

XBOX



Unite forces.
Unleash powers.
Unchain Earth.

X-MEN LEGENDS

Fall 2004
x-men-legends.com

CHECK OUT THE NEW
X-MEN LEGENDS
TRAILER IN
THE OPTIONS MENU.

RATING PENDING
RP
CONTENT RATED BY
ESRB
Visit www.esrb.org
for updated rating
information.

MARVEL

MARVEL, X-MEN, and all Marvel characters and the distinctive likenesses thereof are trademarks of Marvel Characters, Inc., and are used with permission. © 2004. All rights reserved. www.marvel.com. Game code © 2004 Activision, Inc. and its affiliates. All rights reserved. Published and distributed by Activision Publishing, Inc.

ACTIVISION

activision.com



GO FOR THE ULTIMATE SPIN AT
www.sony.com/spider-man

MARVEL SPIDER-MAN COLUMBIA PICTURES

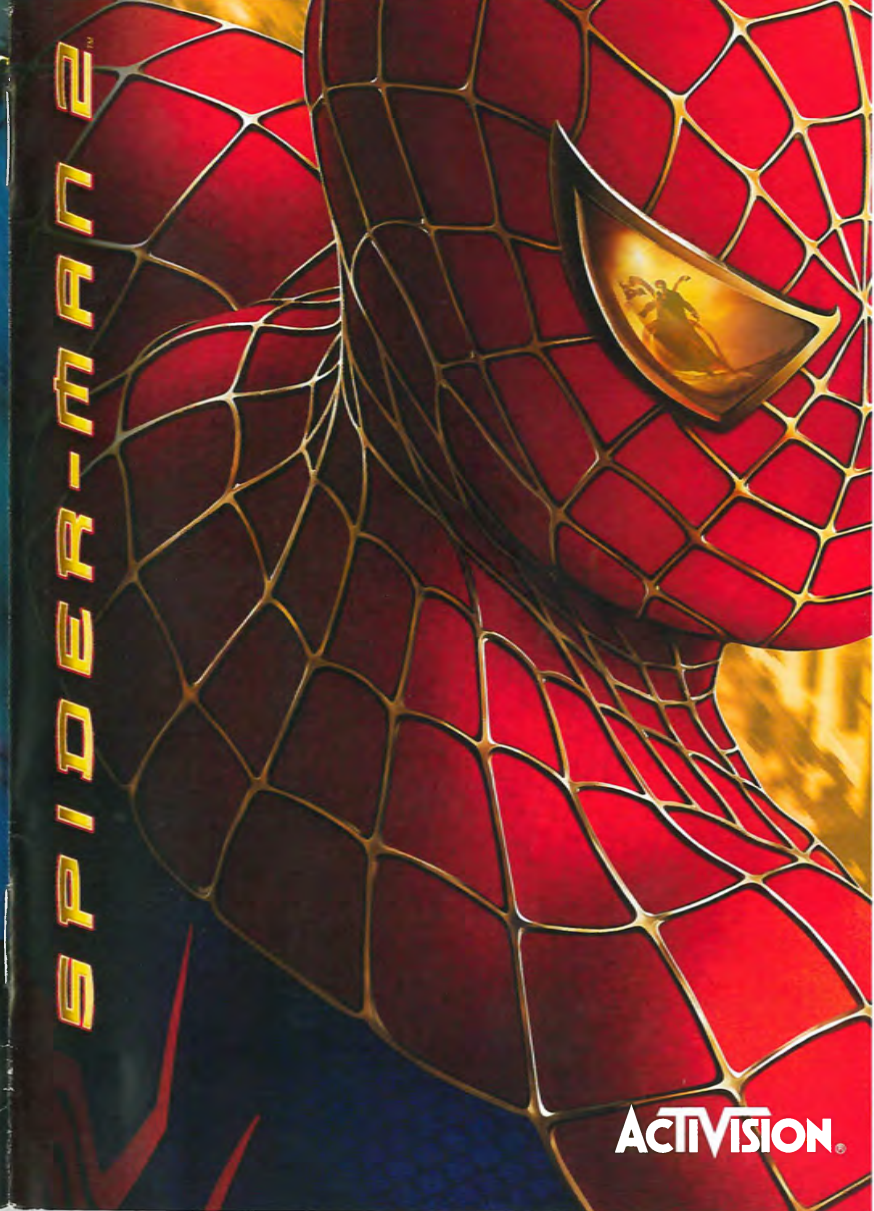


Register your product online so we can enter you in our monthly drawing for a fabulous Activision prize.

Activision, Inc., P.O. Box 67713, Los Angeles, CA 90067

Spider-Man and all related characters, TM & © 2004 Marvel Characters, Inc. Spider-Man 2, the movie, © 2004 Columbia Pictures Industries, Inc. All rights reserved. Game code © 2004 Activision, Inc. and its affiliates. Published and distributed by Activision Publishing, Inc. Activision is a registered trademark of Activision, Inc. and its affiliates. All rights reserved. The ratings icon is a registered trademark of the Entertainment Software Association. All other trademarks and trade names are the properties of their respective owners. 80587 226 US

SPIDER-MAN 2



ACTIVISION

About Photosensitive Seizures

A very small percentage of people may experience a seizure when exposed to certain visual images, including flashing lights or patterns that may appear in video games. Even people who have no history of seizures 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 may 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.

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 presented during the normal course of game play 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 safely played 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 on your set.

Other Important Health and Safety Information

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

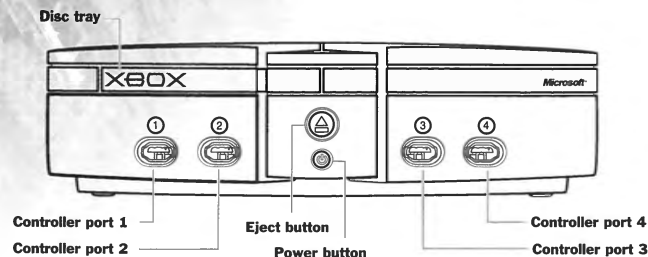
Unauthorized copying, reverse engineering, transmission, public performance, rental, pay for play, or circumvention of copy protection is strictly prohibited.

Microsoft, Xbox, and the Xbox logos are either registered trademarks or trademarks of Microsoft Corporation in the United States and/or other countries and are used under license from Microsoft.

