

2002 AUG 22 AM 10:57

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TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

102202700

Submission Type

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8-22-02

Resubmission

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Conveyance Type

Assignment

License

Security

Nunc Pro Tunc Assignment

Merger

Change of Name

Other

Notice of Grant of Security Interest

Effective Date
Month Day Year
12/07/99
OFFICE OF PUBLIC RECORDS
AUG 22 AM 10:57
FINANCE SECTION

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Take-Two Interactive Software, Inc.

12/07/99

Formerly

[Empty box]

Individual

General Partnership

Limited Partnership

Corporation

Association

Other

[Empty box]

Citizenship/State of Incorporation/Organization

Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name

Bank of America, N.A., as Collateral Agent

DBA/AKA/TA

[Empty box]

Composed of

[Empty box]

Address (line 1)

101 North Tryon Street

Address (line 2)

15th Floor

Address (line 3)

Charlotte
City

North Carolina
State/Country

28255
Zip Code

Individual

General Partnership

Limited Partnership

Corporation

Association

Other

National Banking Association

Citizenship/State of

Incorporation/Organization

[Empty box]

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

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02 FC:482 220.00 OF

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Enter for the first Receiving Party Only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached
Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text" value="75740269"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2587866"/>	<input type="text" value="2456387"/>	<input type="text" value="2148765"/>
<input type="text" value="75722719"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2591046"/>	<input type="text" value="2476204"/>	<input type="text" value="2227025"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2391635"/>	<input type="text" value="2189992"/>	<input type="text" value="1996438"/>

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

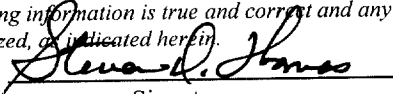
Method of Payment: Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Steven D. Thomas  August 22, 2002
Name of Person Signing Signature Date Signed

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of December 7, 1999 (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		
Registration Number	Description of Trademark Item	Registration Date
SEE ATTACHED		

TRADEMARK APPLICATIONS		
Application Number	Description of Trademark Applied For	Application Date
SEE ATTACHED		

The 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:

Title:

BARRY RUTCOFSKY
VICE PRESIDENT

Acknowledged and Accepted:

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

By: 

Name: CHARLES F. RABIN

Title: VP

Take-Two Interactive Software, Inc.
(Delaware Corporation)

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
JACK OF ALL GAMES	2587866	7/2/02
JACK OF ALL GAMES and Design R and Design	2591046	7/9/02
	2391635	10/3/00
ROCKSTAR GAMES	2456387	5/29/01
ONI	2476204	8/7/01
MYTH, THE FALLEN LORDS	2189992	9/15/98
GRAND THEFT AUTO	2148765	4/7/98
SPACE STATION SILICON VALLEY	2227025	3/2/99
TAKE TWO INTERACTIVE SOFTWARE	1996438	8/27/96

Pending Applications

Mark	Appl. Ser. No.	Filing Date
THE ASSASSIN	75740269	7/26/99
JOYTECH USA	75722719	6/7/99