

08-27-2002



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TO: The Commissioner of Patents and Trademarks: Please

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Submission Type FINANCE SECTION

New

Resubmission Document ID#

(Non-Recordation)

Correction of PTO Error

Reel # Frame #

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Reel # Frame #

Conveyance Type

Assignment License

Security Nunc Pro Tunc Assignment

Merger

Change of Name

Other

Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

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City State/Country Zip Code

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

08/26/2002 TDIAZ1 00000173 70039256

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01 FC:481
02 FC:482

40.00 OP

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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

Domestic Representative Name and Address

Enter for the first Receiving Party Only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached
 Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text" value="78039256"/>	<input type="text" value="78020696"/>	<input type="text" value="78038876"/>	<input type="text" value="2485415"/>	<input type="text" value="2247150"/>	<input type="text" value="2203788"/>
<input type="text" value="78020701"/>	<input type="text" value="78020695"/>	<input type="text" value="78028349"/>	<input type="text" value="2590724"/>	<input type="text" value="2160670"/>	<input type="text" value="2203787"/>
<input type="text" value="78020697"/>	<input type="text" value="78040716"/>	<input type="text" value="78028345"/>	<input type="text" value="2280508"/>	<input type="text" value="2203789"/>	<input type="text" value="2065108"/>

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

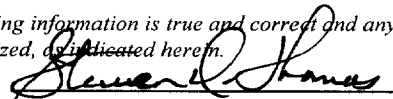
Method of Payment: Enclosed Deposit Account
 Deposit Account
 (Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #
 Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Steven D. Thomas
Name of Person Signing


Signature

August 22, 2002
Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

Conveying Party **Mark if additional names of conveying parties attached**
Enter Additional Conveying Party

Name

Execution Date
Month Day Year

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organizaiton

Receiving Party **Mark if additional names of receiving parties attached**
Enter Additional Receiving Party

Name

DBA/AKA/TA

Composed of

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Address (line 2)

Address (line 3)
City State/Country Zip Code

Individual General Partnership Limited Partnership

Corporation Association

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Citizenship/State of
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Trademark Application Number(s)

Registration Number(s)

78022640 78020724

2061451

78022635 78020716

2061450

78022606 78020711

2033943

78020745 76121773

2395927

78020730

2465225

78020728

2465224

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of December 7, 1999 (the "Security Agreement") by and among the Grantors party thereto (each a "Grantor" and collectively, the "Grantors") and Bank of America, N.A., as Collateral Agent (the "Collateral Agent") for the Lenders referenced therein (the "Lenders"), the undersigned Grantor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Collateral Agent for the ratable benefit of the Lenders:

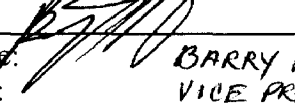
TRADEMARKS		
Registration Number	Description of Trademark Item	Registration Date
SEE ATTACHED		

TRADEMARK APPLICATIONS		
Application Number	Description of Trademark Applied For	Application Date
SEE ATTACHED		

The Grantor and the Collateral Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

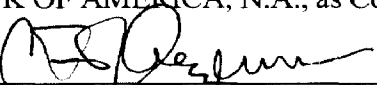
Very truly yours,

TALONSOFT, INC.,
a Delaware corporation

By: 
Name: BARRY RUTCOFSKY
Title: VICE PRESIDENT

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Collateral Agent

By: 
Name: CHARLES R. DLADÉMAN
Title: VP

Talonsoft, Inc.
(Delaware Corporation)

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
AIRPORT TYCOON	2485415	9/4/01
RISING SUN	2590724	7/9/02
TALONSOFT'S EAST FRONT	2280508	9/28/99
BATTLEGROUND 7: BULL RUN	2247150	5/25/99
AGE OF SAIL	2160670	5/26/98
BATTLEGROUND 5: ANTIETAM	2203789	11/17/98
BATTLEGROUND 4: SHILOH	2203788	11/17/98
BATTLEGROUND 6: NAPOLEAN IN RUSSIA	2203787	11/17/98
BATTLEGROUND: ARDENNES	2065108	05/27/97
WATERLOO BATTLEGROUND 3	2061451	05/13/97
BATTLEGROUND: GETTYSBURG	2061450	05/13/97
TALONSOFT and Design	2033943	01/28/97
THE OPERATIONAL ART OF WAR	2395927	10/17/00
HIDDEN & DANGEROUS	2465225	7/3/01
TALONSOFT'S WEST FRONT	2465224	7/3/01

Pending Applications

Mark	Appl. Ser. No.	Filing Date
TALONSOFT'S GREEN BERETS	78039256	12/14/00
BREWERY TYCOON	78020701	8/11/00
RESTAURANT TYCOON	78020697	8/11/00
MERCHANT PRINCE II	78020696	8/11/00
HOTEL TYCOON	78020695	8/11/00
AMUSEMENT PARK TYCOON	78040716	12/27/00
SKATE PARK TYCOON	78038876	12/12/00
G.I. COMBAT	78028349	9/29/00
STAR LEADER	78028345	9/29/00
BOY BAND TYCOON	78022640	8/23/00
CASINO TYCOON	78022635	8/23/00
DEATH TRACK RACING	78022606	8/23/00
TRANSIT TYCOON	78020745	8/11/00
RESORT TYCOON	78020730	8/11/00
VEGAS TYCOON	78020728	8/11/00
WATER PARK TYCOON	78020724	8/11/00
MOVIE THEATER TYCOON	78020716	8/11/00
BASEBALL TYCOON	78020711	8/11/00
TZAR	76121773	3/1/00