CONTENTS

Starting Up	2
Go Wherever a Spider Can	4
Create a Profile	4
Pause Menu Screens	4
Do Whatever a Spider Can.	6
Swinging	8
Web Attacks	9
Combat System	10
General Info	13
Gameplay Tips	16
Credits	18
Customer Support	28
Software License Agreement	33

STARTING UP



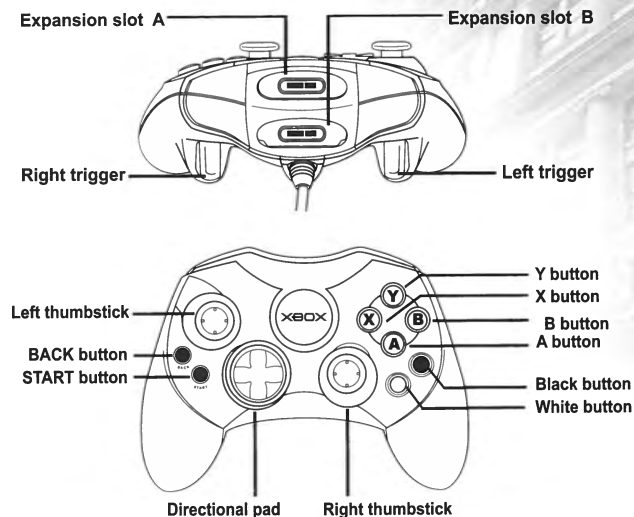
1. Set up your Xbox® video game system by following the instructions in the Xbox Instruction Manual.
2. Press the Power button and the status indicator light will light up.
3. Press the Eject button and the disc tray will open.
4. Place the *Spider-Man 2™* disc on the disc tray with the label facing up and close the disc tray.
5. Follow on-screen instructions and refer to this manual for more information about playing *Spider-Man 2™*.

Avoiding Damage to Discs or the Disc Drive

To avoid damage to discs or the disc drive:

- Insert only Xbox-compatible discs into the disc drive.
- Never use oddly shaped discs, such as star-shaped or heart-shaped discs.
- Do not leave a disc in the Xbox console for extended periods when not in use.
- Do not move the Xbox console while the power is on and a disc is inserted.
- Do not apply labels, stickers or other foreign objects to discs.

Using the Xbox® Controller



1. Connect the Xbox Controller into any controller port on the front of the Xbox console.
2. Insert any expansion devices (for example, Xbox Memory Units) into controller expansion slots as appropriate.
3. Follow on-screen instructions and refer to this manual for more information about using the Xbox Controller to play *Spider-Man 2™*.

GO WHEREVER A SPIDER CAN

This time around, you get to go everywhere. Climb to the top of skyscrapers or dive down to the busy streets. Swing around Times Square or run inside the buildings of Manhattan. You and Spider-Man have free rein over the city.

CREATE A PROFILE

Login Screen

Press the **START** button to Pause the game. Then pull the **left trigger** and **right trigger** to see the various Pause Menu screens. Start by creating a user profile to save your game progress. Enter a name using the directional pad to navigate and press the **A** button to select letters. Choose **Enter** on the screen to start the game.

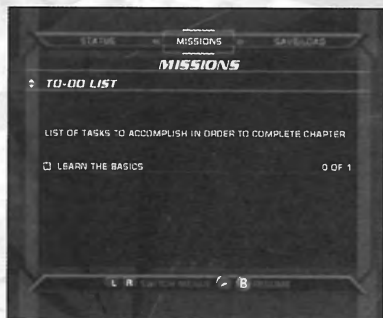


PAUSE MENU SCREENS

Use the Pause Menu to access all game screens during play. Use the **left** and **right triggers** to see the Pause Menu screens. Use the directional pad and the **A** button to highlight and select options. Press the **START** button to return to your game. From the Pause Menu you can access the following screens:

Missions

Go to the Missions screen to check the To Do List to stay up to date on what you've done and what you have to do next.



Save/Load

Save, load or start a new game.

To save your game, press the **START** button to access the Pause Menu. Pull the **right trigger** button to get to the Options Menu and then choose **Save**. You can choose to save your game in 1 of 3 slots.



You can save your game whenever you want. When you load the game the next time, you'll get all your stuff back. Good times to save are whenever you finish a chapter, do well at a challenge or find a hard-to-reach secret token.

Options

Here you can turn the Score Display, Controller Vibration and Easy Swinging mode on and off; change the sound settings; view or change the controller configuration; and invert the **right thumbstick's** camera controls.



Status

Check on your Combat upgrades, Locomotion upgrades, Awards and Game Stats on this screen.



DO WHATEVER A SPIDER CAN

Action	Controls	Notes
Attack/Action	X button	Press to perform different punches and kicks. Press to activate switches.
Evade/ Attach to Wall	B button	Press when Spider-Man's head flashes to dodge attacks. When you're near a wall, press and hold to attach to the wall and start crawling. Press and hold when you're near street lamps and flagpoles to grab on to them.
Web	Y button	Hold down the Y button to tie up an enemy with webbing. Tap the Y button to blind or disarm an enemy with webbing.
Jump	A button	Tap to jump. Tap again to perform a double jump. Hold down the A button to charge your jump meter. Release the A button to perform a charged jump.
Web Swing	right trigger	Pull to begin swinging. (See Swinging on page 9 and Gameplay Tips on page 16 for swinging tips.)
Sprint	left trigger	Pull and hold while running, crawling, swinging and web attacking to turbo charge your action.
Grapple/ Pick Up	Y button for hurt civilians Y + B buttons for thugs	Hold the Y button to web tie thugs or reel in civilians who are in trouble. Hold the B button while web tying a thug to reel the thug into a grapple.

Action	Controls	Notes
Movement	left thumbstick	Move a little to walk or move all the way to run.
Rotate Camera	right thumbstick	Move the right thumbstick to rotate the camera. If you don't like the way the camera rotates, you can invert its movement on the Options screen of the Pause menu.
Spider Reflexes	Black button or ↑ on the directional pad	Press the Black button or ↑ on the directional pad to turn on Spider Reflexes Mode.
Re-Center Camera	White button	Press the White button to re-center the camera behind Spider-Man.
Web Zip (has to be purchased)	left trigger + right trigger	Pull and hold the left trigger, then pull the right trigger.
Camera Lock-on Mode	↓ on the directional pad	Press ↓ on the directional pad to enter Camera Lock-on Mode. Move the right thumbstick left or right to toggle through the enemies.
Pause	START button	Press the START button to toggle the Pause Menu.
Map	BACK button	Press the BACK button to view a 3D top view map of the city.

SWINGING

If you picked **Easy Swinging** at the beginning of the game, just pull the **right trigger** to shoot a web, and hold on to the **right trigger** as long as you want to swing. Let go of the **right trigger** to release your web and sail through the air. Shoot another web by pulling the **right trigger** again.

Normal Swinging gives you more precise control over Spider-Man. Pull the **right trigger** to shoot a web and begin to swing. While swinging, you can pull the **right trigger** again to immediately shoot another web. However, you can control your movement better if you first press the **A** button to jump off your web. After sailing through the air for a while, pull the **right trigger** again to start another web. (See page 16 for more tips on Normal Swinging.)

For best results under Normal Swinging, you need to master swing jumping. First do a charged jump off the ground so you can get some air before you begin. Then pull the **right trigger** to shoot a web and begin to swing. As soon as you begin swinging, press and hold the **A** button to charge your jump meter. When it's completely charged and you're moving in the direction you want to go, let go of the **A** button to do a charged jump off your web. Fly through the air for a second or two, steering with the **left thumbstick**. Then pull the **right trigger** again to shoot your next web, and repeat. You're swing jumping!

