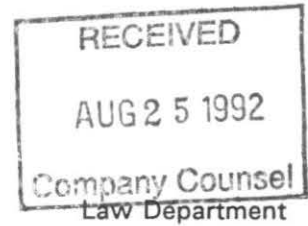


INTERNAL MEMORANDUM



Philips Consumer Electronics

To: Warren Oates Date: August 18, 1992 From: Thomas M. Hafner
cc: Kevin Miller, Esq. Subject: Mediagenic
 Roger K. Hoover, Esq.

I enclose a signed transmittal letter related to the 1-for-10 reverse stock split of Mediagenic. Please obtain the stock certificates and submit with the executed letter to continental Stock Transfer and Trust Company. Thank you. If you have any questions, please let me know.

A handwritten signature in cursive script, appearing to read "Tom".

Thomas M. Hafner

bg

Enclosure

*Please send
a copy to
Carol Marshall.
FOR INFO ONLY.*

Tom Hafner
8/25/92
Done 8/25/92
am

Philips Consumer Electronics Company
A Division of North American Philips Corporation



PHILIPS

One Philips Drive, P.O. Box 14810
Knoxville, TN 37914-1810

Our commitment
to excellence is
Total
Customer
Satisfaction.



Roger K. Hoover, Esq.
Lockheed Sanders, Inc.
Daniel Webster Highway South
Nashua, New Hampshire 30601

M 1603-1



ACTIVISION.

11040 San Vicente Blvd., Suite 300
Los Angeles, California 90049
(301) 207-1600

August 12, 1992

Dear Stockholder:

Activision, Inc. (formerly Mediagenic) has filed the Amended and Restated Articles of Incorporation described in the Information Statement mailed to you last month. As a result of the filing, the company's name has been changed back to Activision, Inc., and a 1-for-10 reverse stock split of the Company's Common Stock, no par value (the "Old Common Stock"), has been effected as of August 3, 1992. As a result of the reverse stock split, each duly authorized and outstanding share of the Old Common Stock has been converted into .10 share of new Common Stock, no par value (the "New Common Stock"), of the Company.

As stated in the Information Statement, no fractional shares of the New Common Stock will be issued pursuant to the reverse stock split. Instead, fractional shares of .5 or more will be rounded up to the next whole share and fractional shares of less than .5 will be rounded down to the next whole share; provided, however, in no event will a stockholder receive less than one share of the New Common Stock. For example, of you own 15 shares of Old Common Stock, you will receive two shares of New Common Stock. If you own 14 shares of Old Common Stock, you will receive one share of New Common Stock. If you own ten or fewer shares of Old Common Stock, you will receive one share of New Common Stock.

In connection with the reverse stock split and the name change, the Company is issuing new stock certificates. To ensure that stockholders are aware of their actual holdings and to make the Company's transfer records as accurate as possible, it is important that stockholders exchange their certificates for Old Common Stock for the new certificates. To receive a new certificate representing New Common Stock, you must surrender your certificate representing the Old Common Stock and deliver a duly executed Letter of Transmittal (enclosed herewith) to Continental Stock Transfer & Trust Company, 2 Broadway, New York, New York 10004. A return envelope addressed to Continental Stock Transfer & Trust Company is enclosed for this purpose. Please follow carefully the instructions accompanying the Letter of Transmittal.

YOU MUST RETURN YOUR CURRENT STOCK CERTIFICATE(S) WITH THE ENCLOSED LETTER OF TRANSMITTAL TO RECEIVE REPLACEMENT CERTIFICATE(S). THE LETTER OF TRANSMITTAL MUST BE COMPLETED IN FULL AND SIGNED.

As a result of the reverse stock split, you may end up holding an "odd lot" of shares of the New Common Stock (shares not evenly divisible by 100). Odd lots of shares, particularly very small holdings, may be more difficult to sell in the marketplace than "round lots" of 100 shares, and brokerage firms often charge higher commissions per share for trading odd lots than round lots. However, the Company has arranged for Prudential Securities to act as a broker at a commission free rate for trades involving odd lot shares of

**ACTIVISION, INC.
1 FOR 10 REVERSE STOCK SPLIT
LETTER OF TRANSMITTAL**

Accompanying certificate(s) representing shares of Common Stock,
no par value, for replacement by certificate(s)
representing the new Common Stock, no par value,

To: Continental Stock Transfer & Trust Company
2 Broadway
New York, New York 10004

Dear Sirs:

In connection with the one-for-ten reverse stock split of Activision, Inc. (formerly Mediagenic) enclosed are the below described certificate(s) representing shares of old Common Stock, no par value, of the Company. Please send me certificate(s) representing the whole shares of new Common Stock, no par value, to which I may be entitled.

CERTIFICATE(S) PRESENTED		
Name(s) of Record Holder(s)	Certificate Number(s)	Number Shares
M115 0000007265 26,295,010 PHILIPS CONSUMER ELECTRONICS CO DIV OF NORTH AMERICAN PHILIPS CORP THOMAS M HAFNER PO BOX 14810 KNOXVILLE TN 37914-1810		
SEE OTHER SIDE FOR INSTRUCTIONS	Total Shares	

SPECIAL DELIVERY INSTRUCTIONS

To be completed ONLY if certificate(s) are to be issued in a name OTHER than that of the owner whose name appears above or if delivery is to be made to OTHER than the record address of such owner. (See Instructions 1 and 3.)

Mail new certificate(s) to: (Please print.)

Name _____

Address _____

City and State _____ Zip Code _____

Social Security Number _____

CHANGE OF ADDRESS INSTRUCTIONS

To be completed ONLY if the present record address of the record owner(s) is to be changed and the certificate(s) are to be mailed to such new address. Do not use to change record holder(s). (See Instruction 1.)

Register address of present record holder(s) as and mail new certificate to:

NORTH AMERICAN PHILIPS CORP.
c/o WARREN OATES
Address 100 E. 42ND ST.

New York N.Y. 10017
City and State _____ Zip Code _____