

08-27-2002

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Security Nunc Pro Tunc Assignment

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FINANCE SECTION

Conveying Party

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Name

Poptop Software, Inc.

Execution Date
Month Day Year

12/07/99

Formerly

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Individual

General Partnership

Limited Partnership

Corporation

Association

Other

[Empty box]

Citizenship/State of Incorporation/Organization

Missouri

Receiving Party

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Name

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

DBA/AKA/TA

[Empty box]

Composed of

[Empty box]

Address (line 1)

101 North Tryon Street

Address (line 2)

15th Floor

Address (line 3)

Charlotte
City

North Carolina
State/Country

28255
Zip Code

Individual

General Partnership

Limited Partnership

Corporation

Association

Other

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02 FC:442 100.00 DP

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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"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2576522"/>	<input type="text" value="2247536"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2341042"/>	<input type="text" value="1743313"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2398403"/>	<input type="text"/>	<input type="text"/>

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.)

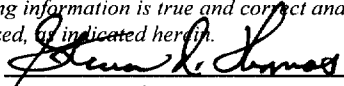
Deposit Account Number: #

Authorization to charge additional fees: Yes No

Statement and Signature

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Signature

Date Signed

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,

POPTOP SOFTWARE, INC.,
a Missouri corporation

By:  _____

Name: *Barry Percepsy*

Title: *VP*

Acknowledged and Accepted:

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

By: _____

Name:

Title:

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,

POPTOP SOFTWARE, INC.,
a Missouri corporation

By: _____

Name:

Title:

Acknowledged and Accepted:

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

By: *RM Sears*

Name: *ROBERT M. SEARS*

Title: *SENIOR VICE PRESIDENT*

**Poptop Software, Inc.
(Missouri Corporation)**

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
TROPICO	2576522	6/4/02
RAILROAD TYCOON II Stylized Letters	2341042	4/11/00
RAILROAD TYCOON	2398403	10/24/00
POPTOP SOFTWARE	2247536	5/25/99
SID MEIER'S RAILROAD TYCOON and Design	1743313	12/29/92