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To the Honorable Commissioner of Patents and Trademarks 100908303 attached original documents or copy thereof.

1. Name of conveying party (ies): **MicroProse Software, Inc.**

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State - **Maryland**
 Other _____

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

2. Name and address of receiving party(ies):

Name: **MicroProse, Inc.**

Internal Address: _____

Street Address: **2490 Mariner Square Loop**

City: **Alameda** State: **California** ZIP: **94501**

Individual(s) citizenship: _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State **Delaware**
 Other _____

If assignment 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) and addresses attached? Yes No

3. Nature of conveyance:

MRD 11-16-98

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: **November 6, 1998**

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,986,939
1,979,573

Additional numbers attached? Yes No

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

Name: **Andrew P. Bridges/John L. Slafsky**

Internal Address: _____

Wilson Sonsini Goodrich & Rosati

Professional Corporation

Street Address: **650 Page Mill Road**

City: **Palo Alto** State: **California** ZIP: **94304**

6. Total number of applications and registrations involved: **2**

7. Total fee (37 CFR 3.41) **\$ 65.00**

Enclosed
 Authorized to be charged to deposit account

If fee insufficient, please charge

8. Deposit account number: **65E**

23-2415 Attn.: 16923-900

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

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.

John L. Slafsky _____ **11-10-98**
 Name of Person Signing Signature Date

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

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

11/20/1998 JIM TIKINS 0000038 1986939
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25-0000

ASSIGNMENT OF TRADEMARK

WHEREAS, MicroProse Software, Inc., a Maryland corporation, having its principal offices at 180 Lakefront Drive, Hunt Valley, Maryland 21030 has adopted, is using and is the owner of the following trademarks: X-COM and X-COM UFO DEFENSE;

WHEREAS, MicroProse Software, Inc., is the owner of the following trademark registrations before the United States Patent and Trademark Office:

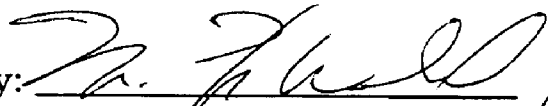
<u>Trademark</u>	<u>Registration No.</u>	<u>Date of Registration</u>
X-COM	1,986,939	July 16, 1996
X-COM UFO DEFENSE	1,979,573	June 11, 1996

WHEREAS, MicroProse, Inc., a Delaware corporation, having its principal offices at 2490 Mariner Square Loop, Alameda, California 94501, is desirous of acquiring the trademarks and their registrations as successor to the business of MicroProse Software, Inc. to which the marks relate; together with the goodwill of the business symbolized by the trademarks and the registrations thereof;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, MicroProse Software, Inc. hereby assigns to MicroProse, Inc. all right, title and interest in and to the trademarks and to the registrations thereof, together with the goodwill of the business symbolized by the trademarks and the registrations thereof.

Dated as of 11/6, 1998.

MicroProse Software, Inc.

By: 
Name: M. K. Welch
Title: U.P. & General Counsel