

TRADEMARKS
MME
10 8 99



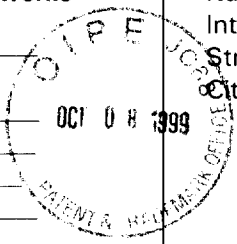
101167636

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Christopher S. Weaver dba Bethesda Softworks
 ___ Individual(s) citizenship: _____
 ___ Association _____
 ___ General Partnership of: _____
 ___ Limited Partnership of: _____
 Corporation-State: **Maryland**
 ___ Other: _____

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

2. Name and address of receiving party(ies):
 Name: **ZeniMax Media Inc.**
 Internal Address: _____
 Street Address: **1370 Piccard Drive, Ste. 120**
 City: **Rockville** State: **MD** ZIP: **20850**
 ___ Individual(s) citizenship: _____
 ___ Association _____
 ___ General Partnership of: _____
 ___ Limited Partnership of: _____
 Corporation-State: **Delaware**
 ___ Other: _____



3. Nature of conveyance:
 Assignment
 ___ Merger
 ___ Security Agreement
 ___ Change of Name
 ___ Other: _____

Execution Date
August 13, 1999

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

4. A. Trademark Application No.(s)

B. Trademark Registration No.(s)
1,446,095

Additional numbers attached? No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: **Piper & Marbury L.L.P. Attn: Cynthia K. Nicholson**
 Internal Address: _____
 Street Address: **1200 Nineteenth Street, N.W.**
 City: **Washington, D.C.** ZIP: **20036**

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

8. Deposit account number:
 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

File OK

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.

Signature: *Cynthia K. Nicholson* Date: 10-7-99
 Name of Person Signing: **Cynthia K. Nicholson**. Total no. of pages incl. cover sheets, attachments, and document: 3.

10/12/1999 MTHA11 00000207 1446095
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Mail documents to be recorded with required cover sheet information to:
 Commissioner of Patents & Trademarks, Box Assignments
 Washington, D.C. 20231

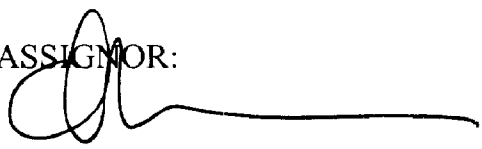
NUNC PRO TUNC ASSIGNMENT OF TRADEMARK

WHEREAS, Christopher S. Weaver dba Bethesda Softworks ("**Assignor**"), a corporation of Maryland, with a principal business address of 1370 Piccard Drive, Ste. 120, Rockville, MD 20850, has adopted and has used in its business the trademarks, service marks and tradenames listed on Exhibit A ("**Marks**"); and

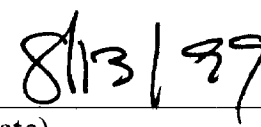
WHEREAS, ZeniMax Media Inc. ("**Assignee**"), a corporation of Delaware, with a principal business address of 1370 Piccard Drive, Ste. 120, Rockville, MD 20850, is desirous of acquiring the Marks;

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby irrevocably sells, grants, conveys, assigns and sets over to Assignee, its successors and assigns, *nunc pro tunc* as of June 24, 1999, or of the present date or as of the date prior to the present when such assignment may be deemed to have occurred, without any reservation of rights, all of its right, title and interest in and to the Marks and registrations and applications thereof, together with the goodwill of the business symbolized thereby, and all actions and causes of action and rights to damages and profits, due or accrued, relating to the foregoing, in the United States.

IN WITNESS WHEREOF, Assignor has executed this Assignment.

ASSIGNOR:


Christopher S. Weaver, President
Bethesda Softworks



(Date)

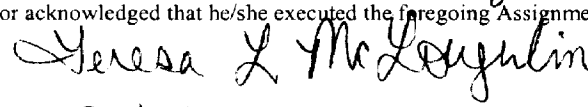
For prima facie proof of execution in the United States. Notary: On this 13th day of August, 1999, personally appeared the person above named, and executed or acknowledged that he/she executed the foregoing Assignment on behalf of said assignor and pursuant to authority duly received. 
My Commission expires 3-1-2000.
Prima facie proof of execution outside the United States is shown by a certificate issued by a U.S. diplomatic or consular officer or by a person authorized to administer oaths whose authority is proved by certificate.

Exhibit A

Registered Trademarks and Trademark Applications in the United States

(a) GRIDIRON!

- Reg. No. 1,446,095, July 7, 1987
- Section 8 Affidavit accepted; eligible for Section 15
- computer programs and user manuals sold as a unit, in class 9
- registrant: Christopher S. Weaver, dba Bethesda Softworks