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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Interplay Entertainment Corp.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State **Delaware**
 Other _____

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
 Name: **Vivendi Universal Interactive Publishing**
 Internal **North America, Inc**
 Address: _____
 Street Address: **6080 Center Drive**
 City: **Los Angeles** State: **CA** Zip: **90045**

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State **Delaware**
 Other _____

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: **November 28, 2001**

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
75397850; 75474398; 75532773;
75605979; 75708993; 75771631
 (See attached for add'l #'s) Additional number(s) attached Yes No

B. Trademark Registration No.(s)
1596613; 1737704; 1832342; 1834758;
1836284; 1836291; 1854242; 1858703
 (See attached for add'l #'s)

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: **Ryan J. Victor, Esq.**
 Internal Address: **Latham and Watkins**

 Street Address: **633 West Fifth Street**
Suite 4000
 City: **Los Angeles** State: **CA** Zip: **90071**

6. Total number of applications and registrations involved: **75**

7. Total fee (37 CFR 3.41).....\$ **1890.00.**
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____
 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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.

J. Luis Farias
 Name of Person Signing

J. Luis Farias
 Signature

2/2/02
 Date

Total number of pages including cover sheet, attachments, and document: **5**

03/11/2002 6T0N11 00000186 75397850

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

01 FC:481 40.00 DP
02 FC:482 1850.00 DP

TRADEMARK REEL: 002467 FRAME: 0093

Recordation Form Coversheet
Attachment

(Additional) Trademark Application Nos.

75/847,494
75/931,058
76/025,037
76/026,377
76/026,378
76/036,459
78/031,290
78/031,292
78/035,635
78/050,716
75/306,673

(Additional) Trademark Registration Nos.

1,941,851	2,103,798
1,949,638	2,141,294
1,953,773	2,141,610
1,959,285	2,145,377
1,962,181	2,162,545
1,962,436	2,165,169
1,981,729	2,175,708
2,009,067	2,182,958
2,021,481	2,186,477
2,026,258	2,204,227
2,034,565	2,204,425
2,049,995	2,224,808
2,051,576	2,231,196
2,056,335	2,232,471
2,070,846	2,239,173
2,070,881	2,239,195
2,072,876	2,239,196
2,077,705	2,249,634
2,077,709	2,261,601
2,078,130	2,269,851
2,079,986	2,272,527
2,080,326	2,279,561
2,084,915	2,314,929
2,085,039	2,364,989
2,102,234	2,432,924

TRADEMARK SECURITY AGREEMENT

WHEREAS, Interplay Entertainment Corporation, a corporation duly organized and existing under the laws of the State of Delaware (hereinafter referred to as "Interplay") has adopted, used, is using, and is, to the best of its knowledge and belief, the owner of the trademarks identified in Schedule A, attached hereto and incorporated herein by this reference, and all other rights appurtenant thereto, including, but not limited to, all common law rights and trade name rights (hereinafter referred to as the "Trademarks");

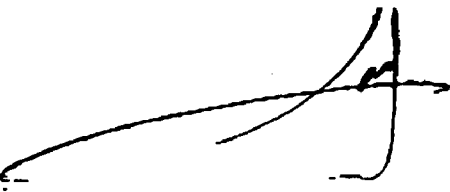
WHEREAS, Interplay wishes to grant a security interest in all of its right, title and interest in and to the Trademarks to Vivendi Universal Interactive Publishing North America, Inc., a corporation duly organized and existing under the laws of the State of Delaware (hereinafter referred to as "VUIPNA");

WHEREAS, Interplay and VUIPNA wish to memorialize the grant of the security interest in the Trademarks and the goodwill attendant thereto to VUIPNA;

NOW THEREFORE, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, Interplay hereby grants a security interest unto Vivendi in all of its right, title and interest in the Trademarks. Vivendi specifically does not assume any liability of Interplay relating to the Trademarks.

