

10-28-2002

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

3/01)

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

102262121

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):

TalonSoft, Inc.
575 Broadway
New York, NY 10012

10-21-02

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

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

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other Notice of Grant of Security Interest

Execution Date: August 28, 2002

2. Name and address of receiving party(ies)

Name: Bank of America, N.A., as Collateral Agent

Internal Address: 101 North Tryon Street

Street Address: Independence Center, 15th Floor

City: Charlotte State: NC Zip: 28288

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other a National Banking Association

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)

SEE ATTACHED SCHEDULE

B. Trademark Registration No.(s)

SEE ATTACHED SCHEDULE

Additional number(s) attached Yes No

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

Name: Steven D. Thomas

Internal Address: Moore & Van Allen, PLLC

Street Address: 2200 West Main Street

Suite 800

City: Durham State: NC Zip: 27705

6. Total number of applications and registrations involved:

13

7. Total fee (37 CFR 3.41) \$ 340.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

50-2316

OFFICE OF PATENT RECORDS
FINANCE SECTION
2002 OCT 21 PM 2:04

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9. Signature.

Steven D. Thomas
Name of Person Signing

Steven D. Thomas
Signature

October 21, 2002
Date

04

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

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

10/28/2002 6T0H11 00000012 2564683

01 FC:8521 40.00 DP
02 FC:8522 300.00 DP

TRADEMARK
REEL: 002604 FRAME: 0661

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Amended and Restated Security Agreement dated as of August 28, 2002 (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:

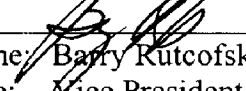
| TRADEMARKS | | |
|-------------|---------------------|-------------------|
| Trademark | Registration Number | Registration Date |
| MALL TYCOON | 2564683 | 04/23/02 |
| OIL TYCOON | 2574580 | 05/28/02 |

| TRADEMARK APPLICATIONS | | |
|-------------------------------|---------------------------|-------------|
| Trademark | Application Serial Number | Filing Date |
| WORLD'S GREATEST COASTERS | 78148395 | 7/29/02 |
| GREAT AMERICAN COASTER | 78141115 | 7/3/02 |
| BRAINSTORM - THE GAME SHOW | 78141105 | 7/3/02 |
| MUSCLE CAR | 78135525 | 6/13/02 |
| BOWLERAMA | 78135500 | 6/13/02 |
| LOCO-COMMOTION | 78130231 | 5/21/02 |
| GLOBAL PROBIZ | 78130155 | 5/21/02 |
| ITALIAN JOB | 78107113 | 2/6/02 |
| BIG BASS FISHING | 78107111 | 2/6/02 |
| AIRLINES 2 | 78103488 | 1/18/02 |
| CINEPLEX TYCOON | 78099141 | 12/19/01 |

The undersigned 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 Kutcofsky
Title: Vice President

Acknowledged and Accepted:

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

By: _____
Name: Michael Brashler
Title: Agency Officer

The undersigned 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.

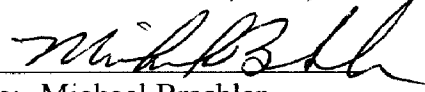
Very truly yours,

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: Michael Brashler
Title: Agency Officer