To swing jump even faster, pull the **left trigger** at the bottom of your swing for a turbo boost forward!

In Normal Swinging, you can stop yourself in midair by shooting a second web and hanging from two web lines at once. Pull the **right trigger** to swing, as usual. While swinging, pull and hold the **right trigger** to shoot a second web.

Whenever you pull the **right trigger** to swing, whether you're in Easy Swinging or Normal Swinging, you'll shoot a web at a good target in the direction that you're pointing the

left thumbstick. If you want your web to stick to the building ahead of you and to the left, just move the **left thumbstick** forward and to the left while pulling the **right trigger**.

If you want to change from Easy Swinging to Normal Swinging or vice versa, go to the Options screen of the Pause Menu.

WEB ATTACKS

As the amazing Spider-Man, you have a variety of web-based attacks at your disposal. See page 11 for a complete list of combos.

Web Tie: The classic Spider-Man action that allows you to tie up your foes. Hold down the **Y** button to tie up enemies so they cannot attack Spidey. Enemies eventually work free of the webbing, so be sure to keep an eye out so you don't get surprised. Some powerful enemies can dodge out of the way of your webbing and some are completely invulnerable to it.

Impact Webbing: The web ball can be very helpful when fighting a group of enemies. Pull and hold the **left trigger** and press the **Y** button to shoot a web ball at your enemy. They'll be momentarily entangled so you can take care of another enemy. Impact webbing is harder to dodge than a web tie.

Web Yank: Need to deal with an enemy who wants to stay at long range? Try the **Y** button + back on the **left thumbstick** to bring an opponent up close and personal where Spidey can deal with them properly. Press the **Y** button and move the **left thumbstick** in different directions to try different yanks.

See pages 11 and 12 for examples of Web Attacks.

COMBAT SYSTEM

Combos

Spider-Man 2™ has an open-ended combat system that lets you press Attack, Web and Jump commands in different sequences to perform combos that capitalize on Spider-Man's agility and quickness.

Dodge Button: This button comes in really handy when Spidey is being shot at or attacked by a bunch of thugs. When attacked, your Spidey sense tingles and Spidey's head flashes. Press the **B** button when Spidey's head lights up and he will dodge the attack. From the dodge you can start a counter attack.

Purchase New Combos: There are multiple Upgrade Stores in the city where Spider-Man can go to upgrade his special abilities like swinging, combat and web attacks.

Air Juggle Combat: You'll often knock enemies up into the air. To Air Juggle a bad guy, just launch one of them into the air and then charge jump (hold down the **A** button to charge up and then release) to catch up to the enemy. While in the air, you can begin to punch. Skilled players can use punches, kicks, jumps and web yanks to stay in the air while defeating all the bad guys.

Combat Combos

Some of these combos will work right from the beginning of the game, and others you have to purchase from the Spidey Stores in the city. Make sure to rack up those Hero Points so you can get more combos—including special combos not listed here!

Control	Action
X button	Right Hook
X button, X button	Left Hook
X button, A button	Hop-over Head Punch (escape)
X button, Y button	Web Trip
X button, X button, X button	Knockdown Punch
X button, X button, A button	Jump-off Kick
X button, X button, Y button	Web Hammer
X button, X button, Y button, 360° left thumbstick rotation	Link to Web Rodeo (hold the Y button, rotate the left thumbstick) (clearing, knock away)
X button, A button, X button	Air Kick (launches enemy)
X button, Y button, X button	Double Fist Uppercut (launches enemy)
Y button	Web Trap/Blind/Disarm

Control	Action
Y button, ↑ on left thumbstick	Yank Up (launches enemy) (tap to blind/disarm, hold to trap)
Y button, ↓ on left thumbstick	Yank Toward Self (homing, launches enemy, range)
Y button, ← on left thumbstick	Yank Left (distance)
Y button, → on left thumbstick	Yank Right (distance)
Y button, 360° left thumb- stick rotation	Web Rodeo (hold the Y button, rotate the left thumbstick) (clearing, knock away)
Y button, X button	Yank Kick
Y button, X button, X button	Thrust Kick
Y button, X button, Y button	Web Blast (knock away)
X button	Roundhouse Kick (must be in Spider Reflexes)
X button, X button	Drop Kick (must be in Spider Reflexes)
X button, X button, X button	Mule Kick (must be in Spider Reflexes)
left thumbstick + X button	Rising Uppercut (hold button to rise with target) (launches enemy, escape)
B button, X button	Counter Flip Kick (dodge was successful)

Control	Action
B button, ← on left thumbstick + X button	Counter Elbow (dodge was successful)
B button, → on left thumbstick + X button	Counter Uppercut (dodge was successful)

Note: Some attacks are different and enhanced when Spider Reflexes are active.

GENERAL INFO

- *Meters*



The *Health Meter* decreases when you get hurt. To increase your health, pick up the health icon that appears after stopping various crimes in the city.

The *Hero Meter* shows how long you can keep Spider Reflexes going (press ↑ on the directional pad). You can fill up the Hero Meter by doing stylish Spider-Man moves like acrobatic swinging moves or dodging attacks.

The *Jump Meter* shows how much you have charged your jump. It increases as long as you press the **A** button, indicating how high you'll jump when you let go.

- *Jump While You Swing*

While swinging, hold down the **A** button to charge up your jump meter. At the end of your swing, release the **A** button. This allows Spider-Man to get higher and gain momentum. See pages 8 and 16 for more swinging tips.

- *Swing Boost*

When swinging, pull the **left trigger** to get a swing speed boost. If you pull the **left trigger** at the bottom of your swing, you'll get the maximum boost.

- *Citizens in Distress Missions*

While swinging through the city you'll see civilians with a green **?** icon over their heads. You can choose to approach them and begin a mission. First, walk up to the civilian, face them and press the **X** button. They'll tell you that someone's being attacked, robbed or just needs help. Completing these missions earns Hero Points that you can spend in one of the Upgrade Stores.

- *Random Crimes*

Sometimes while swinging around the city you'll notice random crimes occurring. You can choose to intervene and stop the crime or continue on your way if you're too busy. It's not mandatory, but stopping these crimes earns Hero Points.

- *Zoom Map*

If you're outdoors, you can press the **BACK** button to show the zoom map. (The game will remain paused for as long as you want to look at the map.) Then use the following controls:

Control	Action
directional pad or left thumbstick	Move the map around
Y button	Zoom out so you can see more area
A button	Zoom in so you can see more detail
right and left triggers	Show challenges, hint markers or key locations nearby
B or BACK buttons	Leave the zoom map

- *Hero Points*

Spider-Man can earn Hero Points by doing a number of heroic things: stopping petty crimes, saving helpless civilians, beating up the super villains and many more... Use the Hero Points you earn to upgrade Spider-Man's combat, webbing and swinging abilities in one of the Upgrade Stores in the city.