IN WITNESS WHEREOF, Interplay has executed this Trademark Security Agreement as an instrument as of this 28th day of NOVEMBER 2001.

INTERPLAY ENTERTAINMENT
CORPORATION

By: 

Name:

Its: President

Schedule A

Registered Trademarks

<u>Mark</u>	<u>Registration No.</u>
BATTLE CHESS	1,596,613
CASTLES	1,737,704
CLAY FIGHTER	1,832,342
ROCK N ROLL RACING	1,834,758
LOST VIKINGS	1,836,284
RAGS TO RICHES	1,836,291
CLAYMATES	1,854,242
MACPLAY	1,858,703
CINEMATIC MULTIMEDIA	1,941,851
DESCENT	1,949,638
STAR REACH	1,953,773
BOOGERMAN	1,959,285
STONEKEEP	1,962,181
BLACKTHORNE	1,962,436
POWER PETE	1,981,729
CONQUEST OF THE NEW WORLD	2,009,067
STONEKEEP	2,021,481
BAD MISTER FROSTY	2,026,258
WHIPLASH	2,034,565
THE DIFFERENCE IS REAL	2,049,995
CHESS MATES	2,051,576
MUMMY TOMB OF THE PHARAOH	2,056,335
SHATTERED STEEL	2,070,846
RELOADED	2,070,881
M.A.X. MECHANIZED ASSAULT & EXPLORATION	2,072,876
BRAIN STORM	2,077,705
INTERPLAY	2,077,709
NORMALITY	2,078,130
VR SPORTS	2,079,986
FRAGILE ALLEGIANCE	2,080,326
SIGNATURE SERIES	2,084,915
REALMS OF THE HAUNTING	2,085,039
REALMS OF THE HAUNTING	2,102,234
FRANKENSTEIN: THROUGH THE EYES OF THE MONSTER	2,103,798
LOADED	2,141,294
NORSE BY NORSEWEST	2,141,610
DRAWING DISCOVERIES	2,145,377
RED ASPHALT	2,162,545
BY GAMERS. FOR GAMERS.	2,165,169
TRIBAL DREAMS	2,175,708
CLAY FIGHTER 63 1/3	2,182,958
DIE BY THE SWORD	2,186,477
ENGAGE GAMES ONLINE	2,204,227

Registered Trademarks (continued)

<u>Mark</u>	<u>Registration No.</u>
DESCENT MAXIMUM	2,204,425
EARTH 2140	2,224,808
CRIME KILLER	2,231,196
OF LIGHT AND DARKNESS	2,232,471
HARDWAR	2,239,173
ROLEMASTER: MAGESTORM	2,239,195
SPLATTERBALL	2,239,196
OF LIGHT AND DARKNESS THE PROPHECY	2,249,634
REDNECK RAMPAGE SUCKIN' GRITS ON ROUTE 66	2,261,601
REDNECK RAMPAGE RIDES AGAIN	2,269,851
VIRTUAL FIELD VISION	2,272,527
INTERPLAY	2,279,561
DESCENT: FREESPACE THE GREAT WAR	2,314,929
KINGPIN	2,364,989
FREESPACE	2,432,924

Pending Trademark Applications

<u>Mark</u>	<u>Serial No.</u>
R/C STUNT COPTER	75/397,850
GIANTS	75/474,398
REDNECK RAMPAGE	75/532,773
GIANTS CITIZEN KABUTO	75/605,979
TEAM EGO	75/708,993
INVICTUS	75/771,631
REDNECK	75/847,494
GALLEON	75/931,058
DIGITAL MAYHEM	76/025,037
PLANESCAPE: TORMENT	76/026,377
SEPTERRA CORE	76/026,378
MOTOR MADNESS	76/036,459
SUNDERING: WORLD'S END	78/031,290
SUNDERING	78/031,292
DYNAVERSE 2	78/035,635
BALDUR'S GATE DARK ALLIANCE (DESIGN ONLY)	78/050,716 75/306,673