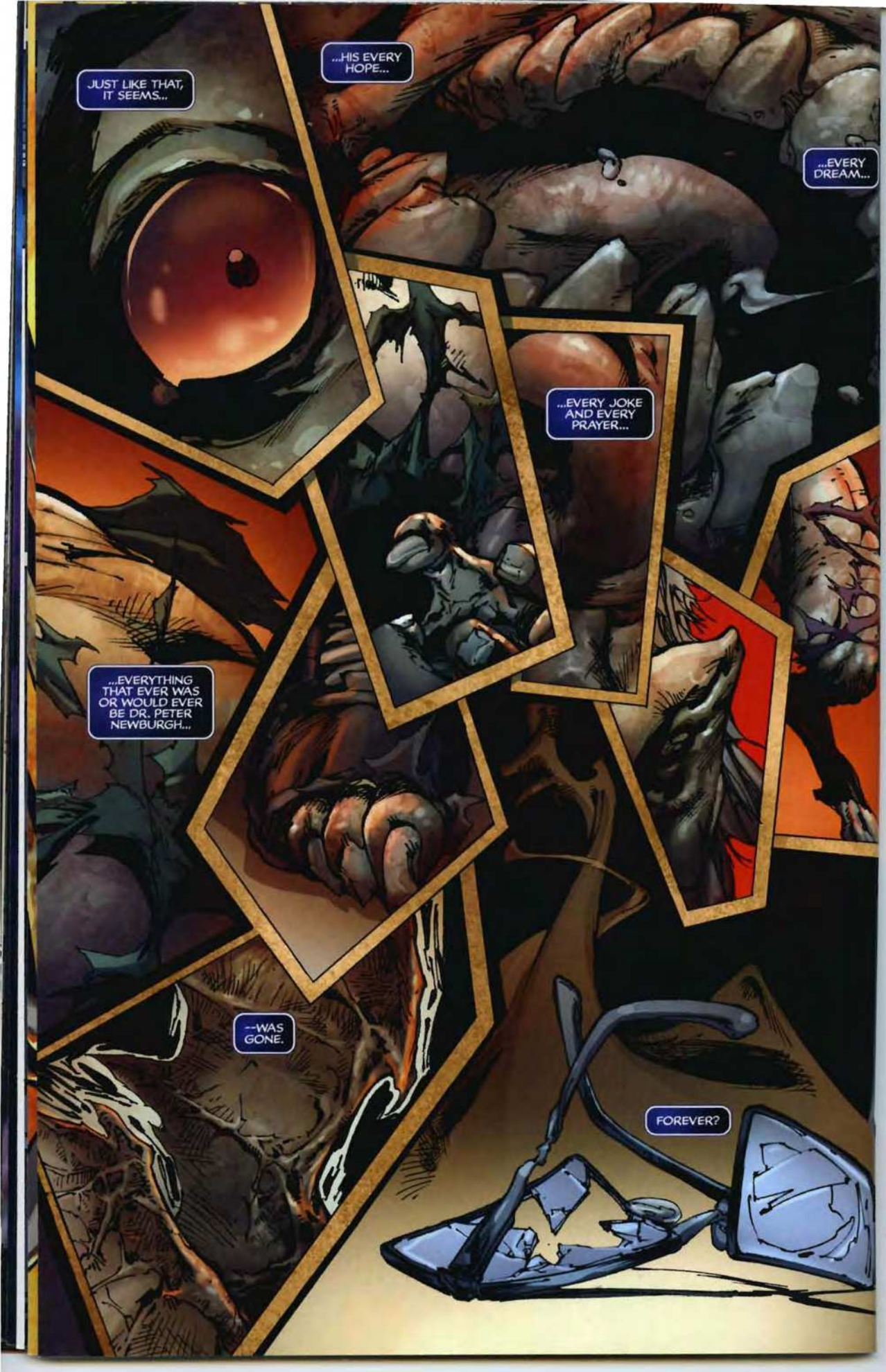
December 10, 2013

VOL. 3/3

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

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#2
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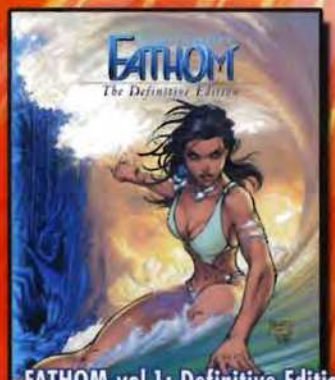

