

10-28-2002  
102262118

To the Honorable Commissioner c

1. Remarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Take-Two Interactive Software, Inc.  
622 Broadway  
New York, NY 10012

- ☐ 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)

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:

17

7. Total fee (37 CFR 3.41).....\$ 440.00

- ☒ Enclosed  
☒ Authorized to be charged to deposit account

8. Deposit account number:

50-2316

DO NOT USE THIS SPACE

9. Signature.

Steven D. Thomas  
Name of Person Signing

  
Signature

October 21, 2002  
Date

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

04

10/28/2002 6TON11 00000015 76431458

01 FC:8521  
02 FC:8522

40.00 DP  
400.00 DP

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

TRADEMARK  
REEL: 002604 FRAME: 0665

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
	None	

TRADEMARK APPLICATIONS		
Trademark	Application Serial Number	Filing Date
GOTHAM GAMES and Design	76431458	07/17/02
ROCKSTAR 4	76424174	06/21/02
ROCKSTAR NORTH	76424069	06/21/02
ROCKSTAR SOUTH	76424061	06/21/02
ROCKSTAR EAST	76424060	06/21/02
ROCKSTAR WEST	76424059	06/21/02
ROCKSTAR WORKS	76424058	06/21/02
ROCKSTAR PRODUCTIONS	76424057	06/21/02
ROCKSTAR TITLES	76424056	06/21/02
ROCKSTAR CREATIONS	76424055	06/21/02
ROCKSTAR INDUSTRIES	76424054	06/21/02
ROCKSTAR CARTEL	76424053	06/21/02
ROCKSTAR 1	76424052	06/21/02
ROCKSTAR 2	76424051	06/21/02
ROCKSTAR 3	76424050	06/21/02
R ROCKSTAR GAMES and Design	76408131	05/14/02
GOTHAM GAMES	76408129	05/14/02

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,

TAKE-TWO INTERACTIVE SOFTWARE, INC.,  
a Delaware corporation

By: 

Name: Barry Rutcofsky

Title: Executive 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,

TAKE-TWO INTERACTIVE SOFTWARE, INC.,  
a Delaware corporation

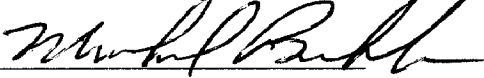
By: \_\_\_\_\_

Name: Barry Rutcofsky

Title: Executive Vice President

Acknowledged and Accepted:

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

By: 

Name: Michael Brashler

Title: Agency Officer