

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Grant of Security Interest and Subsequent Assignment

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Atari, Inc.		10/23/2007	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	BlueBay High Yield Investments (Luxembourg) S.A.R.L.
Street Address:	c/o BlueBay Asset Management
Internal Address:	Times Place, 45 Pall Mall
City:	London
State/Country:	UNITED KINGDOM
Postal Code:	SW1Y 5JG
Entity Type:	LIMITED LIABILITY COMPANY: LUXEMBOURG

PROPERTY NUMBERS Total: 9

Property Type	Number	Word Mark
Serial Number:	77296685	40 WINKS
Serial Number:	77131405	911 FIRE RESCUE
Serial Number:	77045807	911 FIRST RESPONDERS
Serial Number:	77255112	ROCKY MOUNTAIN TROPHY HUNTER
Serial Number:	77023634	TACTICAL OPS
Serial Number:	77178181	WIZARD WORKS
Serial Number:	77178126	WIZARD WORKS
Serial Number:	77003175	WIZARDWORKS
Serial Number:	77024292	CASTLES & CATAPULTS

CORRESPONDENCE DATA

Fax Number: (212)354-8113
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 212-819-8200

CH \$240.00 77296685

Email: trademarkdocket@whitecase.com
Correspondent Name: Matthew Bart
Address Line 1: White & Case LLP
Address Line 2: 1155 Avenue of the Americas
Address Line 4: New York, NEW YORK 10036

ATTORNEY DOCKET NUMBER:

1127090-0009

DOMESTIC REPRESENTATIVE

Name:
Address Line 1:
Address Line 2:
Address Line 3:
Address Line 4:

NAME OF SUBMITTER:

Matthew Bart

Signature:

/Matthew Bart/

Date:

11/16/2007

Total Attachments: 5

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NOTICE OF GRANT OF SECURITY INTEREST IN UNITED STATES
TRADEMARKS AND SUBSEQUENT ASSIGNMENT

WHEREAS, Atari, Inc., a Delaware corporation, ("Atari"), owns the trademarks set forth in the attached Schedule A;

WHEREAS, Guggenheim Corporate Funding, LLC, a Delaware limited liability company ("Guggenheim"), pursuant to that certain pledge and security agreement, dated November 3, 2006, by and among Atari, its specified subsidiaries and Guggenheim (the "Pledge and Security Agreement"), acquired a security interest in all intellectual property owned at the time or thereafter acquired by Atari; and

WHEREAS, Bluebay High Yield Investments (Luxembourg) S.A.R.L., a Luxembourg limited liability company ("BlueBay"), has entered into that certain resignation and appointment agreement, dated October 23, 2007, by and among Guggenheim and BlueBay (the "Resignation and Appointment Agreement"), whereby, among other things, BlueBay, its successors, legal representatives, and assigns, acquired all liens and security interests granted to Guggenheim by Atari under the Pledge and Security Agreement;

NOW, THEREFORE, Atari hereby gives notice that pursuant to the Pledge and Security Agreement, it has granted a security interest in, among other things, (1) all of Atari's right, title and interest in the trademarks listed on Schedule A (the "Marks"), together with (2) all proceeds and products of the Marks, (3) the goodwill associated with the Marks, and (4) all causes of action arising prior to or after the date hereof for infringement of any of the Marks to Guggenheim;

Atari hereby gives further notice that pursuant to the Resignation and Appointment Agreement, Guggenheim has assigned such security interests to BlueBay with Atari's consent; and

Atari hereby gives further notice that the security interests now held by BlueBay shall secure the performance and payment of all of the Atari Obligations as defined in the Pledge and Security Agreement where Bluebay has assumed all of the rights under such agreement.

IN WITNESS WHEREOF the undersigned has executed this assignment by its duly authorized officer and its seal affixed hereto as of this 1st day of November, 2007.

ATARI, INC.

BLUEBAY HIGH YIELD INVESTMENTS
(LUXEMBOURG) S.A.R.L., as administrative
agent and lender

By: BlueBay Asset Management PLC acting as
agent for BlueBay High Yield Investments
(Luxembourg) S.a.r.l.

By: _____

By: _____

Title: _____

Title: _____

Date: _____

Date: _____

GUGGENHEIM CORPORATE FUNDING, LLC

By: WR [Signature]

Title: DIRECTOR AND COUNSEL

Date: NOVEMBER 15, 2007

STATE OF New York)
COUNTY OF New York)ss:

On this 14 day of November 2007, before me the undersigned, a Notary Public for the State of New York, personally appeared Bill Hoanex, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.

MANDY TENNER
Notary Public, State of New York
No. 01TE6146333
Qualified in New York County
My Commission Expires 06/26/2010

[Signature]
Signature of Notary

IN WITNESS WHEREOF the undersigned has executed this assignment by its duly authorized officer and its seal affixed hereto as of this 1st day of November, 2007.

ATARI, INC.

BLUEBAY HIGH YIELD INVESTMENTS (LUXEMBOURG) S.A.R.L., as administrative agent and lender

By: BlueBay Asset Management PLC acting as agent for BlueBay High Yield Investments (Luxembourg) S.a.r.l.

By: [Signature]
Title: CHIEF FINANCIAL OFFICER
Date: 11/8/07

By: _____
Title: _____
Date: _____

GUGGENHEIM CORPORATE FUNDING, LLC

By: _____
Title: _____
Date: _____

STATE OF _____)
COUNTY OF _____)ss:

On this _____ day of November 2007, before me the undersigned, a Notary Public for the State of _____, personally appeared _____, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.

Signature of Notary

IN WITNESS WHEREOF the undersigned has executed this assignment by its duly authorized officer and its seal affixed hereto as of this 1st day of November, 2007.

ATARI INC.

BLUEBAY HIGH YIELD INVESTMENTS (LUXEMBOURG) S A R L, as administrative agent and lender

By: BlueBay Asser Management PLC acting as agent for BlueBay High Yield Investments (Luxembourg) S.à.r.l.

By: _____

By:  _____

Title: _____

Title: _____

Date: _____

Date: _____

GUGGENHEIM CORPORATE FUNDING, LLC

By: _____

Title: _____

Date: _____

STATE OF _____)

)ss:

COUNTY OF _____)

On this _____ day of November 2007, before me the undersigned, a Notary Public for the State of _____, personally appeared _____ personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal

Signature of Notary

Schedule A

<u>MARK</u>	<u>SERIAL NUMBER</u>	<u>APPLICATION DATE</u>
40 WINKS	77-296,685	10/04/2007
911 FIRE RESCUE	77-131,405	03/14/2007
911: FIRST RESPONDERS	77-045,807	11/16/2006
ROCKY MOUNTAIN TROPHY HUNTER	77-255,112	08/14/2007
TACTICAL OPS	77-023,634	10/18/2006
WIZARDWORKS (and Design)	77-178,181	05/10/2007
WIZARDWORKS (and Design)	77-178,126	05/10/2007
WIZARDWORKS	77-003,175	09/20/2006
CASTLES & CATAPULTS	77-024,292	10/18/2006