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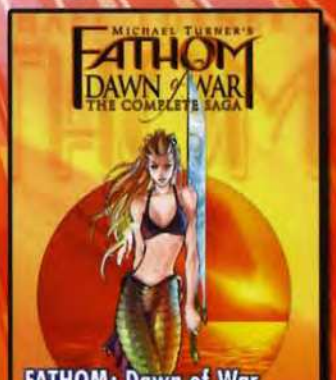

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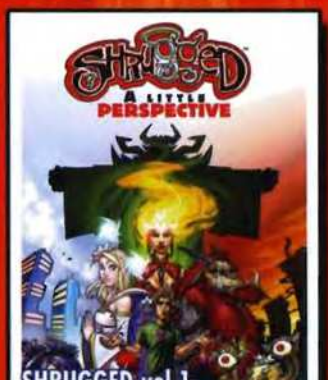

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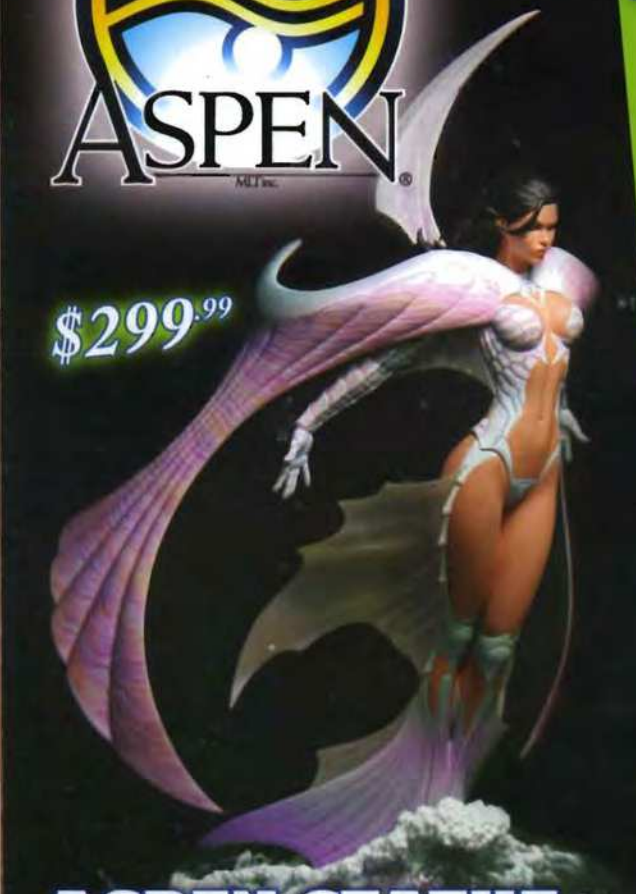
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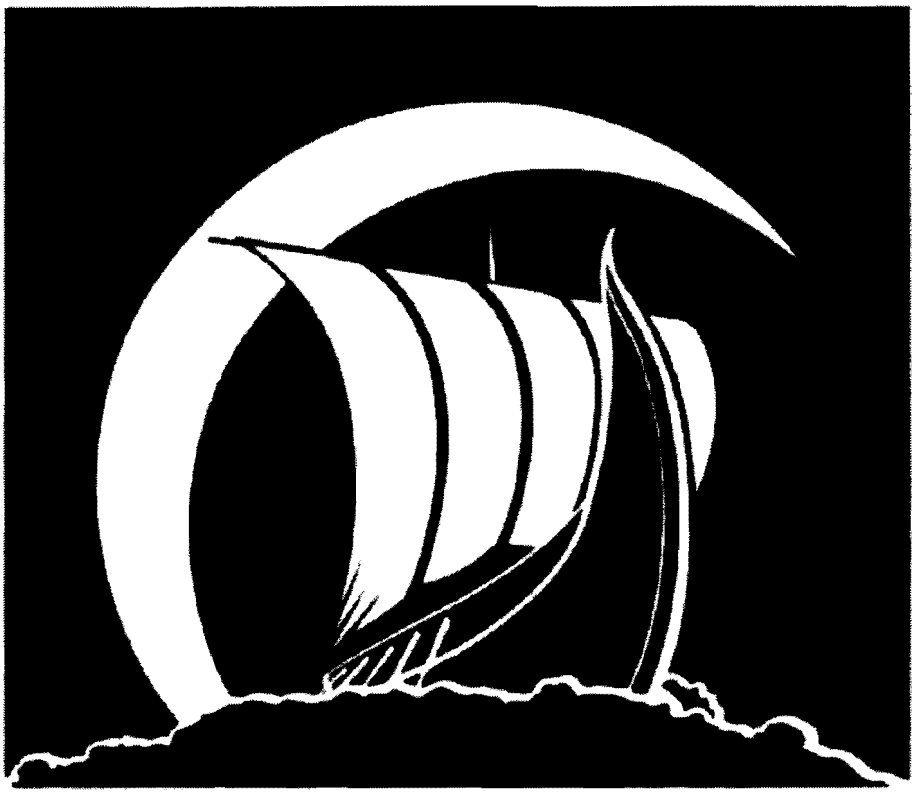

