

11-23-1999



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CORR.
72399RECORDATION FORM COVER SHEET
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TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- ☐ New
- ☐ Resubmission (Non-Recordation)
Document ID#
- ☐ Correction of PTO Error
Reel # Frame #
- ☒ Corrective Document
Reel #1872 Frame #0962

Conveyance Type

- ☐ Assignment ☐ License
- ☒ Security Agreement ☐ Nunc Pro Tunc Assignment
- ☐ Merger Effective Date 10/19/98
Month Day Year
- ☐ Change of Name
- ☐ Other:

Conveying Party☐ Mark if additional names of conveying parties attachedExecution Date
Month Day Year
12/10/98

Name Digital Anvil, Inc.

Formerly

☐ Individual ☐ General Partnership ☐ Limited Partnership ☒ Corporation ☐ Association☐ Other☒ Citizenship/State of Incorporation/Organization Texas**Receiving Party**☐ Mark if additional names of receiving parties attached

Name Microsoft Corporation

DBA/KA/TA

Composed of

Address (line 1) One Microsoft Way

Address (line 2)

Address (line 3) Redmond Washington 98052

City State/County Zip

☐ Individual ☐ General Partnership ☐ Limited Partnership ☐☒ Corporation ☐ Association☐ Other☒ Citizenship/State of Incorporation/Organization Washington

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

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07/26/1999 DNGUYEN 00000124 75447847

01 FC:481

40.00 DP

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Mail documents to be recorded with required cover sheet(s) information to:

TRADEMARK
REEL: 001961 FRAME: 0887

Page 2**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number (206) 623-7580

Name Priscilla L. Sulham, Esq.

Address (line 1) Preston Gates & Ellis LLP

Address (line 2) 701 Fifth Avenue

Address (line 3) Suite 5000

Address (line 4) Seattle, Washington 98104-7078

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

11

Trademark Application Number(s) or Registration Number(s)☐ Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)**Registration Number(s)**

Incorrect Application No. 75/447,847

Correct Application No. 75/447,647**Number of Properties**

Enter the total number of properties involved

1

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): \$40.00

Method of Payment:

Enclosed ☒Deposit Account ☐

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account).

Deposit Account Number:

162456

Authorization to charge additional fees:

Yes ☒No ☐**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. Charges to deposit account are authorized, as indicated herein.

Priscilla L. Sulham, Esq.

Name of Person Signing

Signature

Date Signed

03-23-1999

FORM PTO-1618A

Expires 02/30/99
OMB 0651-0027U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

100990129

1999 MAR 15 AM 10:33

MAR 3-15-99

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

7511517

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type☒ New☐ Resubmission (Non-Recordation)
Document ID # ☐ Correction of PTO Error
Reel # Frame # ☐ Corrective Document
Reel # Frame # **Conveyance Type**☐ Assignment ☐ License☒ Security Agreement ☐ Nunc Pro Tunc Assignment☐ Merger
Effective Date
Month Day Year
10/19/98☐ Change of Name☐ Other **Conveying Party**☐ Mark if additional names of conveying parties attached

Name DIGITAL ANVIL, INC.

Execution Date
Month Day Year
12/10/98Formerly ☐ Individual ☐ General Partnership ☐ Limited Partnership ☒ Corporation ☐ Association☐ Other ☐ Citizenship/State of Incorporation/Organization Texas**Receiving Party**☐ Mark if additional names of receiving parties attached

Name MICROSOFT CORPORATION

DBA/AKA/TA Composed of

Address (line 1) One Microsoft Way

Address (line 2)

Address (line 3)

Redmond

Washington

98052

City

State/Country

Zip Code

☐ Individual ☐ General Partnership ☐ Limited Partnership☒ Corporation ☐ Association☐ Other ☐ Citizenship/State of Incorporation/Organization Washington

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03/22/1999 JSHABAZZ 00000090 75115177

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01 FC:481
02 FC:48240.00 DP
225.00 DP

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

FORM PTO-1618B

Expires 06/30/99
OMB 0851-0027

Page 2

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

1999 MAR 15 AM 10:33

Address (line 1)

OPR/FINANCE

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number (206) 623-7580

Name

Ms. Sadie Fellhauer

Address (line 1)

Preston Gates & Ellis LLP

Address (line 2)

5000 Columbia Center

Address (line 3)

701 Fifth Avenue

Address (line 4)

Seattle, WA 98104-7011

PagesEnter the total number of pages of the attached conveyance document
including any attachments.

