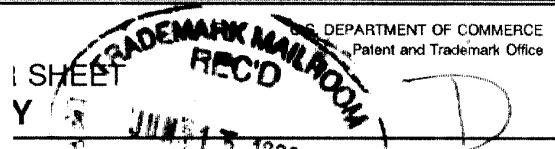


Form PTO-1594(modified)
1-31-92

MRD 6-15-98

07-10-1998



DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commission

100759934

attached original documents no copy is proof.

1. Name of conveying party(ies):

Microprose Software, Inc.

- Individual Association
- General Partnership Limited Partnership
- Corporation-State of Maryland
- Other _____

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: PopTop Software, Inc.

Internal Address: 1746 Gilsinn Drive

Street Address: 1746 Gilsinn Drive

City: Fenton State: MO ZIP: 63026

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State of Missouri
- Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of Conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other _____

Execution Date: June 3, 1998

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,743,313

Additional number(s) attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Anthony G. Simon

Internal Address: 7733 Forsyth Boulevard, Suite 1400

St. Louis, Missouri 63105

Street Address: 7733 Forsyth Boulevard, Suite 1400

City: St. Louis State: MO ZIP: 63105

07/10/1998 DNGUYEN 00000034 1743313

6. Total number of applications and registrations involved: 1

7. Total fee (37 C.F.R. 3.41) \$ 40.00

Enclosed

Authorized to be charged to deposit account (if amount is insufficient)

8. Deposit Account number:

18-1829

(Attach duplicate copy of this page if paying by deposit account)

01 FC:481

40.00 **BP**

DO NOT USE THIS SPACE

9. Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Anthony G. Simon, Reg. No. 40,813

Name of Person Signing

Signature

Date

6-10-98

Total number of pages comprising cover sheet, attachments and document: 2

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required fee

TRADEMARK
REEL: 1750 FRAME: 0689

TRADEMARK

ASSIGNMENT

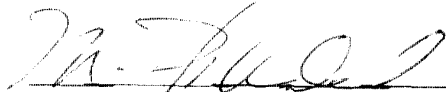
WHEREAS, Microprose Software, Inc., a Maryland corporation located and doing business at 180 Lakefront Drive, Hunt Valley, Maryland 21030, had adopted, used and is using a trademark which is registered in the United States Patent Office, Registration No. 1,743,313, dated December 29, 1992; and

WHEREAS, PopTop Software, Inc., a Missouri corporation located and doing business at 1746 Gilsinn Drive, Fenton, Missouri 63026, is desirous of acquiring said trademark and the registration thereof;

NOW THEREFORE, in consideration of and in exchange for the sum of one dollar (\$1.00) and other good and valuable consideration, as set forth in the Assignment Agreement and License executed on April 16, 1998, the receipt and adequacy of all of which are hereby acknowledged, said Microprose Software, Inc. does hereby assign unto said PopTop Software, Inc. all rights, title and interest in and to the trademark and the said registration, together with the goodwill of the Microprose Software, Inc. business symbolized by the trademark. This Assignment is to effectuate the transfer set forth in the Assignment Agreement and License noted above and is not a modification of the terms of that document.

This Assignment is executed at ALAMEDA, CA this 3rd day of June, 1998.

Microprose Software, Inc.



(Name) KIP WELCH

(Title) VICEPRESIDENT & GENERAL COUNSEL

TRADEMARK

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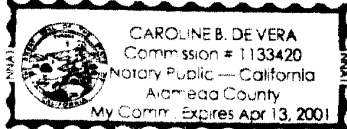
STATE OF California

SS

COUNTY OF Alameda

On this 3rd day of June 1998 before me, a Notary Public, within and for the County of Alameda, State of California, personally appeared an officer of Microprose Software, Inc., to me known to be the person described in and who executed the foregoing assignment and acknowledged that he executed same as his free act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and seal the date and year last above written.



Caroline B. De Vera
Notary Public

My Commission Expires: Apr. 13, 2001

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