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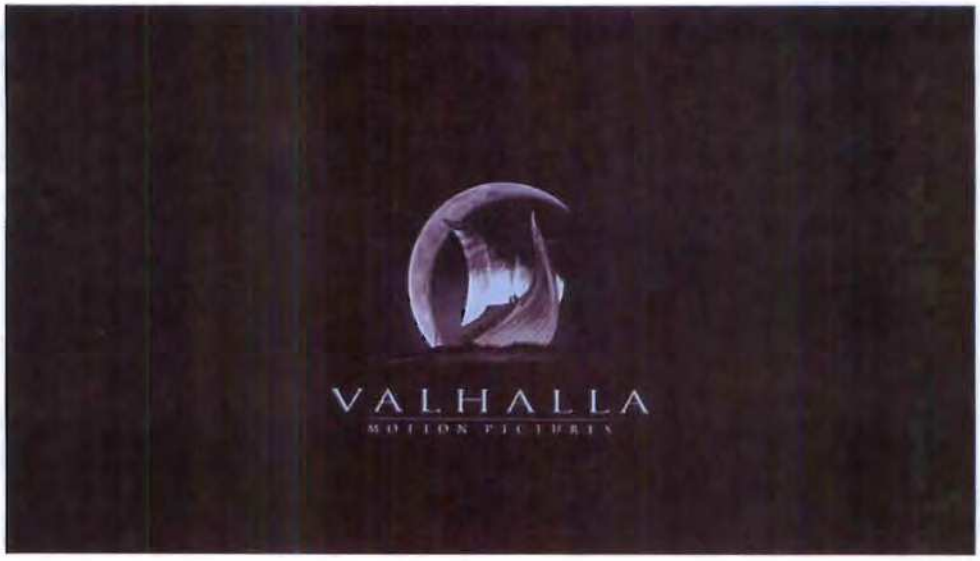

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X = features supported by this game