Icons in the Game

	Story Mission Objective (Blue)		Go Here Icon
	Civilian Offering Information (Green)		Special Place Icon
	Petty Crimes (Purple)		Daily Bugle Icon
	Objective for To Do List		Pizza Icon
	Camera Icon (Yellow) (used in Daily Bugle Missions)		MJ's Apartment Icon
	Citizens in Distress Mission Waypoint (Yellow)		Peter's Apartment Icon
	Civilian Needing Help (Yellow)		Upgrade Store Icon
	Enemy (Red)		Movie Theatre Icon
	Damaged Enemy (Red and Yellow)		Trick Icon
			Hint Icon

GAMEPLAY TIPS

1. Normal Swinging: You can master swing jumping if you get the rhythm. While moving the left thumbstick forward, pull the **right trigger**. Then hold the **A** button for about 2 seconds to charge your jump meter until you're about two-thirds of the way through your swing and moving forward quickly. Let go of the **A** button to do a charged jump. Sail through the air for a couple seconds, then repeat.
2. Normal Swinging: If you're having trouble gaining altitude, do the above steps for swing jumping, but wait an extra second before you let go of the **A** button to do your charged jump. Spider-Man will leap higher in the air, but not as far forward. Then after a second, pull the **right trigger** again to keep swinging.
3. Whenever you pull the **right trigger**, Spider-Man tries to shoot a web at whatever object you're pointing at with the **left thumbstick**. This might be a building, a tree or even a helicopter. So if you're swinging and you want to take a left turn, try shooting a web at the building on your left so your momentum will carry you in that direction. If you keep hitting the ground right after you start to swing, try doing a charged jump from the ground before you pull the **right trigger** to swing for the first time.
4. For fast swinging, master the speed boost. Pull the **left trigger** at the bottom of your swing, then do a charged jump and go straight. Feel the burn.
5. Visit the Upgrade Stores often for upgrades to your swing speed and more combos for combat.
6. Try not to get hit. Dodge incoming attacks and, if your timing is right, counter attack!
7. Many enemies have defenses against some of your attacks. If thugs are blocking all your normal attacks, try web-tying them (hold down the **Y** button), or start a combo with the web button (the **Y** button). If they're dodging your webbing, try out some aerial combos or impact webbing. And don't forget, there's always Spider Reflexes!
8. If you get hurled through the air by an explosion or a hard hit, rapidly press any button to shake it off and regain control.
9. If a mission seems too hard, choose **Restart Chapter**, save up some Hero Points, buy upgrades from the Upgrade Store and try it again!
10. Not sure what to do? Check your To Do list in the Pause Menu by pressing the **START** button.
11. Press the **BACK** button to view the zoom-out map to plan your route when you need to get through the city quickly. It lets you see where you need to go. You can take your sweet time and the best part is you can zoom all the way out to over a mile above the city!
12. Master web-zipping, wall-running and springing off buildings to take the swinging experience to another level.
13. Be sure to save the game before you turn off your Xbox console or you'll lose your progress. Press the **START** button, then pull the right trigger to get to the Save/Load screen, then choose **Save Game**.
14. Have fun!

CREDITS

Starring

**Peter Parker™/
Spider-Man®**
Tobey Maguire

**Dr. Otto Octavius™/
Doc Ock™**
Alfred Molina

Mary Jane Watson™
Kirsten Dunst

Tour Guide
Bruce Campbell

SPIDER-MAN 2 DEVELOPED BY TREYARCH

Creative Director
Tomo Moriwaki

**Technical Director/
Designer**
Jamie Fristrom

Art Directors
Alexandre Bortoluzzi
James Chao

Technical Director
Michael Vance

Lead Game Designer
Aki Akaike

Chief Engineer
Jason Bare

Chief Animator
James Zachary

Chief Texture Artist
Chris Erdman

Chief Modelers
Arnold Agraviador
Cameron Petty

Audio Director
Tom Hays

Producers
Jeremiah Maza
Jonathan Zarnkoff

Senior Producer
Gregory John

Executive Producer
Bill Dugan

**Design
Designer**
Andrew "Rook" Bains

Designer
Richard Bisso

Designer
Jason M. Bryant

Designer
Joel Burgess

Designer
Brent Kollmansberger

Senior Designer
Mark Nau

Senior Designer
Eric Pavone

Designer
Chad Proctor

Writer/Designer
Matthew B. Rhoades

Designer
Rey Samonte

Designer
Hans Wakelin

Art

Interface Artist
Zenta Aki

Special Effects
Mike Bambino

Modeler
Tong Chen

Character Modeler
Erik Drageset

Animator
Ryan Duffin

Special Effects
Darwin Dumlaio

Modeler
Travis Eastep

Texture Artist
Karine Fortin

Modeler
Douglas Guanlao

Modeler
Anthony Han

**Concept Artist/
Texture Artist**
Ian Peter Diesen Hosfeld

Modeler
Chad "Machine" Jones

Modeler
Barbara Krug

**Character
Texture Artist**
Michael McMahan

Modeler/Texture Artist
Guinn Nguyen

Character Modeler
Kevin Pasko

Animator
Adam Rosas

Technical Art Director
Pascal Sahuc

Texture Artist
Manuel Salazar

Modeler
Jake Santa Ana

Texture Artist
Greg "Craola" Simkins

Animator
Tim Smilovitch

Modeler
Erik Stone

Modeler
Johnny Van Zelm

**Code
Chief Technical Officer**
Dr. Peter T. Akemann

Programmer
David Cook
Beth Cutler
Toby Lael
Bryan McNett
Evan Olson

**Programmer/
Designer**
Jeremy Parker

Programmer
Bob Parkinson Jr.

Programmer
Andrei Pokrovsky

Programmer
Eduardo Poyart

Programmer
Chris Strickland

Programmer
Greg Taylor

Programmer
Joseph I. Valenzuela

Programmer
Leonardo Zide

**Production
Associate Producer**
John M. Dehart

Producer
Nick Doran

Associate Producer
Roberto Sanchez

Associate Producer
Kevin Tomatani

**Sound
Sound Editing
and Design**

Christopher Alba
Brian Fredrickson
Kris Giampa
Charles Maynes

**Additional Sound
Effects**
Richard Adrian

Lead Dialog Editor
Stephanie Brown

**Dialog Editing
and Mastering**
Scott Purvis
Michael Vangen

Foley Supervisor
John Morris

Foley Artists
John Roesch
Alyson Moore

Foley Mixer
Marilyn Graf

Foley Recordist
Scott Morgan

Sound Assistant
Peter Beal

**Audio Director/
Producer**
Sergio Bustamante II

**Tools & Libraries
Lead Programmer**
Wade Brainerd

Programmer
John Allensworth

Programmer
Shawn Baird

Programmer
Andy Chien

Programmer
Christian Diefenbach

Senior Programmer
Paul Edelstein

Programmer
Florent "GFS" Gluck

Technical Director
Vladimir Kravtchenko

Programmer
Jason McKesson

Programmer
Michael Montague

Programmer
Joe Nugent

Senior Programmer
Dimiter "Malkia" Stanev

Programmer
Craig Stewart

Programmer
Krassimir Touevsky

Quality Assurance

Lead Tester

Adrian Balanon

Production Testers

Jim Call
Heath Cécere
Ismael Garcia
Elliot Jackson
Russell Johnson
Gavin Locke
Keith McClellan
Dave Padilla
Jason Ralya
Anthony Saunders
Aaron Smith

