



02-27-2002



101995225

Form PTO-1594 (Rev. 03/01)

OMB No. 0651-0027

Tab settings

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

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

1. Name of conveying party(ies):
Apogee Software Productions
 2-20-02

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

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

2. Name and address of receiving party(ies)
 Name: **Apogee Software, LTD.**
 Internal Address:
 Street Address: **PO Box 496 419**
 City: **Garland** State: **TX** Zip: **75049**

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership **Texas**
 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 Merger
 Security Agreement Change of Name
 Other _____

Execution Date: **February 18 2002**

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s) **Duke Nukem**
74 422 331

Additional number(s) attached Yes No

B. Trademark Registration No.(s)

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: **Charles Kramer**
 Internal Address: **Suite 1516**
(Vmi 130)
 Street Address: **853 Broadway**
 City: **NY** State: **NY** Zip: **10003**

6. Total number of applications and registrations involved: **1**

7. Total fee (37 CFR 3.41).....\$ **40 -**
 Enclosed **check 1048**
 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

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.

Charles Kramer **FEB 18 2002**
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: **2**

02/26/2002 6TOM11 00000127 74422331
 01 FC:481 40.00 OP

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

TRADEMARK
 REEL: 002450 FRAME: 0088

TRADEMARK ASSIGNMENT

THE ASSIGNOR: Apogee Software Productions, a Texas general partnership with an address at Post Office Box 496389, Garland, Texas 75049.

THE ASSIGNEE: Apogee Software, Ltd., a Texas limited partnership with an address at P.O. Box 496419, Garland, Texas 75049.

MARK: DUKE NUKEM (serial number 74/422331) in the United States Patent and Trademark Office.

WHEREAS

This memorializes an assignment that occurred in approximately December 1995 in connection with the Assignor's change in structure from general partnership to a limited partnership. In connection with such change, the Assignee became the successor to substantially all of the business operations of the Assignor, including that part of Assignor's business that sold goods under the Mark.

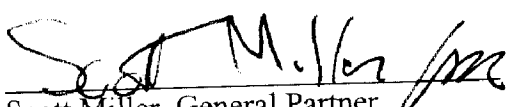
The MARK was in actual use by the Assignor before the assignment, and is and has been in actual use by the Assignee subsequent to the assignment;

NOW, THEREFORE, In consideration of \$10.00 and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged:

1. The Assignor hereby memorializes its sale, transfer and assignment to the Assignee of the Assignor's entire right, title and interest in to (A) the MARK; (B) the above identified application to register the MARK; and (C) all common law and other state law based rights in and to the MARK, and (D) all associated good will;

2. As an inducement to such assignment, the Assignor represents and warrants to the Assignee that the Assignor has the power to make this assignment, and has not made any prior transfers, sales or assignments of all or any part of the right, title or interest sold, transferred, and assigned hereby.

IN WITNESS WHEREOF the parties executed this instrument as of February 18, 2002:

<p>ASSIGNOR: APOGEE SOFTWARE PRODUCTIONS</p>  <p>Scott Miller, General Partner</p>	<p>ASSIGNEE: APOGEE SOFTWARE, LTD.</p>  <p>Scott Miller, Vice President of Action Entertainment, Inc., the general partner of Apogee Software, Ltd.</p>
---	--