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

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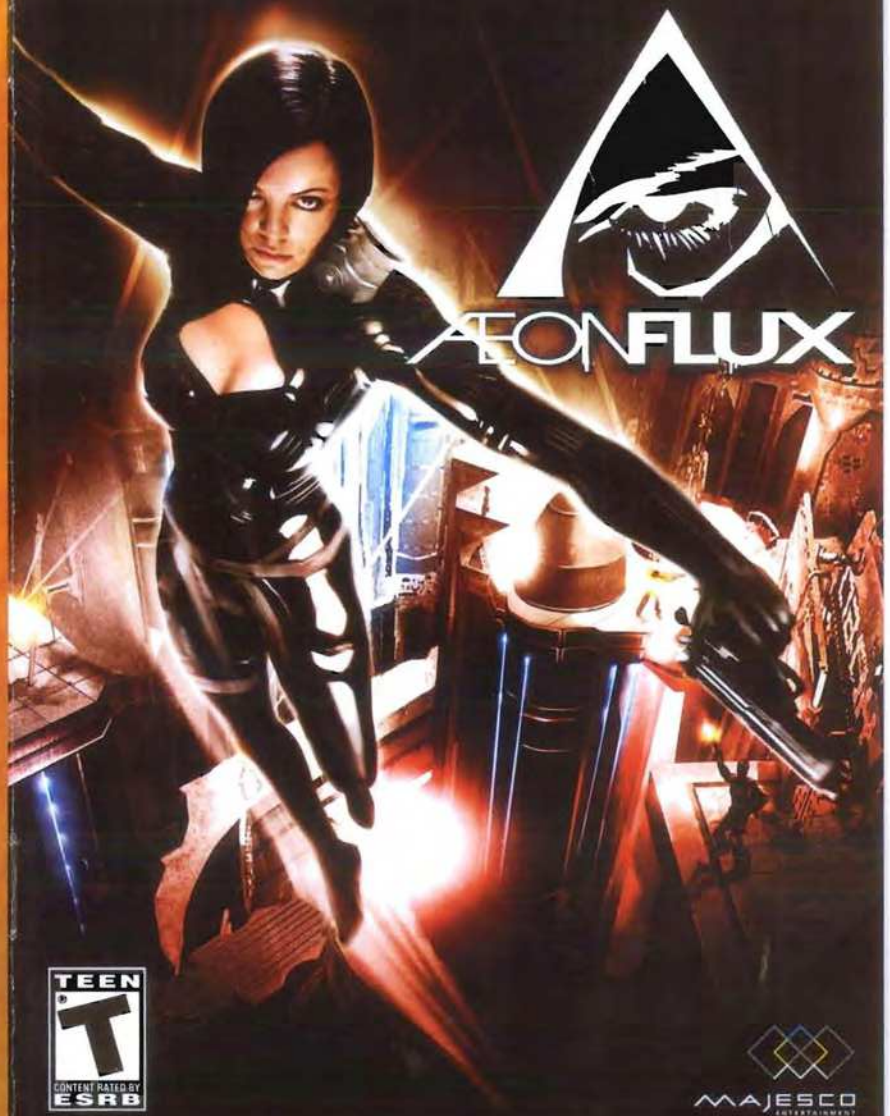

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SAFETY INFORMATION

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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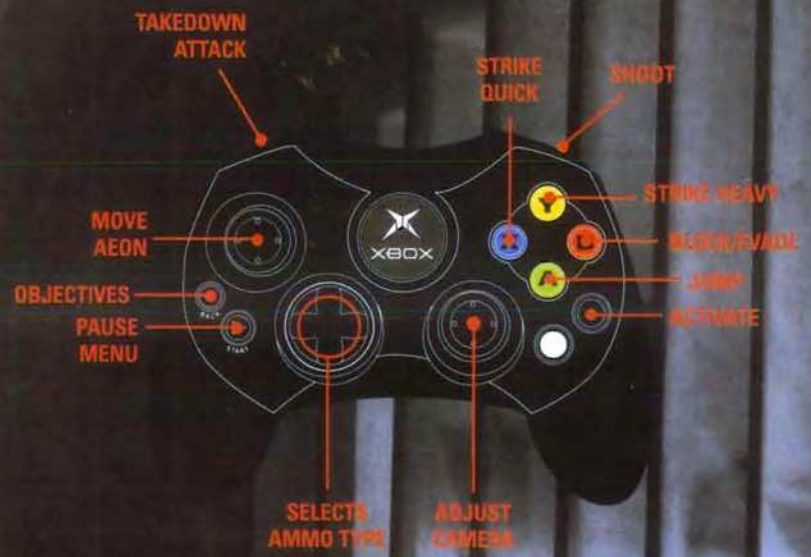