Additional Design

Christopher A. Busse
Thomas Henderson
Steve McNally
Brian Reed
David C. Sum

Additional Art

Sukru Gilman
Brad Grace
Jeff Hayes
Brian Morrisroe
Chuck Wadey
Michael Zimmerman

Additional Code

Dmitry Belay
Ryan Broner
James Jenista
David Johnston
John Lydon
Tim Probst
Charles Tolman

Additional Production

Susan M. Long
Carlos Monroy

Additional Cinematics

Jonathan Lauf

Information Technology

Director Of Operations

Rose Villasenor

IT Engineer

John Andrunas

Administration

President, Treyarch

Dogan Koslu

Office Manager

Cory Chappell

Office Manager

Doris Argoud

Technicolor Sound Services

Cinematics Mixer

Phillip Kovats

Voice Talents

Black Cat™

Holly Fields

Dr. Curt Connors™

Joe Alasky

Harry Osborn™

Additional Voices

Josh Keaton

J. Jonah Jameson™

Additional Voices

Jay Gordon

John Jameson™

Additional Voices

Charles Klausmeyer

Betty Brant™

Additional Voices

Bethany Rhoades

Robbie Robertson™

Additional Voices

Jeff Coopwood

Aunt May™

Additional Voices

Mindy Sterling

Rhino™

John Dimaggio

Quentin Beck/Mysterio™

Additional Voices

James Arnold Taylor

Shocker™

Additional Voices

Michael Beattie

Mr. Aziz™

Additional Voices

Keith Szarabajka

Police Officer

Mike Mccoll

Arena Announcer

Larry Huffman

Additional Voices

Roscoe "Rocky" Carrol

Peter Lurie

Niecy Nash

Angela V. Shelton

David Sobolov

Herschel Sparber

Tasia Valenza

PUBLISHED BY ACTIVISION PUBLISHING, INC.

President, World Wide Studios

Kathy Vrabec

Production

Producer

Matt Powers

Associate Producers

Juan Valdes

Irwin Chen

Production Coordinators

Alex Garcia

John Sweeney

Casey Keefe

Sony Pictures Liaisons

Kelly Byrd

Jeffrey Chen

Executive Producer

Chris Archer

Vice President, North American Studios

Dave Stohl

Senior Producer

Marc Turndorf

Vice President, North American Studios

Murali Tegulapalle

Marketing and PR

Brand Manager

Michael Chiang

Associate Brand Manager

Roy Alojado

Vice President, Marketing

Will Kassoy

Vice President, Corporate Communications

Maryanne Lataif

Director, Corporate Communications

Michelle Nino Schroder

Manager, Corporate Communications

Ryh-Ming C. Poon

Publisher, Corporate Communications

Aaron Grant

Vice President of Technology

Steve Pearce

Art Director

David Dalzell

Additional Design

Trey Watkins

Legal

Director, Business and Legal Affairs

Greg Deutsch

Senior Paralegal

Mike Larson

Paralegal

David Kay

Legal Administrative Assistant

Danielle Kim

Special Thanks

Philip Terzian

Jay Komas

Creative Services

V.P., Creative Services and Operations

Denise Walsh

Director of Creative Services

Matthew Stainner

Creative Services Manager

Jill Barry

Creative Services Assistant Manager

Shelby Yates

Packaging and Manual Design

Ignited Minds LLC

Music Department Worldwide Executive of Music

Tim Riley

Music Supervisor and Licensing Coordinator

Brandon Young

Music Department Thanks

The Distillers

Stu Sobol

Josh Brooks

Andie Brokaw

Alain Johannes

Natasha Shneider

Brian Bumbery

MTV

Rolling Stone

Quality Assurance/ Customer Support

Project Lead

Ian Moreno

Senior Project Lead

John Rosser

Night Shift Lead

Frank So

Third Shift Lead

Baro Jung

QA Manager

Joe Favazza

TEST TEAM

Floor Lead

Keefe Kwan

Floor Lead (Night Shift)

Kop Tavornmas

Database Coordinator (Day Shift)

Max Martin

**Database Coordinator
(Night Shift)**

Hadar Silverman

Console Coordinators

Lee Cheramie
Aaron Justman
George Ngo

**City Coordinator
(Day Shift)**

Brian Morrison

**City Coordinators
(Night Shift)**

John MacMillan
Judd Hollander

Testers

Gus Amador
Ron Avila
Hugh Bach
Seth Belber
John Berry
Tony Black
Jonathan Bishop
Byron Brazil
Anthony Broadnax
Kyle Carey
Ricky Castaneda
James Cha
Josh Chandler
Hubert Cheng
David Cherney
Brandon Clark
Michael Clarke
Alex Coleman
Peter Cornforth
Clifton Crofts
Brian Crowder
Leviticus Davis
Kai Derebey
David Dimov
Brian Douglas
John Durishan
Matt Eagleson
Ryan Ellis
Derek Faraci
Vince Fennel

Ryan Ford
Dave Garcia-Gomez
Randy Guillote
John Harvey
Sasan Helmi
Alex Hirsch
Kieran Teak Holly
Bryan Jury
Paul La Motte
Laura Landolf
Jason Lewis
Rashad Lewis
Andrew Linstrom
Michael Liu
Kris Kauthen
Tim Keosababian
Brian Keppler
Scott Kiefer
Kurt Kim
Michael Kocel
Kevin Kraeer
Paul Kwon
Matt Mahler
Chad Makings
Chad McDonald
Tony Meysenburg
Hideki Omega
Jose J. Ornelas
Mike Ortiz
Trevor Page
James Park
Richard Park
Richard Pearson
Sean Peotter
Issaic Pfeiffer
Danielle Pino
Jacob Porter
David Powers
Veneet Puri
Sal Rangal
Reza Rasoli
Patrick Reddeck
Martyn Rentzer
Martin Rios
Eric Rodgers
Dustin Rubin
Mike Ryan

Reshan Sabaratnam
Aldo Sarellano
Aaron Sedillo
Chris Shanley
Chris Simon
Justin Simonson
Elizabeth Stockton
Fritz Striker
Duane Than
Phil Thomas
Frank Vasquez
Nicholas E. Weaver
Clifton Webster
William Whaley
Tony White
David Wilkinson
Marc Williams

