

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	CORRECTIVE ASSIGNMENT
NATURE OF CONVEYANCE:	Corrective Assignment to correct the state of incorporation of the Assignor, Microsoft Corporation, from Delaware to Washington previously recorded on Reel 003383 Frame 879. Assignor(s) hereby confirms the assignment.

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Microsoft Corporation		05/22/2007	CORPORATION:

RECEIVING PARTY DATA

Name:	Turbine, Inc.
Street Address:	60 Glacier Drive
Internal Address:	Suite 4000
City:	Westwood
State/Country:	MASSACHUSETTS
Postal Code:	02090
Entity Type:	CORPORATION:

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Registration Number:	2720092	ASHERON'S CALL DARK MAJESTY
Registration Number:	2787625	FALLEN KINGS
Registration Number:	2783274	FALLEN KINGS

CORRESPONDENCE DATA

Fax Number: (949)654-5481
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 9496545468
 Email: tmdocbos@fr.com
 Correspondent Name: Leslie Arnold
 Address Line 1: P.O. 1022
 Address Line 4: Minneapolis, MINNESOTA 55440-1022

ATTORNEY DOCKET NUMBER:	20521-001002
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NAME OF SUBMITTER:	Leslie Arnold
Signature:	/la/
Date:	06/19/2007
Total Attachments: 8 source=Orig Cover Sheet for Microsoft Assignment#page1.tif source=Orig Cover Sheet for Microsoft Assignment#page2.tif source=Orig Cover Sheet for Microsoft Assignment#page3.tif source=Orig Cover Sheet for Microsoft Assignment#page4.tif source=Orig Cover Sheet for Microsoft Assignment#page5.tif source=Redacted Assignment#page1.tif source=Redacted Assignment#page2.tif source=Redacted Assignment#page3.tif	

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09/05/2006
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SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Microsoft Corporation		01/01/2004	CORPORATION:
RECEIVING PARTY DATA			
Name:	Turbine Entertainment Software Corporation		
Street Address:	60 Glacier Drive		
Internal Address:	Suite 4000		
City:	Westwood		
State/Country:	MASSACHUSETTS		
Postal Code:	02090		
Entity Type:	CORPORATION:		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	2720092	ASHERON'S CALL DARK MAJESTY	
Registration Number:	2787625	FALLEN KINGS	
Registration Number:	2783274	FALLEN KINGS	
CORRESPONDENCE DATA			
Fax Number:	(949)654-5481		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	9496545468		
Email:	arnold@fr.com		
Correspondent Name:	Leslie Arnold		
Address Line 1:	P.O. Box 1022		
Address Line 4:	Minneapolis, MINNESOTA 55440-1022		
ATTORNEY DOCKET NUMBER:	19815-001002		
NAME OF SUBMITTER:	Leslie Arnold		

CH \$90.00 2720092

TRADEMARK
REEL: 003563 FRAME: 0542

Signature:	/la/
Date:	09/05/2006
Total Attachments: 4 source=File0001#page1.tif source=File0002#page1.tif source=File0003#page1.tif source=File0005#page1.tif	

Execution Copy

**AMENDMENT NO. 1 TO THE MICROSOFT CORPORATION
FRANCHISE ACQUISITION AGREEMENT**

This Amendment No. 1 (this "Amendment No. 1") to the Microsoft Corporation Franchise Acquisition Agreement dated as of January 1, 2004 (the "Agreement") is made and entered into as of the later of the two signature dates below (the "Effective Date") by and between MICROSOFT CORPORATION ("Microsoft"), a Washington corporation, and TURBINE, INC. (f/k/a TURBINE ENTERTAINMENT SOFTWARE CORPORATION, a Delaware corporation ("Turbine")).

RECITALS

1. The parties previously entered into the Agreement dated January 1, 2004 whereby Microsoft agreed to sell and Turbine agreed to purchase all of the assets, rights and businesses, relating to Asheron's Call, Asheron's Call: Dark Majesty (Asheron's Call and Asheron's Call: Dark Majesty, collectively "AC1"), Asheron's Call 2: Fallen Kings ("AC2") (AC1 and AC2 collectively the "Franchise"), and a series of products and subscription online gaming services based on the Franchise ("Services", and collectively with the Franchise, the "Assets"); and
2. Microsoft and Turbine desire to modify terms relating to payments due under the Agreement; and
3. For good and valuable consideration, the receipt of which is hereby acknowledged, the parties hereby agree to amend the terms of the Agreement as follows:

AMENDMENT

The Agreement shall be amended as follows:

1. This Amendment No. 1 shall amend, modify and supersede, to the extent of any inconsistencies, the provisions of the Agreement. All other terms of the Agreement shall remain in full force and effect. All capitalized terms shall have the meaning assigned to them in the Agreement unless otherwise defined herein.

2. [REDACTED]

TRADE MARK

REF: 003553 FRAME: 0544

[REDACTED]

6. Each party hereto, for itself, its successors and assigns, and their respective officers, directors, employees, shareholders, attorneys, accountants, other professionals, insurers, agents, and affiliates (i.e. persons controlling, controlled by or under common control with it) (collectively "**Agents and Affiliates**"), releases the other party, and such other party's Agents and Affiliates, from all rights, claims, demands, actions or causes of action which it now has or may have against such other party arising from or related to the Agreement (as amended hereby) (other than claims for payment under Section 2.j and the indemnity claims under Section 11).

7. The parties hereby acknowledge and agree that the party known as "Microsoft" under the Agreement is MICROSOFT CORPORATION, a Washington corporation, and that the reference to a "Delaware corporation" in the introductory paragraph of the Agreement is hereby amended to read accordingly.

8. The Agreement and this Amendment No. 1 shall supersede all other discussions, negotiations, understandings and agreements of the parties in connection with the subject matter herein.

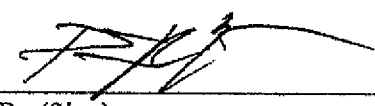
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The parties hereby sign this Amendment No. 1 as of the date set forth below:

MICROSOFT CORPORATION

TURBINE, INC.


By (Sign)


By (Sign)

Sebastien Motte
Name (Print)

Peter Faubert
Name (Print)

Director Business Development
Title

Chief Financial Officer
Title

May 22 2007
Date

May 9, 2007
Date