MENU CONTROLS

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

HEALTH:
THE GREEN GAUGE SHOWS AEON'S REMAINING HEALTH IN RELATION TO HER MAXIMUM POSSIBLE HEALTH. AEON WILL DIE WHEN ALL OF HER HEALTH IS LOST.

AMMO TYPE & COUNTER:
REPRESENTS THE CURRENT AMMO BEING USED AND HOW MUCH YOU HAVE LEFT.

STYLE METER:
THE BLUE GAUGE TRACKS HOW STYLE AEON IS EARNING BY FIGHTING OPPONENTS.
AEON MUST HAVE ENOUGH STYLE TO PERFORM A CHARGED ATTACK.

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.

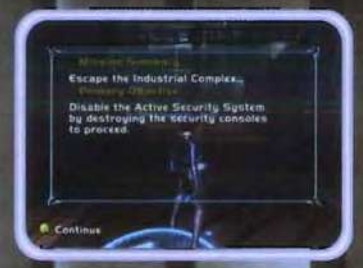
SAVING YOUR GAME

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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Intel Capsule Movies: Animation Farm

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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:
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Claudius:
Mathew Thompkins

Sybil:
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Frank Ford
Chuck Huber
R. Bruce Elliot
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Mathew Thompkins

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Laura Bailey
Colleen Clinkenbeard

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

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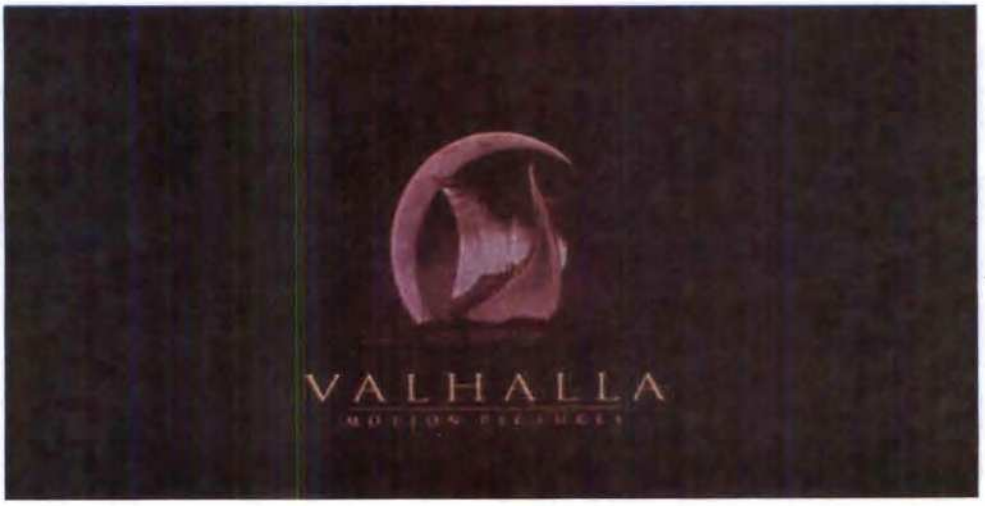

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INFORMATION

July 18,2013
[Weekly Famitsu] August 1st Issue (Street Date:July 18, 2013)
Our CTO, Tomonobu Itagaki's interview is featured.

May 30,2013
[Weekly Famitsu] June 13th Issue (Street Date:May 30, 2013)
Our CTO, Tomonobu Itagaki's interview is featured.