**Manager,
QA Night Shift**
Adam Hartsfield

**Manager,
QA Third Shift**
Jason Levine

**Manager, Technical
Requirements Group**
Marilena Rixford

**Sr. Lead, Technical
Requirements Group**
Siôn Rodriguez y Gibson

**Testers, Technical
Requirements Group**

Aaron Camacho
Robert Lara
Taylor Livingston
Marc Villanueva

Localization Testers

Simon Dawes
Erwan Jergouzo
Christian Wegler
Jose C. Cabezas

**Manager,
Customer Support**
Bob McPherson

**Customer Support
Leads**

Gary Bolduc-
Phone Support
Michael Hill-
E-mail Support

CS/QA Special Thanks

Jim Summers
Jason Wong
Tim Vanlaw
Nadine Theuzillot
Ed Clune
Jason Potter
Matt McClure
Glenn Vistante
Chris Keim
Indra Yee
Joule Middleton
Todd Komesu
Vyente Ruffin
Willie Bolton
Chad Siedhoff
Jennifer Vitiello
Jeremy Shortell
Sarah Pepin
Nick Favazza
Mike Rixford
Tyler Rivers

**SONY PICTURES,
INC.**

**Spider-Man 2
Theatrical Sound Design**

**Sony Pictures
Consumer Products**
Mark Caplan
Laetitia May
Eric Thomsen

**MARVEL
ENTERPRISES,
INC.**

**Executive Producer/
Manager of
Game Development**
Ames Kirshen

**President of Worldwide
Consumer Products**
Tim Rothwell

**Executive Vice
President Consumer
Products, Promotions
And Media Sales**
Russell Brown

President of Publishing
Gui Karyo

Legal Affairs
Seth Lehman
Joshua M. Silverman
Carl Suecuff

Special Thanks
Avi Arad
Ari Arad
Joe Quesada
Dan Buckley
Chris Fondacaro
Tom Marvelli
Jeff Poulin
John Stires
Eric Diehn

**BLUR
Creative Director**
Tim Miller

CG Supervisor
Jerome Denjean

CG Producer
Sherry Wallace

**Storyboards &
Concept Art**
Chuck Wojtkiewicz
Sean McNally

Layout Animator
David Nibbelin

Animation Supervisor
Jeff Weisend

CG Animator Lead
Makoto Koyama

CG Animators
Craig Gilmore
Cemre Ozkurt

Modelers
Jangwoo Choi
Sebastien Chort
Jerome Denjean
Willi Hammes
Alexandre Litchinko
Barrett Meeker
Nathan Reidt
Laurent Pierlot
Seung Youb Shin
Tim Wallace
Dave Wilson

Finishing & Lighting
Jerome Denjean
Willi Hammes
Dan Knight
Tim Wallace
Dave Wilson

Visual Effects
Daniel Perez Ferreira
Kirby Miller

**Rigging & Cloth
Simulation**
Paul Hormis

**Animation
Technical Director**
Jon Jordan

**Motion
Capture Supervisor**
John Bunt

**Motion Capture
Data Clean Up**
Ryan Girard

Motion Capture Actors
Gavin Carlton
Meredith Charles
Steve Gibbons
James Lee Hymes
Vanessa Vander Pluym

Production Coordinator
Debbie Yu

Production Assistant
Amanda Powell

**Programming &
Systems Administration**
Duane Powell
Daemeon Nicolaou
Matt Newell
Barry Robison

MUSIC
KMFDM
Michael McCuiston

Orchestrations
Lolita Ritmanis
Larry Rench

Music Scoring Mixer
Robert Fernandez

Orchestra Conductor
Michael McCuiston

Orchestra Contractor
Debbi Datz-Pyle

Music Preparation
Eric Stonerook Music

Recorded At
Eastwood Scoring Stage
Los Angeles, CA

Booth Consultant
Lolita Ritmanis

Pro Tools
Vincent Cirilli

Auricle
Richard Bronskill

**ORCHESTRA
Concertmaster**
Bruce Dukov

Violins
Richard Altenbach
Darius Campo
Lily Ho Chen
Franklin D'antonio
Joel Derouin
Dave Ewart
Pat Johnson
Phillip Levy
Robin Olson
Claudia Parducci
Katia Popov
Jay Rosen
Haim Shtrum
Mari Tsumura
Josephina Vergara
Eun Mee Ahn
Alan Grunfeld
Razdan Kuyumjian
Olivia Tsui

Violas
Brian Dembow
Carrie Holzman
Roland Kato
Vicky Miskolczy
Mike Nowak
Simon Oswell
John Scanlon
Harry Shirinian
Shawn Mann
Shanti Randall

Cellos
Steve Erdody
Larry Corbett

Paula Hochhalter
Armen Ksajikian
Miguel Martinez
Cecilia Tsan
Vahe Hayrikyan
Tim Landauer

Basses
Ed Meares
Drew Dembowski
Sue Ranney
Ian Walker
Chris Kollgaard
Frances Lu Wiu

Flutes
Susan Greenberg
Geri Rotella

Oboes
Leane Becknell
Barbara Northcutt

Clarinets
Gary Boyver
Ralph Williams

Bassoons
Rose Corrigan
Dave Riddles

French Horns
Brian O'Connor
John Reynolds
Steve Becknell
Dan Kelley
Rick Todd
Joe Meyer

Trumpets
Malcolm McNab
Jon Lewis
Gary Grant
Marissa Benedict

Trombones
Charlie Loper
Bill Reichenbach
Phil Teele

THE DISTILLERS



Beat Your Heart Out

Song and Lyrics by Brody Dalle

© 2003 Distilla Nation Music BMI. All arrangements by The Distillers.
Published by Chrysalis Songs/Distilla Nation Music (BMI)

Theme from Spider-Man

Performed by The Distillers

Written by Bob Harris and Paul Webster

Published by Hillcrest Music and Webster Music

The Distillers are:

Andy Granelli (Drums)
Brody Dalle (Guitar/Vocals)
Ryan Sinn (Bass/Vocals)
Tony Bradley (Guitars/Vocals)

www.wbr.com

Tuba

Tommy Johnson

PercussionTom Raney
Wade Culbreath**Timpani**

Peter Limonick

Harp

Katie Kirkpatrick

Piano

Mike Lang

Electric Guitar

Greg Herzenach

ADDITIONAL MUSIC

"Beat Your Heart Out"
Songs & Lyrics by
Brody Dalle
© 2003 Distilla Nation
Music BMI
All Arrangements by
The Distillers
Published by Chrysalis
Songs/Distilla Nation
Music (BMI)
www.wbr.com

"Theme from Spider-Man"

Performed by
The Distillers
Written by Bob Harris
and Paul Webster
Published By Hillcrest
Music & Webster Music
The Distillers are:
Andy Granelli (Drums),
Brody Dalle
(Guitar/Vocals),
Ryan Sinn (Bass/Vocals),
Tony Bradley
(Guitars/Vocals)

Recorded ByJamie Kahn
at
Function 8**Bass**

Monte Vallier

Guitar

Nico Wenner

Organ

Marc Capelle

Drums

Jon Weiss

Additional MusicRed-Eye
Christopher Alba**Voice Over Recorded at**

Woodholly Studios
Hollywood, CA
Sound One Studios
New York, NY
Ron Rose Productions
Detroit, MI
Oregon Sound Recording
Central Point, OR

DOLBY

For Dolby®

Digital Decoding:

This game is presented in
Dolby Digital. Connect
your Xbox to a sound
system with Dolby Digital
Technology using a digital
optical cable with an Xbox
Advanced A/V Pack or
Xbox High Definition A/V
Pack. Select Dolby Digital
in the Dashboard menu
of the Xbox to experience
the excitement of
surround sound.

