



Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

102194593

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

1. Name of conveying party(ies):

Encore Software, Inc. *08/14/02*

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

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

2. Name and address of receiving party(ies)

Name: Encore Acquisition Corporation

Internal

Address: _____

Street Address: 7400 49th Avenue North

City: New Hope State: MN Zip: 55428

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State _____
- 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 (Trademark)
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: July 31, 2002

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

A. Trademark Application No.(s) 76/035,245;
75/885,371 (cont. on page 2)

B. Trademark Registration No.(s) 2,389,380;
2,509,169 (cont. on page 3)

Additional number(s) attached Yes No

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

Name: Ryan F. Urness

Internal Address: Winthrop & Weinstine, P.A.

Street Address: 3000 Dain Rauscher Plaza
60 South Sixth Street

City: Minneapolis State: MN Zip: 55402

6. Total number of applications and registrations involved: _____

23

7. Total fee (37 CFR 3.41).....\$ 590.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: _____

DO NOT USE THIS SPACE

9. Signature.

Winthrop & Weinstine, P.A.
Attorney for Encore Acquisition Corp.

By: Ryan F. Urness

Name of Person Signing

Signature

08/13/02

Date

Total number of pages including cover sheet, attachments, and document: **5**

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

08/16/2002 AHMED: 00000144 76035245

01 FC:481
02 FC:482

40.00 OP
550.00 OP

TRADEMARK
REEL: 002565 FRAME: 0066

CONTINUATION OF ITEM 4A

<u>Serial/Application No.</u>
75/874,824
75/874,823
76/034,667

pl:514484_1

Continuation of Item 4B

<u>Trademark Registration No.</u>
2,551,837
2,487,187
2,007,914
2,053,991
2,521,917
2,387,498
2,487,188
2,487,186
2,501,689
2,465,003
2,487,185
2,544,144
2,487,184
2,374,704
2,374,703
2,509,167

idmsmpl:514443_1

TRADEMARK ASSIGNMENT

WHEREAS, Encore Software, Inc., a California corporation ("Seller"), owns those trademarks and service marks identified on Schedule A attached hereto, as well as those registrations and applications for registrations therefor (collectively, the "Marks"); and

WHEREAS, Navarre Corporation, a Minnesota corporation ("Navarre"), and Seller have entered into an asset purchase agreement, dated June 7, 2002, as amended and restated pursuant to agreement dated July 10, 2002, as further amended by Amendment No. 1 dated July 31, 2002 (collectively, the "Asset Purchase Agreement");

WHEREAS, in accordance with the terms of the Asset Purchase Agreement, Navarre has formed a corporate subsidiary, Encore Acquisition Corporation, a Minnesota corporation ("Buyer"), to perform and carry out its obligations under the Asset Purchase Agreement; and

WHEREAS, Buyer desires to acquire and Seller desires to assign to Assignee its entire right, title, and interest in and to the Marks, all registrations thereof, applications therefor, and rights associated therewith.

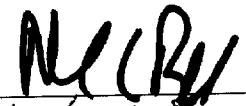
NOW, THEREFORE, for and in consideration of good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Seller does hereby assign and transfer to Buyer all of its right, title, and interest in and to the Marks, all registrations thereof, applications therefore, and rights associated therewith, together with the goodwill of the business indicated and symbolized by the Marks, along with the right to recover damages and profits for past infringements thereof.

Assignor hereby grants the firm of Winthrop & Weinstine, P.A., the power to insert on this Assignment any further identification which may be necessary or desirable in order to effectuate the recordation of this document with the appropriate officials in the applicable jurisdictions.

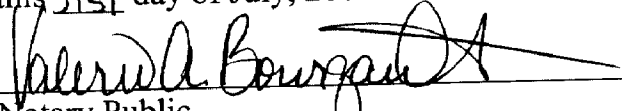
IN WITNESS WHEREOF, Assignor has, by its duly authorized representative, executed this Trademark Assignment as of the date written below.