May 29,2013
"Valhalla Corner" has been set up at VIGAMUS (The Video Game Museum of Rome).

May 15,2013
Our CEO Kanematsu has been featured on the program of tokyo-president.net.

January 22,2013
Rock CEO's "You gotta hear this!" - "# 8 : Le Meilleur de Michel Polnareff"

November 15,2012
[Famitsu Xbox360] Winter issue (Street Date:November 8, 2012)
"Valhalla Freaks" Vol.31 is featured.

TOPICS

Valhalla Corner in Italy (May 29, 2013)

"Valhalla Corner" has been set up at VIGAMUS (The Video Game Museum of Rome).

August 30,2012
[Famitsu Xbox360] October issue (Street Date:August 30, 2012)
"Valhalla Freaks" Vol.30 is featured.

August 03,2012
[Famitsu Xbox360] September issue (Street Date:July 30, 2012)
"Valhalla Freaks" Vol.29 is featured.

July 20,2012
[Important Announcement] Announcement Concerning Technical Collaboration Contract with Doobic Co., Ltd., and Establishment of Joint Venture Corporation

July 05,2012
[Important Announcement] Acquisition of Copyright and Sales/Distribution Rights for Devil's Third

more information

Under the flag of Valhalla (April 19, 2013)

We held a 'hanami' party in celebration of the birthday of our CTO, Tomonobu Itagaki, the other day.

Under the flag of Valhalla, a number of people have gathered from all over the world. They sometimes clash with each other, enhance each other and appreciate each other: such scenes are our usual days in the studio.

Please do look forward to our new challenge, DEVIL'S THIRD!

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Majesco Inks Worldwide Publishing Deal For "Aeon Flux"; Video Game Scheduled To Release With Motion Picture Starring Charlize Theron

By GamesIndustry International

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WED 06 APR 2005 7:00AM GMT | 3:00AM EDT | 12:00AM PDT

Game to Feature Voice and Likeness of Oscar® -Winning Actress

EDISON, N.J., April 05, 2005 - Majesco (NASDAQ: MJES), an innovative provider of diversified products and content for digital entertainment platforms, today announced it has secured the worldwide rights to publish Aeon Flux for the Xbox video game system from Microsoft and PlayStation 2 computer entertainment system.

The game is scheduled to coincide with the theatrical release, which stars Oscar ® winning actress Charlize Theron ("Monster") as Aeon Flux as well as such notable talents as Marton Csokas ("The Bourne Supremacy"), Frances McDormand ("Fargo"), Oscar ® nominee Sophie Okonedo ("Hotel Rwanda"), Jonny Lee Miller ("Trainspotting"), and Pete Postlethwaite ("The Usual Suspects") and is directed by Karyn Kusama ("Girlfight"). Majesco's Aeon Flux ties together the animated series, which ran on MTV from 1991-1997, and the motion picture, which is slated for release in Fall 2005.

"We are excited to be partnering with MTV and Terminal Reality on such an encompassing project as Aeon Flux," said Jesse Sutton president of Majesco. "By including the voice talent and likeness of Charlize Theron, we hope to provide consumers with a product that seamlessly fits within the world of Aeon Flux yet offers an interactive component that complements its entertainment counterparts."

Developed by Terminal Reality, creators of Majesco's hit BloodRayne series, Aeon Flux is based on Peter Chung's popular futuristic MTV animated series and features a palpitating blend of stealth, speed and acrobatic combat. As beautiful as she is lethal, Aeon Flux is an agent whose abilities transcend everyday belief; she will depend upon those skills and talents to rid the city of Bregna from an evil tyranny.

Paramount Pictures'/Lakeshore Entertainment's "Aeon Flux" is set 400 years in the future, when disease has wiped out 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), the top operative in the underground 'Monican' rebellion, led by The Handler (Frances McDormand). When Aeon is sent on a mission to kill a government leader, she uncovers a world of secrets.

