

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	transfer of security interest		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Banc of America Securities Limited		12/10/2009	CORPORATION: UNITED KINGDOM
RECEIVING PARTY DATA			
Name:	The Bluebay Value Recovery (Master) Fund Limited		
Street Address:	77 Grosvenor Street		
City:	London		
State/Country:	UNITED KINGDOM		
Postal Code:	W1K 3JR		
Entity Type:	Public Limited Company: CAYMAN ISLANDS		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2043493	TEST DRIVE	
CORRESPONDENCE DATA			
Fax Number:	(202)663-8007		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	2026638000		
Email:	va-logocops@pillsburywinthrop.com		
Correspondent Name:	Patrick J. Jennings		
Address Line 1:	2300 N Street, N.W.		
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20037		
ATTORNEY DOCKET NUMBER:	79654/000001		
DOMESTIC REPRESENTATIVE			
Name:			
Address Line 1:			
Address Line 2:			

CH \$40.00 2043493

900153152

**TRADEMARK
 REEL: 004138 FRAME: 0270**

Address Line 3:

Address Line 4:

NAME OF SUBMITTER:

Patrick J. Jennings

Signature:

/Pat Jennings/

Date:

01/27/2010

Total Attachments: 10

source=Transfer of Security Interest#page1.tif

source=Transfer of Security Interest#page2.tif

source=Transfer of Security Interest#page3.tif

source=Transfer of Security Interest#page4.tif

source=Transfer of Security Interest#page5.tif

source=Transfer of Security Interest#page6.tif

source=Transfer of Security Interest#page7.tif

source=Transfer of Security Interest#page8.tif

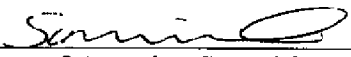
source=Transfer of Security Interest#page9.tif

source=Transfer of Security Interest#page10.tif

TRANSFER OF SECURITY INTEREST IN INTELLECTUAL PROPERTY

FOR VALUE RECEIVED, Banc of America Securities Limited, an English company having its registered office at Merrill Lynch Financial Center, 2 King Edward Street, London EC1A 1HQ, England, does hereby sell, assign and transfer to The Bluebay Value Recovery (Master) Fund Limited, a Cayman Islands, British West Indies public limited company having its registered office at 77 Grosvenor Street, London W1K 3JR United Kingdom its successors or assigns, all right, title and interest of the undersigned in and to a certain security interest and debt thereto issued to the undersigned from Atari, Inc. in connection with the Intellectual Property set forth below in the attached Schedule A under date of April 23, 2009, all as previously recorded with the United States Patent and Trademark Office at Reel/Frame 3799/0001.

Signed this 10th day of December, 2009.


SIMON ORR - AUTH SIGNATORY
Banc of America Securities Limited
5 Canada Square
London, E14 5AQ England

Schedule A

TRADEMARK REGISTRATIONS

COUNTRY	TRADEMARK	REGISTRATION NO.	REGISTRATION DATE
FRANCE	TEST DRIVE	97708508	DEC-11-1997
FRANCE	TEST DRIVER	1441765	NOV-10-1997
JAPAN	TEST DRIVE	4563765	APR-26-2002
JAPAN	TEST DRIVE	4468804	APR-20-2001
JAPAN	TEST DRIVE OFF-ROAD	4563766	APR-26-2002
JAPAN	TEST DRIVE OFF-ROAD	4464806	APR-06-2001
UNITED KINGDOM	TEST DRIVE	B1326323	NOV-09-1987
UNITED STATES	TEST DRIVE	2043493	MAR-11-1997

