

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	NUNC PRO TUNC ASSIGNMENT		
EFFECTIVE DATE:	04/24/2000		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Poptop Software, Inc.		10/01/2008
			Entity Type
			CORPORATION: MISSOURI
RECEIVING PARTY DATA			
Name:	Take Two Interactive Software, Inc.		
Street Address:	622 Broadway		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10012		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 3			
	Property Type	Number	Word Mark
	Registration Number:	2576522	TROPICO
	Registration Number:	2341042	RAILROAD TYCOON II
	Registration Number:	1743313	SID MEIER'S RAILROAD TYCOON
CORRESPONDENCE DATA			
Fax Number:	(212)489-8340		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	(212) 489-8230		
Email:	deirdredavis@dwt.com		
Correspondent Name:	Alexandra Nicholson, Esq.		
Address Line 1:	1633 Broadway, 27th Floor		
Address Line 4:	New York, NEW YORK 10019		
ATTORNEY DOCKET NUMBER:	84453-1 POPTOP ASSIGNMENT		
NAME OF SUBMITTER:	Alexandra Nicholson		

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Signature:	/Alexandra Nicholson/
Date:	12/09/2008
Total Attachments: 3 source=Executed POP TOP Assignment#page1.tif source=Executed POP TOP Assignment#page2.tif source=Executed POP TOP Assignment#page3.tif	

NUNC PRO TUNC ASSIGNMENT

This ASSIGNMENT OF TRADEMARK is effective *nunc pro tunc* as of April 24, 2000, from Poptop Software, Inc., a Missouri corporation with its principal place of business at 1714 Gilsinn Drive, Fenton, Missouri 63026 (“Assignor”), to Take Two Interactive Software, Inc., a Delaware corporation located at 622 Broadway, New York, New York 10012 (“Assignee”).

WHEREAS, Assignor is the owner of all right, title and interest in and to the United States trademarks listed in the attached Schedule A, and the registrations for them (collectively, the “U.S. Trademarks”), together with the goodwill of the business symbolized by and associated therewith; and

WHEREAS, Assignor is the owner of all right, title and interest in and to the foreign trademarks listed in the attached Schedule B, and the registrations for them (collectively, the “Foreign Trademarks”), together with the goodwill of the business symbolized by and associated therewith; and

WHEREAS, Assignor desires to assign to Assignee all of its right, title and interest in and to the U.S. Trademarks and the Foreign Trademarks (collectively, the “Marks”), together with the goodwill of the business symbolized by and associated with the Marks; and

WHEREAS, Assignee is desirous of acquiring all right, title and interest in and to the Marks, together with the goodwill of the business symbolized by and associated with the Marks, and to stand in the place of Assignor in all matters related thereto;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby sells, transfers, conveys and assigns to Assignee, effective as of **April 24, 2000**, all right, title and interest in and to the Marks, together with the goodwill of the business symbolized by and associated with the Marks, and the right to sue and collect for past infringement of the Marks and to stand in the place of Assignor in all matters related thereto.

IN WITNESS WHEREOF, Assignor has caused this instrument to be executed this 1 day of October, 2008.

POPTOP SOFTWARE, INC.

By: 

Name: Daniel P. Emerson

Title: Authorized Person

ACKNOWLEDGEMENT

State of New York)
County of Queens)

On this 4th day of ~~October~~ ^{December} 2008, personally appeared before me, Mr. Daniel P. Emerson who I know to be the person(s) who signed this document as representative(s) of the Corporation/Company named Poptop Software, Inc. the assignor named above and acknowledged to me the execution of the foregoing Assignment on behalf of said Assignor and pursuant to authority duly received.

NICOLE NICOLETTI
NOTARY PUBLIC
STATE OF NEW YORK
LIC. #01NI5047907
COMM. EXP. 2009

Nicole Nicoletti

NOTARY PUBLIC
My Commission Expires

[Notary's Seal]

SCHEDULE A
U.S. Trademarks

MARK	REGISTRATION NUMBER
TROPICO	2576522
RAILROAD TYCOON II	2341042
SID'S MEIER'S RAILROD TYCOON (and design)	1743313

11857179

RECORDED: 12/09/2008

TRADEMARK
REEL: 003903 FRAME: 0168