4

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)**Registration Number(s)**

75/115,177

75/377,705

75/470,755

75/131,992

75/382,772

75/470,756

75/447,847

75/431,965

75/470,757

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Deposit Account

Enclosed ☐Deposit Account ☐

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes ☐No ☐**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. Charges to deposit account are authorized, as indicated herein.

Sadie Fellhauer

Name of Person Signing

Signature

Date Signed

3/8/99

FORM PTO-1618C
Expires 06/30/99
OMB 0851-0027RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLYU.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

Enter Additional Conveying Party

☐ Mark if additional names of conveying parties attachedExecution Date
Month Day Year

Name

Formerly

☐ Individual ☐ General Partnership ☐ Limited Partnership ☐ Corporation ☐ Association☐ Other☐ Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

☐ Mark if additional names of receiving parties attached

Name

DBA/KA/TA

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☐ Individual ☐ General Partnership ☐ Limited Partnership☐ Corporation ☐ Association☐ Other☐ Citizenship/State of Incorporation/Organization☐ If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from the Assignment.)

Trademark Application Number(s) or Registration Number(s)

☐ Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

75/470,758

MEMORANDUM OF ASSIGNMENT AS SECURITY OF TRADEMARK

THIS Memorandum of Assignment As Security of Trademark ("**Memorandum**") is entered into by DIGITAL ANVIL, INC., a Texas corporation (referred to below as "**Debtor**") for the benefit of MICROSOFT CORPORATION, a Washington corporation (referred to below as "**Secured Party**").

Debtor hereby acknowledges that Debtor has granted to Secured Party a security interest in all right, title and interest of Debtor in, all of Debtor's now or hereafter existing personal property (tangible and intangible), including but not limited to all of Debtor's rights in U.S. and foreign trademarks, accounts receivable and goodwill of Debtor's business, all as evidenced by that certain Commercial Security Agreement dated as of October 19, 1998 between Debtor and Secured Party (hereafter, "**Security Agreement**"), which Security Agreement is incorporated herein by this reference. Without limiting the generality of the foregoing or the Security Agreement, Debtor acknowledges and agrees that Debtor has granted a security interest to Secured Party in all of Debtor's rights in the following trademark applications:

United States Trademark Application for Registration Serial No. 75/115,177 for DIGITAL ANVIL, filed 6/6/96.

United States Trademark Application for Registration Serial No. 75/131,992 for STARLANCER, filed 7/10/96.

United States Trademark Application for Registration Serial No. 75/447,^{ic}~~447~~ for LOOSE CANNON, pending 3/10/98

United States Trademark Application for Registration Serial No. 75/377,705 for EARTHFALL, pending 10/22/97

United States Trademark Application for Registration Serial No. 75/382,772 for DREADNAUGHT, pending 10/31/97

United States Trademark Application for Registration Serial No. 75/431,965 for FREELANCER, pending 2/10/98

United States Trademark Application for Registration Serial No. 75/470,755 for BATTLE FLEET, pending 4/20/98

United States Trademark Application for Registration Serial No. 75/470,756 for SILVERHEART, pending 4/13/98

United States Trademark Application for Registration Serial No. 75/470,757 for SWASHBUCKLER, pending 4/20/98

United States Trademark Application for Registration Serial No. 75/470,758 for BANE, pending 4/20/98

Argentina Trademark Application for Registration Serial No. 2172998 for STARLANCER, pending 9/2/98

Argentina Trademark Application for Registration Serial No.2172997 for LOOSE CANNON, pending 9/2/98

Argentina Trademark Application for Registration Serial No. 2172999 for FREELANCER, pending 9/2/98

Australian Trademark Application for Registration Serial No. 709,392 for DIGITAL ANVIL, pending 5/28/96.

Australian Trademark Application for Registration Serial No. 711,599 for STARLANCER, filed 6/25/96.

