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TRADEMARK

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☐ Assignment☐ License☐ Security☐ Nunc Pro Tunc Assignment☐ Merger☐ Change of Name☒ Other

Notice of Grant of Security Interest

Effective Date
Month Day Year
12/07/99

Conveying Party

☐ Mark if additional names of conveying parties attachedExecution Date
Month Day Year

Name

Take-Two Interactive Software, Inc.

12/07/99

Formerly

☐ Individual☐ General Partnership☐ Limited Partnership☒ 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

North Carolina

28255

City

State/Country

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National Banking Association

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

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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="75740269"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2587866"/>	<input type="text" value="2456387"/>	<input type="text" value="2148765"/>
<input type="text" value="75722719"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2591046"/>	<input type="text" value="2476204"/>	<input type="text" value="2227025"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2391635"/>	<input type="text" value="2189992"/>	<input type="text" value="1996438"/>

Number of Properties

Enter the total number of properties involved.

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Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

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Method of Payment:

Enclosed ☒

Deposit Account ☒

Deposit Account

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Steven D. Thomas

Name of Person Signing

Steven D. Thomas
Signature

August 22, 2002
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.

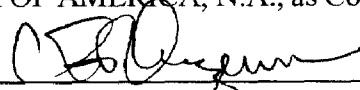
Very truly yours,

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. BLAGMAN
Title: VP

**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