TRADEMARK APPLICATIONS

COUNTRY	TRADEMARK	APPLICATION NO.	APPLICATION DATE
EUROPEAN COMMUNITY	TEST DRIVE	004450326	JUN-17-2005

TEST DRIVE US COPYRIGHT REGISTRATIONS

Test Drive 6	Dreamcast	Atari, Inc.	PA 1-070-939	2/19/02
Test Drive 6	PC	Atari, Inc.	PA 1-070-764	2/15/02
Test Drive a/k/a Test Drive 7	PC	Atari, Inc.	PA 1-125-179	12/23/02
Test Drive a/k/a Test Drive 7	PS2	Atari, Inc.	PA 1-117-160	7/19/02
Test Drive a/k/a Test Drive 7	XBOX	Atari, Inc.	PA 1-117-219	7/19/02
Test Drive Off Road Wide Open	PS2	Atari, Inc.	PA 1-112-819	2/19/02
Test Drive Off-Road Wide Open	XBOX	Atari, Inc.	PA 1-112-818	2/19/02
Test Drive Unlimited	Xbox 360	Atari, Inc.	PA-1-353-360	12/6/06
Test Drive Unlimited	PC	Atari, Inc.	PA-1-380-700	6/13/07
Test Drive Unlimited	PS2	Atari, Inc.	PA-1-392-843	6/13/07
The Duel: Test Drive II	PC	Atari, Inc.	TX-2-281-108	4/10/90

TEST DRIVE DOMAIN REGISTRATIONS

Domain Name	Expiration Date
td6.com	3/9/2011
tdgame.com	5/9/2009
tdgames.com	5/9/2009
testdrive5.com	6/4/2010
testdrive8.com	3/7/2011
testdrive8.net	3/7/2011
testdrivefast.com	6/27/2009
testdriveinfo.com	5/30/2009
testdriveinfo00.com	6/27/2009
testdriveinfo1.com	6/27/2009
testdriveinfo10.com	6/27/2009
testdriveinfo2.com	6/27/2009
testdriveinfo3.com	6/27/2009
testdriveinfo4.com	6/27/2009
testdriveinfo5.com	6/27/2009
testdriveinfo6.com	6/27/2009
testdriveinfo7.com	6/27/2009
testdriveinfo8.com	6/27/2009
testdriveinfo9.com	6/27/2009
testdriveinfox.com	6/27/2009
testdriveinfoxm.com	6/27/2009
testdrivespeed.com	6/27/2009
testdrivetd.com	6/27/2009
testdriveticket.com	6/27/2009
testdrivetrip.com	6/27/2009
Testdriveunlimited.com	1/6/2011
tdfiredup.com	3/6/2011
tdfu.com	12/17/2009
tdlemans.com	5/26/2010
tdu2.com	2/27/2014
testdriveunlimited2.com	2/27/2014
tdof.com	9/05/2009
tdof.org	9/05/2009
tdstreet.com	9/27/2009

ELEMENTS OF THE FRANCHISE OWNED BY LICENSOR FOR TEST DRIVE UNLIMITED:

Cars/Bikes

- Models
- Textures and other materials
- Special Effects
- Interiors (gauges, instrument panel)
- Car variations (equipment, colors)
- Sound
- Animations (doors opening, wheels turning)
- Licensed cars source material

Characters

- Models & Rigging
- Textures and other materials
- Clothes and other add-ons
- Animations
- Facial posing and animations
- Special Effects

Landscape

- Modeling
- Textures and other materials
- Special Effects
- Buildings (models, textures, special effects, materials)
- Objects (signs, lightposts, furniture)
- Sky
- Lighting
- Post Effects
- Island topographic information
- Photos

Interface

- Interface screens
- HUD graphics
- Display windows during game play
- Map
- Text

Cinematics

- In-engine cinematics
- Rendered movies

Audio

- Sound Effects
- Voice Over
- Sound ambience
- Music
- Audio mix
- Source material

Game Code (excludes code related to the proprietary engine)

- Game modes
- Game options
- Challenges
- Online play (racing, clubs, friends list)
- Car/bikes tuning
- Car interior functionality
- Character upgrades
- Free roaming racing
- Map
- Dealerships
- Stores
- Interface menus
- HUD implementation
- AI
- Physics tuning
- Radio

SOURCE CODE AND GOLD MASTERS

1. Licensor has Source Code, which may include archive files (game design, game mechanisms, etc.), for the following titles:

Test Drive, unknown platform

Test Drive, GFX (image assets)

Test Drive, Xbox

Test Drive 5, unknown platforms

Test Drive 5, unknown platforms

Test Drive 5, unknown platforms

Test Drive 5, PC

Test Drive Off Road, PSX

Test Drive Unlimited Xbox360, PS2, PSP

2. Licensor has Gold Masters for the following titles:

Test Drive 5, PC
 Test Drive 5, PSX
 Test Drive 5, PC General Motors Division
 Test Drive 6, PC
 Test Drive 6, PSX
 Test Drive 7, (a/k/a Test Drive) PC
 Test Drive 7, (a/k/a Test Drive) PS2
 Test Drive Off Road, PC
 Test Drive Off Road, PSX
 Test Drive Off Road, Xbox
 Test Drive Off Road 2, PC
 Test Drive Off Road 2, PSX
 Test Drive Off Road 3, PC
 Test Drive Off Road 3, PSX
 Test Drive Off Road Wide Open, PS2
 Test Drive Unlimited, PC
 Test Drive Unlimited, Xbox360
 Test Drive Unlimited, PS2
 Test Drive Unlimited, PSP