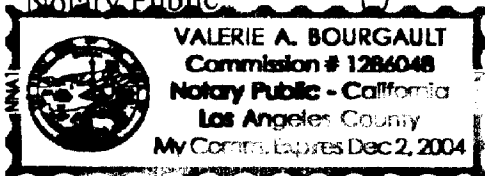
Date: July 31, 2002

Encore Software, Inc.,
a California corporation

By: 
Name: Michael Bell
Its: (CEO)

Subscribed and sworn to before me
this 31st day of July, 2002.


Notary Public



SCHEDULE A**Assigned Marks**

Mark	Jurisdiction	Serial/Application No.	Filing Date	Reg. No.	Reg. Date
BRAIN FOOD GAMES	USA	75/654,848	03/13/99	2,389,380	09/26/00
CARD CRAZY	USA	76/035,246	04/26/00	2,509,169	11/20/01
CARD CRAZY AND DESIGN	USA	76/035,245	04/26/00	Pending	Pending
ENCORE EDUCATION	USA	76/034,660	04/26/00	2,551,837	03/26/02
ENCORE EDUCATION	Canada	1080271	10/26/00	Pending	Pending
ENCORE EDUCATION	Australia	855053	10/26/00	855053	05/04/01
ENCORE EDUCATION AND DESIGN	Australia	855052	10/26/00	855052	07/20/01
ENCORE EDUCATION AND DESIGN	Canada	1080270	10/26/00	Pending	Pending
ENCORE EDUCATION AND DESIGN	USA	76/035,243	04/26/00	2,487,187	09/11/01
ENCORE SOFTWARE	Australia	855193	10/27/00	855193	10/27/00
ENCORE SOFTWARE	Canada	1080451	10/27/00	Pending	Pending
ENCORE SOFTWARE	USA	74/700,386	07/12/95	2,007,914	10/15/96
ENCORE SOFTWARE AND DESIGN	Australia	855194	10/27/00	855194	10/27/00
ENCORE SOFTWARE AND DESIGN	Canada	1080442	10/27/00	Pending	Pending
ENCORE SOFTWARE AND DESIGN	USA	74/700,387	07/12/95	2,053,991	04/22/97
FUN & SKILLS PACK	USA	76/035,105	04/26/00	2,521,917	12/25/01
HIGH SCHOOL ADVANTAGE	USA	75/725,427	07/06/99	2,387,498	09/19/00
HIGH SCHOOL ADVANTAGE AND DESIGN	USA	76/035,244	04/26/00	2,487,188	09/11/01
MATH EXPRESS!	USA	76/035,238	04/26/00	2,487,186	09/11/01
MATH EXPRESS! AND DESIGN	USA	76/034,659	04/26/00	2,501,689	10/30/01
MATH IN A MINUTE	USA	75/885,371	01/07/00	Pending	Pending
MATH.COM	USA	75/874,824	12/17/99	Pending	Pending
MATH.COM & Design	USA	75/874,823	12/17/99	Pending	Pending
MEGA HITS THE MUST-HAVE COLLECTION OF BEST SELLING GAMES! AND DESIGN	USA	76/034,667	04/26/00	Pending	Pending
MIDDLE SCHOOL ADVANTAGE	USA	75/725,425	07/06/99	2,465,003	07/03/01
MIDDLE-SCHOOL ADVANTAGE AND DESIGN	USA	76/035,206	04/26/00	2,487,185	09/11/01
SCIENCE ADVANTAGE	USA	76/034,650	04/26/00	2,544,144	03/05/02
SCIENCE ADVANTAGE AND DESIGN	USA	76/035,205	04/26/00	2,487,184	09/11/01
SLOT CITY	USA	75/654,870	03/14/99	2,374,704	08/08/00
VEGAS FEVER	USA	75/654,868	03/14/99	2,374,703	08/08/00
VEGAS FEVER AND DESIGN	USA	76/034,960	04/26/00	2,509,167	11/20/01

idmsmpl:511777_2