

09-18-2002



102226018

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE  
U.S. Patent and Trademark Office

OMB No. 0651-0027 (exp. 5/31/2002)

Tab settings ⇨ ⇨ ⇨ ▼ ▼ ▼ ▼ ▼ ▼ ▼

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

RE 9/18/02

1. Name of conveying party(ies):

ValuSoft, Inc.

7.2.02

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: ~~07/01/02~~ 07/01/02

2. Name and address of receiving party(ies)

Name: THQ Inc.

Internal

Address:

Street Address: 27001 Agoura Road, Suite 325

City: Calabasas Hills State: CA Zip: 91301

- 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

OFFICE OF PAT. & TRADEMARKS  
RECORDATION  
2002 JUN -2 AM 11:23  
FINANCE SECTION

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

A. Trademark Application No.(s) 78/135706

B. Trademark Registration No.(s) 2,515,214

Additional number(s) attached  Yes  No

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

Name: Melinda Gardner, Legal Assistant

Internal Address:

07/09/2002 ANNEX 31 - 00000066 78135706

01 FC:481  
02 FC:482

40.00 OP  
373.00 OP

Street Address: Sidley Austin Brown & Wood LLP

555 West Fifth Street, 40th Floor

City: Los Angeles State: CA Zip: 90013

6. Total number of applications and registrations involved: 24

7. Total fee (37 CFR 3.41).....\$ 615.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Melinda Gardner

Name of Person Signing

Signature

July 2, 2002

Date

Total number of pages including cover sheet, attachments, and document: 6

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

**Attachment  
to  
Trademark Recordation Form Cover Sheet**

Continuation of Item No. 4A:

**Trademark Application No.(s)**

78/134715  
78/129129  
78/104899  
78/090624  
76/324179  
76/324180  
78/087776  
78/083572  
78/053843  
78/050467  
78/116605  
78/116592  
78/116588  
78/114918  
78/114904  
78/114896  
76/142274  
76/142260  
75/750967

Continuation of Item No. 4B:

**Trademark Registration No.(s)**

2,515,028  
2,485,284  
2,240,866

**TRADEMARK ASSIGNMENT**

WHEREAS, ValuSoft, Inc., ("ValuSoft"), a Minnesota corporation, having its principal place of business at 711 South Pine Street, Waconia, MN 55387, has adopted, used, intends to use, and is the owner of all right, title and interest in and to the trademarks (the "Trademarks") and the applications and/or registrations thereof in the United States Patent and Trademark Office and similar foreign offices listed in Schedule A attached hereto, and the goodwill of the business symbolized by said trademarks;

WHEREAS, THQ Inc. ("THQ"), a Delaware corporation, having its principal place of business at 27001 Agoura Road, Suite 325, Calabasas Hills, CA 91301 is desirous of acquiring all of ValuSoft's rights, title and interest in and to the Trademarks, including but not limited to any registrations, pending applications, and any common law or other unregistered rights in the Trademarks, together with the goodwill of the business symbolized by the Trademarks;

WHEREAS, ValuSoft, THQ, and M. Scott Zerby and Douglas C. Clemmer, individuals, have entered into that certain Asset Purchase Agreement, dated as of May 21, 2002 (the "Purchase Agreement") and this Trademark Assignment is subject to the terms of the Purchase Agreement;

NOW, THEREFORE, in consideration of good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, ValuSoft hereby assigns unto THQ all right, title and interest in and to the Trademarks, including any trademark registrations, pending applications, and any common law or other unregistered rights in the Trademarks, and the goodwill of the business symbolized by the Trademarks, together with any existing rights of action for infringement of the Trademarks.

In order to give full force and effect to the assignment granted herein, ValuSoft further agrees to cooperate with THQ in obtaining and executing formal U.S. Trademark Office assignment recordal documents in a form acceptable to THQ with respect to the Trademarks, the registration number of which is listed in Schedule A attached hereto.

[signature page follows]

PROJECT VIKING  
TRADEMARK ASSIGNMENT


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**TRADEMARK**  
REEL: 002583 FRAME: 0759

Date: July 1, 2002


VALUSOFT, INC.

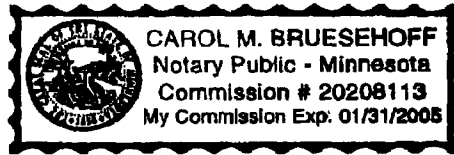
a Minnesota corporation

  
Douglas C. Bremmer  
Chief Executive Officer

[NOTARY SEAL]

Attested By:

  
Notary



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TRADEMARK ASSIGNMENT

SCHEDULE A

TRADEMARK	JURISDICTION	SERIAL NUMBER / REGISTRATION NUMBER
MIDNIGHT OUTLAW STREET DRAG	United States	Serial No. 78/135706
MIDNIGHT OUTLAW STREET RACING	United States	Serial No. 78/134715
MAXIMUM G-FORCE COASTERS	United States	Serial No. 78/129129
AMERICAN HEROES COLLECTION	United States	Serial No. 78/104899
ELITE FORCES: NAVY SEALS	United States	Serial No. 78/090624
PEDAL TO THE METAL	United States	Serial No. 76/324179
ELITE FORCES WWII DESERT RATS	United States	Serial No. 76/324180
CRISIS TEAM: AMBULANCE DRIVER	United States	Serial No. 78/087776
DIGITAL BAZAAR	United States	Serial No. 78/083572
BEYOND PEARL HARBOR PACIFIC WARRIORS	United States	Serial No. 78/053843
CIA OPERATIVE SOLO MISSION	United States	Serial No. 78/050467
ELITE FORCES WWII NORMANDY and design	United States	Reg. No. 2,515,214
PRINT WORKSHOP: HEARTFELT HOLIDAY GREETING CARDS	United States	Serial No. 78/116,605
CONSTRUCTION DESTRUCTION	United States	Serial No. 78/116592
PRINT WORKSHOP: HEARTFELT GREETING CARDS	United States	Serial No. 78/116588
VIETNAM: POW RESCUE	United States	Serial No. 78/114918
ARTHUR'S QUEST: BATTLE FOR THE KINGDOM	United States	Serial No. 78/114904
ULTIMATE PINBALL	United States	Serial No. 78/114896
XSCOOTER	United States	Reg. No. 2,515,028
VALUSOFT	United States	Serial No. 76/142274
LET'S RIDE WESTERN STYLE	United States	Serial No. 76/142260
ROLLERCOASTER FACTORY	United States	Reg. No. 2,485,284
DIGITAL DICE	United States	Serial No. 75/750967

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SCHEDULE A cont.

TRADEMARK	JURISDICTION	SERIAL NUMBER / REGISTRATION NUMBER
VALUSOFT	United States	Reg. No. 2,240,866
VALUMEDIA	Great Britain	Serial No. 2,278,753
VALUSOFT	Great Britain	Serial No. 2,274,790
VALUSOFT	Japan	Reg. No. 4,521,349
VALUSOFT	European Union	Serial No. 1,927,565

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