3. Licensor has neither Source Code nor Gold Masters for the following:

Test Drive 2
 Test Drive 3
 Test Drive 4
 Test Drive 2001
 Test Drive Off Road: Wide Open 2001

PATENTS

None.

LICENSES

ATARI COMPANY	CONTRACTING PARTY	CONTRACT TYPE	AGREEMENT DATE	AGREEMENT EXPIRATION DATE
Accolade Inc.	Carroll Shelby Licensing, Inc.	Content License-In Intellectual Property	4/22/1998	12/31/2012
Accolade Inc.	Carroll Shelby Licensing, Inc.	Content License-In Intellectual Property	4/22/1998	12/31/2012
Accolade Inc.	Carroll Shelby Licensing, Inc.	Content License-In Intellectual Property	4/22/1998	12/31/2012

ATARI COMPANY*	CONTRACTING PARTY	CONTRACT TYPE	AGREEMENT DATE	AGREEMENT EXPIRATION DATE
Accolade Inc.	Carroll Shelby Licensing, Inc.	Content License-In Intellectual Property	4/22/1998	12/31/2012
Accolade Inc.	Carroll Shelby Licensing, Inc.	Content License-In Intellectual Property	4/22/1998	12/31/2012
Accolade Inc.	Centerline Photography Inc.	Content License-In Stock Footage/Photo	11/5/1996	Perpetual
Accolade Inc.	Group Lotus Limited	Content License-In Intellectual Property	9/29/1999	9/28/2009
Accolade Inc.	Group Lotus Limited	Content License-In Intellectual Property	9/29/1999	9/28/2009
Accolade Inc.	Jensen Motors Limited	Content License-In Intellectual Property	6/18/1999	6/17/2009
Accolade Inc.	Roadrunner Records, Inc.	Content License-In Music	8/10/1998	Perpetual
Accolade Inc.	Tommy Tallarico Studios	Content License-In Music	9/18/1997	Perpetual
Accolade Inc.	Tommy Tallarico Studios	Content License-In Music	5/5/1998	Perpetual
Accolade Inc.	Tommy Tallarico Studios	Content License-In Music	4/2/1999	Perpetual
Accolade Inc.	Tommy Tallarico Studios	Content License-In Music	7/15/1998	Perpetual
Accolade Inc.	Toyota Motorsport GmbH	Content License-In Intellectual Property	6/1/1999	5/31/2009
Atari, Inc.	AC Cars (USA) LLC	Car License	3/1/2005	12/31/2015
Atari, Inc.	Ascari Cars Ltd.	Car License	5/1/2005	12/31/2010
Atari, Inc.	Aston Martin Lagonda Limited	Car License	1/1/2005	12/31/2009
Atari, Inc.	Audi Inc.	Car License	9/11/2006	9/4/2011
Atari, Inc.	B. Engineering srl	Car License	3/1/2005	12/31/2010
Atari, Inc.	Carroll Shelby Licensing, Inc.	Car License	9/1/2005	9/30/2010
Atari, Inc.	Caterham Cars Ltd.	Car License	5/1/2005	12/31/2013
Atari, Inc.	Daimler Chrysler AG	Car License	7/25/2006	12/31/2009
Atari, Inc.	DaimlerChrysler Corporation	Car License	2/24/2005	12/31/2010
Atari, Inc.	DaimlerChrysler Corporation	Car License		12/31/2010
Atari, Inc.	Ducati Motor Holding S.p.A.	Car License	9/5/2006	9/30/2009
Atari, Inc.	Farboud Sports Cars Ltd	Car License	5/1/2005	12/31/2013
Atari, Inc.	Fiat Auto S.p.A	Car License	12/13/2005	12/31/2010
Atari, Inc.	Ford Motor Company	Car License	1/1/2005	12/31/2009
Atari, Inc.	General Motors Corporation	Car License	1/1/2001	3/31/2011
Atari, Inc.	GM Holden	Car License	7/23/2007	12/31/2009
Atari, Inc.	Group Lotus Limited	Car License	9/26/2005	4/30/2010
Atari, Inc.	Jaguar Cars, Ltd.	Car License	1/1/2005	12/31/2009
Atari, Inc.	Kawasaki Motors Corp.	Car License	1/1/2006	12/31/2009
Atari, Inc.	Koenigsegg Automotive AB	Car License	4/1/2005	12/31/2015