Australian Trademark Application for Registration Serial No. 769,789 for FREELANCER, pending 10/8/98

Australian Trademark Application for Registration Serial No. 769,790, for LOOSE CANNON, pending 10/8/98

Brazil Trademark Application for Registration Serial No. (not yet known) for STARLANCER, pending

Brazil Trademark Application for Registration Serial No. (not yet known) for LOOSE CANNON, pending

Brazil Trademark Application for Registration Serial No. (not yet known) for FREELANCER, pending

Canada Trademark Application for Registration Serial No. 886,640 for STARLANCER, pending 8/6/98

Canada Trademark Application for Registration Serial No. 886,634 for LOOSE CANNON, pending 3/10/98

Canada Trademark Application for Registration Serial No.886,635 for FREELANCER, pending 8/6/98

European Community Trademark Application (in Italy, France, Germany, Great Britain) for Registration Serial No. 296,517 for DIGITAL ANVIL, pending 6/24/96.

European Community Trademark Application (in Italy, France, Germany, Great Britain) for Registration Serial No. 345,447 for STARLANCER, filed 7/15/96.

European Community Trademark Application (in Italy, France, Germany, Great Britain) for Registration Serial No. 901,074 for LOOSE CANNON, pending 8/7/98

European Community Trademark Application (in Italy, France, Germany, Great Britain) for Registration Serial No.900,050 for FREELANCER, pending 8/7/98

Hong Kong Trademark Application for Registration Serial No. 6140/97 for DIGITAL ANVIL, pending 5/7/97

Japan Trademark Application for Registration Serial No. 63277/96 (Class 9) for DIGITAL ANVIL, filed 6/10/96.

Japan Trademark Application for Registration Serial No. 79963 (Class 9) for STARLANCER, filed 7/19/96.

Japan Trademark Application for Registration Serial No. 79964 (Class 28) for STARLANCER, filed 7/19/96.

Japan Trademark Application for Registration Serial No. 63278/96 (Class 28) for DIGITAL ANVIL, INC., filed 6/10/96.

Japan Trademark Application for Registration Serial No.4,138,622 (Class 9) for DIGITAL ANVIL, filed 4/24/98

Japan Trademark Application for Registration Serial No.4,176,609 (Class 28) for DIGITAL ANVIL, filed 8/14/98

Japan Trademark Application for Registration Serial No.4,126,399 for STARLANCER, filed 3/20/98

Japan Trademark Application for Registration Serial No.68401/1998 for LOOSE CANON, pending 8/10/98

Japan Trademark Application for Registration Serial No.68402/1998 for FREELANCER, pending 8/10/98

Korea Trademark Application for Registration Serial No. 96-21468 for DIGITAL ANVIL, filed 5/23/96.

Korea Trademark Application for Registration Serial No (not yet known) for DIGITAL ANVIL & DESIGN, pending 6/16/98

Singapore Trademark Application for Registration Serial No. 5381/96 (Class 9) for DIGITAL ANVIL, pending 5/28/96.

Singapore Trademark Application for Registration Serial No. 5382/96 (Class 28) for DIGITAL ANVIL, INC., pending 5/28/96.

Mexico Trademark Application for Registration Serial No 346,695 for STARLANCER, pending 9/11/98

Korea Trademark Application for Registration Serial No346,694 for LOOSE CANNON, pending 9/11/98

Korea Trademark Application for Registration Serial No346,696 for FREELANCER, pending 9/11/98

This Memorandum is executed on the date set forth below by a duly authorized officer or agent of Debtor and is submitted for recording in the U.S. Patent and Trademark Office.

Debtor's Address:
316 Congress Avenue, Austin, TX 78701

DEBTOR:

Digital Anvil, Inc.

Secured Party's Address:
One Microsoft Way, Redmond, WA 98052

By Craig J. Cox
Its COO/CFO
Date of
Execution: 12-10-98

STATE OF)
) ss.
COUNTY OF)

I certify that I know or have satisfactory evidence that Craig J. Cox is the person who appeared before me, and said person acknowledged that ~~(he)~~/she signed this instrument, on oath stated that ~~(he)~~/she was authorized to execute the instrument and acknowledged it as the COO/CFO of Digital Anvil to be the free and voluntary act of such party for the uses and purposes mentioned in the instrument.
DATED: 12-10-98

Leslie H. Evans
Notary Public

Leslie H. Evans
Print Name
My appointment expires 5-26-2001

[Seal or Stamp]

