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Form PTO-1594

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

U.S. Patent & TMO/TM Mail Rcpt Dt. #74

Tab settings

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

- Individual(s) (Texas)
- 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: 02/17/2002

2. Name and address of receiving party(ies)

Name: Apogee Software Ltd.

Internal Address:

Street Address: PO Box 496419

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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1913484

Additional number(s) attached Yes No

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

Name: Charles Kramer

Internal Address: Umi #130

Street Address: 853 Broadway

City: New York State: NY Zip: 10003

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 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

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

Name of Person Signing

Signature

2/17/2002

Date

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

03/06/2002 TDIAZ1 00000171 1913484

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

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TRADEMARK REEL: 002455 FRAME: 0469

TRADEMARK ASSIGNMENT

THE ASSIGNOR: Apogee Software, 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: APOGEE (word and design) (registration number 1913484) before the United States Patent and Trademark Office.

WHEREAS

This memorializes an assignment that occurred in approximately 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.

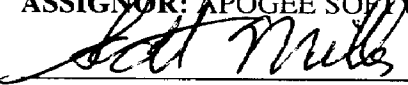
The MARK was in actual use by the Assignor before the assignment, and is and has been in actual use by the Assignee subsequent to the assignment;

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 registration of the MARK in the Trademark Office; 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 17, 2002:

ASSIGNOR: APOGEE SOFTWARE



Scott Miller, General Partner

ASSIGNEE: APOGEE SOFTWARE, LTD.



Scott Miller, Vice President of Action Entertainment, Inc., the general partner of Apogee Software, Ltd.