ATARI COMPANY*	CONTRACTING PARTY	CONTRACT TYPE	AGREEMENT DATE	AGREEMENT EXPIRATION DATE
Atari, Inc.	Lamborghini Artimarca S.p.A.	Car License	4/1/2005	12/31/2010
Atari, Inc.	Lexus, a division of Toyota Motor Sales, U.S.A., Inc.	Car License	11/21/2006	11/20/2016
Atari, Inc.	McLaren Group Limited	Car License	5/1/2005	1/31/2013
Atari, Inc.	Mercedes-Benz Accessories GmbH	Car License		12/31/2009
Atari, Inc.	Microsoft Corporation (Ferrari)	Car License	2/16/2006	12/31/2009
Atari, Inc.	MV Agusta SpA	Car License	5/30/2005	5/29/2011
Atari, Inc.	Nissan North America, Inc.	Car License	1/1/2006	12/31/2009
Atari, Inc.	Noble Automotive Limited	Car License	5/1/2005	12/31/2013
Atari, Inc.	Pagani Automobili S.p.a	Car License	3/1/2005	4/30/2015
Atari, Inc.	quattro	Car License	9/20/2006	9/4/2011
Atari, Inc.	RUF Vertrieb GmbH	Car License	3/1/2005	3/1/2014
Atari, Inc.	Saleen Performance Spyker Automobielen BV	Car License	2/15/2005	12/31/2010
Atari, Inc.	Triumph Designs Limited	Car License	3/1/2005	4/30/2013
Atari, Inc.	TVR Engineering Ltd.	Car License	1/1/2006	12/31/2011
Atari, Inc.	Volkswagen AG	Car License	9/1/2005	12/31/2013
Atari, Inc.	Wiesmann GmbH & Co. KG	Car License	9/15/2006	
Atari, Inc.	IGA Worldwide, Inc.	In Game Advertising	3/1/2005	12/31/2010
Atari, Inc.	The Tire Rack, Inc.	IP License-In	3/9/2006	3/8/2008
Atari, Inc.	Microsoft Licensing GP	License	2/27/2006	
Atari, Inc.	2 Thumbs	Music License	7/26/2006	
Atari, Inc.	Ace Records Ltd.	Music License	7/26/2006	7/25/2016
Atari, Inc.	Ace Records Ltd.	Music License	7/26/2006	7/25/2016
Atari, Inc.	BMG Music Publishing Limited	Music License	10/18/2006	9/4/2016
Atari, Inc.	Bucks	Music License		
Atari, Inc.	Bucks	Music License		
Atari, Inc.	Chrysalis	Music License		
Atari, Inc.	Concord Music Group	Music License	5/10/2006	
Atari, Inc.	Domino Record Co Ltd	Music License	6/20/2006	
Atari, Inc.	Drowned in Sound Recordings Limited	Music License	2006	
Atari, Inc.	EMI Music Publishing Limited	Music License	7/1/2006	6/30/2016
Atari, Inc.	Fantasy Jazz	Music License		
Atari, Inc.	Grant Wilson-Claridge & Richard D. James t/a Repflex by the Way	Music License	5/20/2006	

