

Form PTO-1594  
(Rev. 03/01)  
OMB No. 0651-0027 (exp. 5/31/2002)

### RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies): <b>InterPlay Entertainment Corp.</b></p> <p><input type="checkbox"/> Individual(s)                      <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership              <input type="checkbox"/> Limited Partnership  <input checked="" type="checkbox"/> Corporation-State (DE)  <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>3. Nature of conveyance:  <input type="checkbox"/> Assignment                              <input type="checkbox"/> Merger  <input checked="" type="checkbox"/> Security Agreement                      <input type="checkbox"/> Change of Name  <input type="checkbox"/> Other _____</p> <p>Execution Date: <b>01/16/2002</b></p>	<p>2. Name and address of receiving party(ies)</p> <p>Name: <b>LaSalle Business Credit, Inc.</b>  Internal _____  Address: _____  Street Address: <b>200 West Monroe Street</b>  City: <b>Chicago</b> State: <b>IL</b> Zip: <b>60603</b></p> <p><input type="checkbox"/> Individual(s) citizenship _____  <input type="checkbox"/> Association _____  <input type="checkbox"/> General Partnership _____  <input type="checkbox"/> Limited Partnership _____  <input checked="" type="checkbox"/> Corporation-State <b>Delaware</b>  <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic Representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No  (Designations must be a separate document from assignment)  Additional name(s) &amp; address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>
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<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s) <b>78/076,097</b>  <b>78/072,919 78/072,916 78/069,150</b></p> <p>Additional number(s) attached <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>	<p>B. Trademark Registration No.(s) _____</p>
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<p>5. Name and address of party whom correspondence concerning documents should be mailed:</p> <p>Name: <b>Christine Osvald-Mruz, Esq.</b>  Internal Address: <b>c/o Lowenstein Sandler PC</b>  _____  Street Address: <b>65 Livingston Avenue</b>  _____  City: <b>Roseland</b> State: <b>NJ</b> Zip: <b>07068</b></p>	<p>6. Total number of applications and registrations involved: <span style="border: 1px solid black; padding: 2px;">8</span></p> <p>7. Total fee (37 CFR 3.41) .....\$ <b>215.00</b></p> <p><input type="checkbox"/> Enclosed  <input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number:  <b># 501358</b></p>
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DO NOT USE THIS SPACE

9. Signature

**Christine Osvald-Mruz, Esq.** \_\_\_\_\_ **2/13/02**  
Name of Person Signing    Signature    Date

Total number of pages including cover sheet attachments and document: 5

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

**Continuation Sheet**

A. Trademark Application No.(s) 78/066,854  
78/066,852 78/053,065 78/053,059

**TRADEMARK ASSIGNMENT OF SECURITY**

WHEREAS, Interplay Entertainment Corp., a corporation formed under the laws of Delaware, located at 1685 Von Karman Avenue, Irvine, California 92606 ("Borrower"), has adopted, used and is using the marks shown in the attached Schedule A (the "Marks"), for which there are registrations or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A;

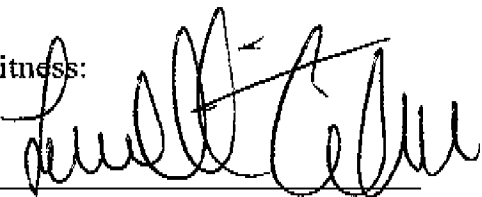
WHEREAS, Borrower is obligated to LaSalle Business Credit, Inc. ("Lender") pursuant to (i) a certain Loan and Security Agreement, dated as of April 11, 2001, between Lender and Borrower and (ii) a certain Trademark Security Agreement, dated as of April 11, 2001, made by Borrower in favor of Lender (as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

WHEREAS, pursuant to the terms of the Agreements, Borrower has (a) granted to Lender a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor and (b) appointed Lender as Borrower's true and lawful attorney, with full power of substitution, to, among other things, (i) file any document describing Lender's interest in the Marks with the United States Patent and Trademark Office and (ii) take any action and execute any instrument which Lender may deem necessary or advisable to perfect Lender's security interest in the Marks.

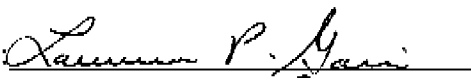
NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Borrower does hereby assign unto Lender and grant to Lender a security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, which assignment and security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.

The rights and remedies of Lender with respect to the assignment and security interest granted by Borrower to Lender in the Marks are more fully set forth in the Agreements.

Dated: New York, New York  
January 16, 2002

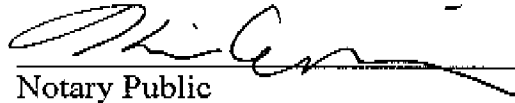
Witness:  


LASALLE BUSINESS CREDIT, INC., on behalf of itself and as attorney for Interplay Entertainment Corp.

By:   
Name: LAWRENCE P. SAENI  
Title: SUP

STATE OF NEW YORK )  
: ss.:  
COUNTY OF NEW YORK )

On this 16th day of January, 2002, before me personally came Lawrence Carmi, to me known, who, being by me duly sworn, did depose and say that s/he is the Senior VP of LaSalle Business Credit, Inc., the company described in and which executed the foregoing instrument; and that s/he was authorized to sign her/his name thereto on behalf of said company.

  
Notary Public

KEVIN MICHAEL EISENBERG  
Notary Public, State of New York  
No. 02E16026894  
Qualified in Kings County  
Commission Expires July 19, 2005

SCHEDULE A

SERIAL NO.	MARK
78076097	VIRTUAL POOL
78072919	GAMESONLINE.COM
78072916	GAMESONLINE
78069150	GALLEON
78066854	THRONE OF BHAAL
78066852	BALDUR'S GATE: THRONE OF BHAAL
78053065	TORN
78053059	BLACK ISLE STUDIOS: TORN