FORM PTO-1618A
Expires 06/30/99
OMB0651-0027

08-27-2002

S. Department of Commerce
Patent and Trademark Office
TRADEMARK

OFFICE OF PUBLIC RECORDS
2002 AUG 22 AM 10 55
REC

102202715

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

FINANCE SECTION

Submission Type

☒ New

8-22-02

☐ Resubmission (Non-Recordation)
Document ID#

☐ Correction of PTO Error

Reel # Frame #

☐ Corrective Document

Reel # Frame #

Conveyance Type

☐ Assignment ☐ License

☐ Security ☐ Nunc Pro Tunc Assignment

Effective Date
Month Day Year
12/07/99

☐ Merger

☐ Change of Name

☒ Other Notice of Grant of Security Interest

FINANCE SECTION 2002 AUG 22 AM 10: 55 OFFICE OF PUBLIC RECORDS

Conveying Party ☐ **Mark if additional names of conveying parties attached**

Execution Date
Month Day Year
12/07/99

Name: Poptop Software, Inc.

Formerly:

☐ Individual ☐ General Partnership ☐ Limited Parnership ☒ Corporation ☐ Association

☐ Other

☒ Citizenship/State of Incorporation/Organization: Missouri

Receiving Party ☐ **Mark if additional names of receiving parties attached**

Name: Bank of America, N.A., as Collateral Agent

DBA/AKA/TA:

Composed of:

Address (line 1): 101 North Tryon Street

Address (line 2): 15th Floor

Address (line 3): Charlotte (City) North Carolina (State/Country) 28255 (Zip Code)

☐ Individual ☐ General Partnership ☐ Limited Partnership ☐

☐ Corporation ☐ Association

☒ Other National Banking Association

☐ 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 Assignment.)

08/26/2002 TDIAZ1 00000181 2576522

01 FC:481 40.00 OP
02 FC:482 100.00 OP

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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

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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 (919) 286-8000

Name: Steven D. Thomas

Address (line 1): Moore & Van Allen PLLC

Address (line 2): 2200 West Main Street

Address (line 3): Suite 800

Address (line 4): Durham, North Carolina 27705

Pages Enter 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)		
			2576522	2247536	
			2341042	1743313	
			2398403		

Number of Properties Enter the total number of properties involved. # 5

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): $ 140.00

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: # 50-2316

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.

Steven D. Thomas	Steven D. Thomas	August 22, 2002
Name of Person Signing	Signature	Date Signed

NOTICE

OF

GRANT OF SECURITY INTEREST

IN

TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of December 7, 1999 (the "Security Agreement") by and among the Grantors party thereto (each a "Grantor" and collectively, the "Grantors") and Bank of America, N.A., as Collateral Agent (the "Collateral Agent") for the Lenders referenced therein (the "Lenders"), the undersigned Grantor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Collateral Agent for the ratable benefit of the Lenders:

TRADEMARKS		
Registration Number	Description of Trademark Item	Registration Date
	SEE ATTACHED	

TRADEMARK APPLICATIONS		
Application Number	Description of Trademark Applied For	Application Date
	SEE ATTACHED	

CHAR1\638676_1

The Grantor and the Collateral Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

POPTOP SOFTWARE, INC.,
a Missouri corporation

By: _____
Name: Barry Rutcofsky
Title: VP

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Collateral Agent

By: _____
Name:
Title:

CHAR1\638676_1

The Grantor and the Collateral Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

POPTOP SOFTWARE, INC.,
a Missouri corporation

By:_____
Name:
Title:

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Collateral Agent

By: RM Searson
Name: ROBERT M. SEARSON
Title: SENIOR VICE PRESIDENT

CHAR1\638676_1

Poptop Software, Inc.
(Missouri Corporation)

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
TROPICO	2576522	6/4/02
RAILROAD TYCOON II Stylized Letters	2341042	4/11/00
RAILROAD TYCOON	2398403	10/24/00
POPTOP SOFTWARE	2247536	5/25/99
SID MEIER'S RAILROAD TYCOON and Design	1743313	12/29/92

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