ATARI COMPANY*	CONTRACTING PARTY	CONTRACT TYPE	AGREEMENT DATE	AGREEMENT EXPIRATION DATE
Atari, Inc.	Jim Burke	Music License	2006	
Atari, Inc.	Johnny Panic	Music License		
Atari, Inc.	Johnny Panic	Music License	5/8/2006	
Atari, Inc.	Koka Media	Music License	8/29/2006	
	Lefties Soul			
Atari, Inc.	Connection	Music License	4/26/2006	4/25/2016
Atari, Inc.	Marine Parade	Music License	2006	
Atari, Inc.	Mute	Music License		
	Neil Himmons, Neil Lole, Jason Langdell, Michael Wilson & James Connolly			
Atari, Inc.	Next Century Records	Music License	5/8/2006	
Atari, Inc.	Nimrod Productions	Music License	6/7/2006	
	Limited			
Atari, Inc.	Nimrod Productions Limited	Music License	Undated	
Atari, Inc.	Nimrod Productions Limited	Music License	2006	
Atari, Inc.	Nimrod Productions Limited	Music License	2006	
Atari, Inc.	Olmeto Ltd	Music License	5/5/2006	
	Play It Again Sam			
Atari, Inc.	SPRL	Music License	5/18/2006	
Atari, Inc.	Propaganda Records	Music License	4/26/2006	
	Riverman Publishing Ltd			
Atari, Inc.	Riverman Records Ltd	Music License	4/19/2006	
Atari, Inc.	Riverman Records Ltd	Music License	4/19/2006	
Atari, Inc.	Smashtrax Music LLC	Music License	4/19/2006	
Atari, Inc.	Sony/ATV	Music License	5/16/2006	
	Southern Fried Records			
Atari, Inc.	Records	Music License	5/8/2006	
Atari, Inc.	Strictly Confidential	Music License	6/20/2006	6/19/2016
Atari, Inc.	Universal	Music License		
	Universal Music Operations Limited			
Atari, Inc.	Warner Chappell	Music License	1/25/2007	8/31/2016
Atari, Inc.	Will Hensel	Music License		
	Will Hensel Copyright Control			
Atari, Inc.	WOS/PIAS	Music License	4/19/2006	
Atari, Inc.	Ecko Complex LLC	Music License		
	Hawaiian Airlines, Inc. and IGA Hive Limited	Product Placement	1/20/2006	
Atari, Inc.	GameSpy Industries, Inc.	Product Placement/Sponsorship	10/16/2006	
Atari, Inc.		Technology License	10/21/2004	
Infogrames North America, Inc.	Roadblock Music, Inc.	Content License-In Music	8/10/1998	Perpetual
Infogrames North America, Inc.	Roadblock Music, Inc. o/b/o Itself & Hatefile Music	Content License-In Music	7/15/1998	Perpetual
Infogrames North America,	Roadcrew Music, Inc. (BMI)	Content License-In Music	8/10/1998	Perpetual

ATARI COMPANY*	CONTRACTING PARTY	CONTRACT TYPE	AGREEMENT DATE	AGREEMENT EXPIRATION DATE
Inc.				
Infogrames North America, Inc.	Roadrunner Records, Inc. (2)	Content License-In Music	10/5/1999	Perpetual
Infogrames North America, Inc.	Roadrunner Records, Inc. (2)	Content License-In Music	6/12/2001	Perpetual
Infogrames North America, Inc.	Roadrunner Records, Inc. (2)	Content License-In Music	7/15/1998	Perpetual
Infogrames North America, Inc.	Roadrunner Records, Inc. (2)	Content License-In Music	6/12/2001	Perpetual
Infogrames, Inc.	F Communications, SARL	Content License-In Music	5/1/2002	
Infogrames, Inc.	Financial Times Business, Inc.	Content License-In Intellectual Property	4/1/2002	
Infogrames, Inc.	G4 Media, LLC	Content License-In Intellectual Property	4/1/2002	
Infogrames, Inc.	Outdoor Recreation Group, The	Content License-In Intellectual Property	4/1/2002	
Infogrames, Inc.	RE/MAX International, Inc.	Content License-In Intellectual Property	4/1/2002	
Infogrames, Inc.	Subaru Of America, Inc.	Content License-In Intellectual Property	3/1/1999	Life of Product or any sequel.
Infogrames, Inc.	Subaru Of America, Inc.	Content License-In Intellectual Property	3/1/1999	Life of Product or any sequel.
Infogrames, Inc.	TVR Engineering Ltd.	Content License-In Intellectual Property	6/26/1997	12/31/2010
Infogrames, Inc.	TVR Engineering Ltd.	Content License-In Intellectual Property	6/26/1997	12/31/2010
Infogrames, Inc.	TVR Engineering Ltd.	Content License-In Intellectual Property	6/26/1997	12/31/2010
Infogrames, Inc.	TVR Engineering Ltd.	Content License-In Intellectual Property	6/26/1997	12/31/2010

* Accolade Inc., Infogrames, Inc. and Infogrames North America, Inc. were merged into or became Atari, Inc.