FORM PTO-1618A
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U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

FINANCE SECTION

102202700

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

☒ New 8-22-02

☐ Resubmission (Non-Recordation)
Document ID#

☐ Correction of PTO Error

Reel # Frame #

☐ Corrective Document

Reel # Frame #

Conveyance Type

☐ Assignment ☐ License

☐ Security ☐ Nunc Pro Tunc Assignment

Effective Date
Month Day Year
12/07/99

☐ Merger

☐ Change of Name

☒ Other Notice of Grant of Security Interest

FINANCE SECTION 2002 AUG 22 AM 10:57 RECORDS OF PUBLIC RECORDS

Conveying Party ☐ **Mark if additional names of conveying parties attached**

Execution Date
Month Day Year

Name Take-Two Interactive Software, Inc. 12/07/99

Formerly

☐ Individual ☐ General Partnership ☐ Limited Parnership ☒ Corporation ☐ Association

☐ Other

☒ Citizenship/State of Incorporation/Organization Delaware

Receiving Party ☐ **Mark if additional names of receiving parties attached**

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

DBA/AKA/TA

Composed of

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 National Banking Association

☐ 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 00000177 75740269

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01 FC:481 40.00 OP
02 FC:482 250.00 OP

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Mail documents to be recorded with required cover sheet(s) information to:
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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 (919) 286-8000

Name: Steven D. Thomas

Address (line 1): Moore & Van Allen PLLC

Address (line 2): 2200 West Main Street

Address (line 3): Suite 800

Address (line 4): Durham, North Carolina 27705

Pages Enter the total number of pages of the attached conveyance document including any attachments. # 3

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)		
75740269			2587866	2456387	2148765
75722719			2591046	2476204	2227025
			2391635	2189992	1996438

Number of Properties Enter the total number of properties involved. # 11

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): $ 290.00

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: # 50-2316

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, 2003
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	

CHAR1\623109_1

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,

TAKE-TWO INTERACTIVE SOFTWARE, 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 T. RLAGEMAN
Title: VP

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Take-Two Interactive Software, Inc.
(Delaware Corporation)

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
JACK OF ALL GAMES	2587866	7/2/02
JACK OF ALL GAMES and Design	2591046	7/9/02
R and Design	2391635	10/3/00
ROCKSTAR GAMES	2456387	5/29/01
ONI	2476204	8/7/01
MYTH, THE FALLEN LORDS	2189992	9/15/98
GRAND THEFT AUTO	2148765	4/7/98
SPACE STATION SILICON VALLEY	2227025	3/2/99
TAKE TWO INTERACTIVE SOFTWARE	1996438	8/27/96

Pending Applications

Mark	Appl. Ser. No.	Filing Date
THE ASSASSIN	75740269	7/26/99
JOYTECH USA	75722719	6/7/99