Paramount Pictures and Lakeshore Entertainment present a Valhalla Motion Pictures and MTV Films production, "Aeon Flux." Directed by Karyn Kusama and written by Phil Hay & Matt Manfredi based upon characters created by Peter Chung, the film is produced by Gale Anne Hurd, David Gale, Gary Lucchesi, and Greg Goodman. Tom Rosenberg and Van Toffler executive produce. The film will be distributed in the United States by Paramount Pictures.

More information about Aeon Flux as well as Majesco's entire product line can be found online at www.majescogames.com.

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Vivendi Universal Games Expands The Hulk Movie Experience in the Next Generation Video Game

Game Combines Popularity of Marvel Comic Book With Power of Theatrical Release

to Create High-Impact Interactive Entertainment Action-Adventure

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LOS ANGELES, April 10 /PRNewswire/ -- Vivendi Universal Games' The Hulk video game, based upon Universal Pictures' highly anticipated film version of one of Marvel Comics' most memorable and popular Super Hero(R) series, will ship to retailers beginning June 3, 2003. The action-packed game is being developed by Vancouver, Canada-based Radical Entertainment for the PlayStation(R)2 computer entertainment system, the Xbox(TM) video game system from Microsoft, Nintendo GameCube(TM) and the PC. The Valhalla Motion Pictures/Good Machine Production will hit theatres June 20, 2003.

With a brand new storyline set after the events of the film, The Hulk video game will deliver gamers an incredible experience beyond the movie. The game combines visuals from the original comic book illustrations with the film's remarkable digitally-created graphics and environments, along with new imagery created exclusively for the game. Players can master two types of game play as either Bruce Banner or The Hulk as they battle lead characters from the film, familiar enemies from the Marvel Universe(TM) or new villains created specifically for the game. With fully destructible and interactive environments, players can virtually manipulate, destroy or use anything as a weapon. With his superhuman power fueled by rage, The Hulk can smash through any physical obstacle and annihilate his foes with over 45 devastating attacks.

"We have worked side by side with our theatrical partners to extend the Hulk experience beyond the big screen and deliver it to the hands of gamers," said Luc Vanhal, President & COO of VU Games, North America. "The movie uses CGI to create a fully-realized character onscreen and we have developed a game that brings all the power and personality of the movie character to gamers everywhere across a variety of platforms. You can expect The Hulk video game to be every bit as powerful as the film will be."

"The Hulk videogame represents a three-pronged approach in building the ultimate action Super Hero franchise -- from comic book to film to interactive entertainment," said Tim Rothwell, senior vice president, Universal Studios Consumer Products Group. "Our goal is to provide fans everywhere with a massive Hulk experience that will launch in the theater and on video games screens simultaneously."

"The transition for our characters from the Marvel Universe to the interactive universe is virtually seamless and only helps to enhance the overall experience," said Russ Brown, Executive Vice President, Consumer Products, Promotions & Retail Sales, Marvel Enterprises, Inc. "The Hulk has worldwide recognition and appeal, He is one of the most physically powerful and emotionally compelling Super Hero characters ever created. By extending this franchise across these mediums we are able to create exciting new chapters in Hulk lore."

Interactive Extension of Movie Story

With a brand new storyline distinct to the game and set after the events of the film, The Hulk follows the plight of troubled scientist Bruce Banner and his enraged alter ego, Hulk, as they battle against familiar enemies from the Marvel Comics world and new villains specific to this adventure. Betrayed by his long-time colleague and mentor, Professor Crawford, Bruce unwittingly releases the essence of the Hulk into an Orb, falling prey to the Leader, a villain intent on using the Hulk's energy to unleash a relentless army of "Gamma" creatures. Now Bruce must pursue his new foe through San Francisco,

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into Alcatraz, out of heavily guarded military installations and finally to the terrifying, surreal Freehold of the Leader himself. Only by facing his own shattered identity and gaining control of the beast within him will Bruce have the ability to destroy the insane intentions of the Leader.

