

File

 **Lockheed Sanders, Inc.**

Legal Department (NHQ1-719)
Daniel Webster Highway South
P.O. Box 868
Nashua, NH 03061-0868

September 18, 1992

Kevin Miller, Esq.
Sullivan & Cromwell
125 Broad Street
New York, New York 10004

Re: NAPC/Activision (formerly Mediagenic) --
Amendment No. 1 to Schedule 13D

Dear Mr. Miller:

In accordance with your September 16, 1992 Memorandum, enclosed are four copies of each of the original signed (but not dated) signature pages to the following documents:

1. Page 16 of the Amendment.
2. Filing Agreement, Exhibit (f).
3. Statement of Changes in Beneficial Ownership, Form 4.

If I can be of further assistance, please contact me.

Very truly yours,

LOCKHEED SANDERS, INC.



Roger K. Hoover
Secretary

RKH:amc

Enclosures (12)

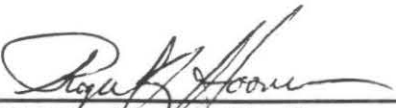
cc: Carol R. Marshall (w/o enclosures)

mailed 9/21/92
am

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

LOCKHEED SANDERS, INC.

By 
Name: Roger K. Hoover
Title: Secretary

Dated: _____, 199_

FILING AGREEMENT

Pursuant to Rule 13d-1(f) promulgated under the Securities Exchange Act of 1934, the undersigned hereby agree to the joint filing of this Amendment No. 1 to the Statement on Schedule 13D, dated July 22, 1992.

This Agreement may be executed in any number of counterparts, each of which shall be deemed an original, but all of which shall constitute one and the same instrument.

Dated: _____, 1992

PHILIPS ELECTRONICS N.V.

Name: F.P. Carrubbe
Title: Executive Vice President


NORTH AMERICAN PHILIPS
CORPORATION

Name: Samuel J. Rozel
Title: Senior Vice President and
Secretary

LOCKHEED CORPORATION

Name: C.R. Marshall
Title: Vice President - Secretary

LOCKHEED SANDERS, INC.



Name: Roger K. Hoover
Title: Secretary

FORM 4

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL	
OMB Number	3235-0287
Expires:	February 1, 1994
Estimated average burden hours per response	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person Lockheed Sanders, Inc.			2. Issuer Name and Ticker or Trading Symbol Activision, Inc. (formerly Mediagenic)		6. Relationship of Reporting Person to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last)	(First)	(Middle)	3. IRS or Social Security Number of Reporting Person (Voluntary)	4. Statement for Month/Year		
65 Spit Brook Road			02-0230872	5. If Amendment, Date of Original (Month/Year)		
(Street)						
Nashua, New Hampshire 03061						
(City)	(State)	(Zip)				

Table 1 — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
		Code	V	Amount	(A) or (D)	Price			
Common stock, no par value		J			A	See Explanation		I	See Explanation

Reminder: Report on a separate line for each class of securities beneficially owned, directly or indirectly.