**TREYARCH
THANKS**

Eric Steinmann
Dan Bunting
Christian Basic
Lisa Ikeda
Patrick Kelly
Jeff Schenkelberg
Alicia Taylor
Julia Bianco
Joey Romero
Neversoft
Luxoflux
Shawn Capistrano
Amy Hurdelbrink
Terri McAlpine
Larry Katata
Kelsey Klamt
Nigel Mills
Rob Nesler
Gloria Rodriguez
Aimee Salvatore
Gagandeep Sidhu
Kristen Walkley
Anthony Griffin
Chris Ovitz

**Treyarch
Special Thanks**

Stan Lee
Steve Ditko
Sam Raimi
Mom & Dad
Martin Donlon...
See? in the credits
Brett Douville
Marlene & Kyra Dugan
Allan & Mary Dugan
Jeff Emery
Fluffy_White_Bunny for
taking the red pill
Dianne Fristrom
James Fristrom
Amaria George...
S.H.M.I.L.Y.?
Giga...
for technical assistance
Gloria

Johnny
Ricky & Karen
Susana Haro
Azure Wei Ju
Emma Lai
Doug Lea
Olive Lewis
Morrissey
Katie Mumper
Cathy Pascual
Bonnie Pavone
Michael

Barbara & Robin Pavone
Alexandra Rosas for her
amazing support
Catherine Grace K. Santa
Ana (my little inspiration)
Pam Santa Ana
(understanding wife
& mother)
Santa Ana Family
(those who believed in me)
The Shirley Family for
their infinite support
Judith & Rebecca Vance
Isabel Valenzuela
Kenneth
Anne Marie &
Christopher Vance
Jim
Leslie & Robert Young
Yvonne & Kids

**ACTIVISION
SPECIAL
THANKS**

Bobby Kotick
Brian Kelly
George Rose
Secret Weapon
Marketing
Ignited Minds
Absinthe Pictures
AFM
SAG

Neversoft
Matthew Geyer
John Heinecke
Flora Lew
Melissa Webster
Shelby Yates
Ted Chi
Lisa Gaudio
Tiffany Everett
Johnathan Adair
Steffanie Bullis
Brian "Demo Dude" Pass
Ben Deguzman
The Party Tape
Robert Berger
T.Q. Jefferson
Jeff Poffenbarger
Rick Firmetouchesern
Nick Falzon
Haley Falzon
Ben Deguzman
Peter "Chopper
Dave" Murauez
Nevin "The Hotness"
Dravinski
Jennifer Oneal
Sam Gaglani
Simon Ebejer
Kragen Lum

Brian Bright
Stacey Drellishak
Mike Ward
Mike Fletcher
Adam Goldberg
Nicole Willick
Brian Clarke
Brent Boylen
Jay Gordon
Aaron Gray
Eric Koch
Chris Hewish
Christian Astillero
Eric Fernandez
Eric Grossman
Graham Fuchs
Patrick Bowman
Jason Kim
Danny Taylor
Lee Kekoa
Joe Shackelford
Paul Lee
Robert DePalma
Scott Pease
David Luntz
Christopher Scholz
Monica and Gabby
Macias
Deanna
Jasmine
Jayna Sweeney
Jonathan Ellis
Jennifer Archer
James Jr. and Marion
Connie Lee
Margie & Lewis
Karni Garcia
Shelly Oberlin
Sylvia Orzel
David Powers
& Maggie

CUSTOMER SUPPORT

NOTE: Please do not contact Customer Support for hints/codes/cheats; only technical issues.

Internet/E-Mail: <http://www.activision.com/support>

Our support section of the web has the most up-to-date information available. We update the support pages daily, so please check here first for solutions. If you cannot find an answer to your issue, you can e-mail us using the support form. A response may take anywhere from 24-72 hours depending on the volume of messages we receive and the nature of your problem.

NOTE: Internet/e-mail support is handled in English only.

NOTE: The multiplayer components of Activision games are handled only through Internet/e-mail.

Phone: (310) 255-2050

You can call our 24-hour voice-mail system for answers to our most frequently asked questions at the above number. Contact a Customer Support representative at the same number between the hours of 9:00 am and 5:00 pm (Pacific Time), Monday through Friday, except holidays.

Please do not send any game returns directly to Activision without first contacting Customer Support.

It is our policy that game returns/refunds must be dealt with by the retailer or online site where you purchased the product. Please see the Limited Warranty contained within our Software License Agreement for warranty replacements.

Register your product online at www.activision.com so we can enter you in our monthly drawing for a fabulous Activision prize.

SWING INTO THE NEWEST SPIDER-MAN™ ADVENTURE AS A SUPER HERO™ ...



with the Official Strategy Guide from BradyGames!

- Step-by-step swing-through.
- Spectacular boss strategy.
- Coverage of all-new web-slinging abilities, advanced attacks and maneuvers.
- Tips to achieve the highest hero rating and game secrets uncovered!
- Signature Series guide includes awesome bonus content, a premium item and much more!



To purchase BradyGames' *Spider-Man™ 2 Official Strategy Guide*, visit your local electronics, book or software retailer. Also available online at bradygames.com.

ISBN: 0-7440-0393-8
UPC: 7-52073-00393-7
PRICE: \$14.99 US / \$21.99 CAN / £9.99 Net UK



Spider-Man and all related Marvel characters, TM & © 2004 Marvel Characters, Inc. Spider-Man 2, the movie, © 2004 Columbia Pictures Industries, Inc. All rights reserved. Game code © 2004 Activision, Inc. and its affiliates. Published and distributed by Activision Publishing, Inc. Activision is a registered trademark of Activision, Inc. and its affiliates. All rights reserved. The ratings icon is a registered trademark of the Entertainment Software Association. All other trademarks and trade names are the properties of their respective owners.



NOTES



NOTES

NOTES

SOFTWARE LICENSE AGREEMENT

USE OF THIS PROGRAM IS SUBJECT TO THE SOFTWARE LICENSE TERMS SET FORTH BELOW. "PROGRAM" INCLUDES THE SOFTWARE INCLUDED WITH THIS AGREEMENT, THE ASSOCIATED MEDIA, ANY PRINTED MATERIALS, AND ANY ON-LINE OR ELECTRONIC DOCUMENTATION, AND ANY AND ALL COPIES AND DERIVATIVE WORKS OF SUCH SOFTWARE AND MATERIALS. BY OPENING THIS PACKAGE, AND/OR USING THE PROGRAM, YOU ACCEPT THE TERMS OF THIS LICENSE WITH ACTIVISION, INC. ("ACTIVISION").

LIMITED USE LICENSE. Activision grants you the non-exclusive, non-transferable, limited right and license to use one copy of this Program solely and exclusively for your personal use. All rights not specifically granted under this Agreement are reserved by Activision. This Program is licensed, not sold. Your license confers no title or ownership in this Program and should not be construed as a sale of any rights in this Program.