Dual Gameplay and Action

The Hulk game allows players to master two different gameplay styles unique to both Bruce Banner and The Hulk. As Bruce Banner, the player must employ the powers of logic and stealth while struggling to contain the Hulk inside of him in order to successfully complete missions. As the Hulk, the player must power their way through 25 massive, highly-detailed and immersive environments, directly inspired by the film and exclusive to the game. They will face five intense boss battles, smash up to 10 enemies at once and destroy foes with over 45 devastating attacks.

Real-World Simulation

While the player controls the incredible power and rage of the Hulk, objects react to damage as they would in the real world, displaying behaviors consistent with the real effects of mass, matter and gravity. For example cars bounce off walls to show body damage, glass shatters, broken pipes roll. The smashing gameplay is enhanced as virtually any object can be manipulated, destroyed or used as a weapon.

About The Hulk Film

Universal Pictures presents in association with Marvel Entertainment Group a Valhalla Motion Pictures/Good Machine Production of an Ang Lee film, The Hulk. Acclaimed filmmaker Ang Lee's concept for his film adaptation of the classic Marvel Comics series, The Incredible Hulk, combines all the elements of a blockbuster visual effects-intensive superhero movie with the brooding romance and tragedy of Universal's classic horror films. In depicting The Hulk as both a superhero and a monster, a wish fulfillment and a nightmare, Lee and his team have stayed true to the subversive spirit of the classic comic book character while completely updating The Hulk and projecting him into the dangers and aspirations of contemporary times.

Eric Bana stars as scientist Bruce Banner, whose inner demons transform him in the aftermath of a catastrophic experiment. Bana plays both the human Banner and -- through groundbreaking visual effects technology provided by the Oscar(R)-winning Industrial Light and Magic -- the superhuman Hulk. Jennifer Connelly portrays Betty Ross, whose scientific genius unwittingly helps unleash The Hulk; Nick Nolte plays Banner's brilliant father, who unwittingly passes on a tragic legacy to his son, and Sam Elliot portrays the commander of a top-secret military research center.

Universal Studios Consumer Products Group (USCPG) is responsible for global licensing and retail strategies as well as building brand recognition. USCPG is a unit of Universal Pictures, a division of Vivendi UNIVERSAL Entertainment (VUE) (www.universalstudios.com), the U.S.-based film, television and recreation entity of Vivendi Universal, a global media and communications company.

About Marvel Enterprises, Inc.

Marvel Enterprises, Inc. (NYSE: MVL) is a leading global character-based entertainment company that has developed and owns a library of more than 8,700 characters which have entertained generations around the world for over 60 years. Marvel's operations are focused in entertainment and consumer product licensing and comic book publishing. Marvel Studios supports the development of feature films, DVD/video products and TV series. Marvel's creative team also supports the creation of video games and toy lines based on its characters as well as for a broad and growing range of consumer products and services including apparel, collectibles, foods and promotions. Marvel's comic book division is a leading publisher in the global marketplace while also serving as an invaluable source of intellectual property. Marvel's Toy Biz division is a recognized creative force and leader in toy design, sales and marketing, developing and overseeing both licensee and in-house toy lines. For additional information visit http://www.marvel.com .

About Vivendi Universal Games

Headquartered in New York, Vivendi Universal Games (www.vugames.com) is a global leader in multi-platform interactive entertainment. A leading publisher of PC, console and online-based interactive content, Vivendi Universal Games' portfolio of development studios includes Black Label Games, Blizzard Entertainment, Coktel, Fox Interactive, Knowledge Adventure, NDA Productions, Sierra Entertainment and Universal Interactive. Through its Partner Publishing Group, Vivendi Universal Games also co-publishes and/or distributes interactive products for a number of strategic partners, including Crave Entertainment, Interplay, Majesco, Mythic Entertainment and Simon & Schuster, among others.

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