

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings ⇒ ⇒ ⇒	RECORDATION FORM COVER SHEET TRADEMARKS ONLY	U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office
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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.


1. Name of conveying party(ies): <u>Majesco Sales Inc.</u> <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State <u>New Jersey</u> <input type="checkbox"/> Other _____ Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2. Name and address of receiving party(ies) Name: <u>Rosenthal & Rosenthal, Inc.</u> Internal Address: _____ Street Address: <u>1370 Broadway</u> City: <u>New York</u> State: <u>NY</u> Zip: <u>10018</u> <input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State <u>New York</u> <input type="checkbox"/> Other _____ <small>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</small>
3. Nature of conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input checked="" type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____ Execution Date: <u>November 8, 2004</u>	

4. Application number(s) or registration number(s): A. Trademark Application No.(s) <u>78/274,948, 78/263,007, 78/263,000, 76/346,090,</u> <u>76/118,747, 78/437,545</u> Additional number(s) attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	B. Trademark Registration No.(s) <u>2,773,195</u>
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5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Dorothy R. Whitney</u> Internal Address: <u>Cowan, Liebowitz & Latman, P.C.</u> Street Address: <u>1133 Avenue of the Americas</u> <u>35th Floor</u> City: <u>New York</u> State: <u>NY</u> Zip: <u>10036</u>	6. Total number of applications and registrations involved: <u>7</u> 7. Total fee (37 CFR 3.41)..... <u>\$190</u> <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account 8. Deposit account number: <u>03-3415</u> <small>(Attach duplicate copy of this page if paying by deposit account)</small>
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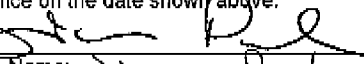
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9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

<u>Dorothy R. Whitney</u> Name of Person Signing	 Signature	<u>11/17/04</u> Date
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Total number of pages including cover sheet, attachments, and document: 4

CERTIFICATE OF FACSIMILE TRANSMISSION
 The undersigned hereby certifies that the above-captioned correspondence is being transferred by facsimile to the United States Patent and Trademark Office on the date shown above.


 Name: Dianne Peache
 Date: 11-18-04

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SECURITY INTEREST

WHEREAS, MAJESCO SALES INC., a corporation formed under the laws of New Jersey located at 160 Raritan Center Parkway, Suite 1, Edison, NJ 08837 (the "Company"), has adopted, used and is using the marks annexed hereto as Schedule A (the "Marks"), and

WHEREAS, The Company is obligated to Rosenthal & Rosenthal, Inc. (the "Factor") located at 1370 Broadway, New York, New York 10018, pursuant to a Factoring Agreement dated April 24, 1989, as amended (referred to as the "Factoring Agreement"); and

WHEREAS, the Company is seeking to increase its credit extension pursuant to the Factoring Agreement, and the Company is now granting to the Factor a security interest in the Marks, together with the good will of the business symbolized by the Marks;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Company does hereby grant to the Factor a security interest in and to the Marks, together with the good will of the business symbolized by the Marks, which security interest shall secure all the Obligations as defined in the Factoring Agreement and in accordance with the terms and provisions thereof.

SCHEDULE A

<u>MARK</u>	<u>SERIAL/REG. NO.</u>	<u>CLASSES</u>
IRIDION 3D (Stylized)	2,773,195	9
ADVENT RISING	78-274948	9
IRIDION II & Design	78-263007	9
BLOWOUT	78-263000	9
BLOODRAYNE	76-346090	9, 28, 41
MAJESCO'S TV ARCADE & Design	78-437545	9