OWNERSHIP. All title, ownership rights and intellectual property rights in and to this Program and any and all copies thereof (including but not limited to any titles, computer code, themes, objects, characters, character names, stories, dialog, catch phrases, locations, concepts, artwork, animation, sounds, musical compositions, audio-visual effects, methods of operation, moral rights, and any related documentation, incorporated into this Program) are owned by Activision or its licensors. This Program is protected by the copyright laws of the United States, international copyright treaties and conventions and other laws. This Program contains certain licensed materials and Activision's licensors may protect their rights in the event of any violation of this Agreement.

YOU SHALL NOT:

- Exploit this Program or any of its parts commercially, including but not limited to use at a cyber cafe, computer gaming center or any other location-based site. Activision may offer a separate Site License Agreement to permit you to make this Program available for commercial use; see the contact information below.
- Sell, rent, lease, license, distribute or otherwise transfer this Program, or any copies of this Program, without the express prior written consent of Activision.
- Reverse engineer, derive source code, modify, decompile, disassemble, or create derivative works of this Program, in whole or in part.
- Remove, disable or circumvent any proprietary notices or labels contained on or within the Program.
- Export or re-export this Program or any copy or adaptation in violation of any applicable laws or regulations.

LIMITED WARRANTY. Activision warrants to the original consumer purchaser of this Program that the recording medium on which the Program is recorded will be free from defects in material and workmanship for 90 days from the date of purchase. If the recording medium is found defective within 90 days of original purchase, Activision agrees to replace, free of charge, any product discovered to be defective within such period upon its receipt of the Product, postage paid, with proof of the date of purchase, as long as the Program is still being manufactured by Activision. In the event that the Program is no longer available, Activision retains the right to substitute a similar program of equal or greater value. This warranty is limited to the recording medium containing the Program as originally provided by Activision and is not applicable to normal wear and tear. This warranty shall not be applicable and shall be void if the defect has arisen through abuse, mistreatment, or neglect. Any implied warranties prescribed by statute are expressly limited to the 90-day period described above.

EXCEPT AS SET FORTH ABOVE, THIS WARRANTY IS IN LIEU OF ALL OTHER WARRANTIES, WHETHER ORAL OR WRITTEN, EXPRESS OR IMPLIED, INCLUDING ANY WARRANTY OF MERCHANTABILITY, FITNESS FOR A PARTICULAR PURPOSE OR NON-INFRINGEMENT, AND NO OTHER REPRESENTATIONS OR CLAIMS OF ANY KIND SHALL BE BINDING ON OR OBLIGATE ACTIVISION.

When returning the Program for warranty replacement please send the original product disks only in protective packaging and include: (1) a photocopy of your dated sales receipt; (2) your name and return address typed or clearly printed; (3) a brief note describing the defect, the problem(s) you are encountering and the system on which you are running the Program; (4) if you are returning the Program after the 90-day warranty period, but within one year after the date of purchase, please include check or money order for \$20 U.S. currency per game disc replacement. Note: Certified mail recommended.

In the U.S. send to: Warranty Replacements, Activision, Inc., P.O. Box 67713, Los Angeles, California 90067.

LIMITATION ON DAMAGES. IN NO EVENT WILL ACTIVISION BE LIABLE FOR SPECIAL, INCIDENTAL OR CONSEQUENTIAL DAMAGES RESULTING FROM POSSESSION, USE OR MALFUNCTION OF THE PROGRAM, INCLUDING DAMAGES TO PROPERTY, LOSS OF GOODWILL, COMPUTER FAILURE OR MALFUNCTION AND, TO THE EXTENT PERMITTED BY LAW, DAMAGES FOR PERSONAL INJURIES, EVEN IF ACTIVISION HAS BEEN ADVISED OF THE POSSIBILITY OF SUCH DAMAGES. ACTIVISION'S LIABILITY SHALL NOT EXCEED THE ACTUAL PRICE PAID FOR THE LICENSE TO USE THIS PROGRAM. SOME STATES/COUNTRIES DO NOT ALLOW LIMITATIONS ON HOW LONG AN IMPLIED WARRANTY LASTS AND/OR THE EXCLUSION OR LIMITATION OF INCIDENTAL OR CONSEQUENTIAL DAMAGES. SO THE ABOVE LIMITATIONS AND/OR EXCLUSION OR LIMITATION OF LIABILITY MAY NOT APPLY TO YOU. THIS WARRANTY GIVES YOU SPECIFIC LEGAL RIGHTS, AND YOU MAY HAVE OTHER RIGHTS WHICH VARY FROM JURISDICTION TO JURISDICTION.

TERMINATION. Without prejudice to any other rights of Activision, this Agreement will terminate automatically if you fail to comply with its terms and conditions. In such event, you must destroy all copies of this Program and all of its component parts.

U.S. GOVERNMENT RESTRICTED RIGHTS. The Program and documentation have been developed entirely at private expense and are provided as "Commercial Computer Software" or "restricted computer software." Use, duplication or disclosure by the U.S. Government or a U.S. Government subcontractor is subject to the restrictions set forth in subparagraph (c)(1)(ii) of the Rights in Technical Data and Computer Software clauses in DFARS 252.227-7013 or as set forth in subparagraph (c)(1) and (2) of the Commercial Computer Software Restricted Rights clauses at FAR 52.227-19, as applicable. The Contractor/Manufacturer is Activision, Inc., 3100 Ocean Park Boulevard, Santa Monica, California 90405.

INJUNCTION. Because Activision would be irreparably damaged if the terms of this Agreement were not specifically enforced, you agree that Activision shall be entitled, without bond, other security or proof of damages, to appropriate equitable remedies with respect to breaches of this Agreement, in addition to such other remedies as Activision may otherwise have under applicable laws.

INDEMNITY. You agree to indemnify, defend and hold Activision, its partners, affiliates, contractors, officers, directors, employees and agents harmless from all damages, losses and expenses arising directly or indirectly from your acts and omissions to act in using the Product pursuant to the terms of this Agreement.

MISCELLANEOUS. This Agreement represents the complete agreement concerning this license between the parties and supersedes all prior agreements and representations between them. It may be amended only by a writing executed by both parties. If any provision of this Agreement is held to be unenforceable for any reason, such provision shall be reformed only to the extent necessary to make it enforceable and the remaining provisions of this Agreement shall not be affected. This Agreement shall be construed under California law as such law is applied to agreements between California residents entered into and to be performed within California, except as governed by federal law and you consent to the exclusive jurisdiction of the state and federal courts in Los Angeles, California.

If you have any questions concerning this license, you may contact Activision at 3100 Ocean Park Boulevard, Santa Monica, California 90405, (310) 255-2000, Attn. Business and Legal Affairs, legal@activision.com.

Microsoft, Xbox and the Xbox logos are registered trademarks or trademarks of Microsoft Corporation in the U.S. and/or in other countries and are used under license from Microsoft.