

10-28-2002

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



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

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102262115

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

1. Name of conveying party(ies):

Take-Two Interactive Software, Inc. 622 Broadway New York, NY 10012

10-21-02

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

Internal Address: 101 North Tryon Street

Street Address: Independence Center, 15th Floor

City: Charlotte State: NC Zip: 28288

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Other a National Banking Association

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 Notice of Grant of Security Interest

Execution Date: August 28, 2002

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

SEE ATTACHED SCHEDULE

B. Trademark Registration No.(s)

SEE ATTACHED SCHEDULE

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Steven D. Thomas

Internal Address: Moore & Van Allen, PLLC

Street Address: 2200 West Main Street

Suite 800

City: Durham State: NC Zip: 27705

6. Total number of applications and registrations involved:

08

7. Total fee (37 CFR 3.41): \$ 215.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

50-2316

DO NOT USE THIS SPACE

9. Signature.

Steven D. Thomas Name of Person Signing

Signature

October 21, 2002 Date

Total number of pages including cover sheet, attachments, and document: 04

10/28/2002 6TON11 00000011 2523857

01 FC:8521 40.00 OP 02 FC:8522 175.00 OP

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

OFFICE OF PUBLIC RECORDS 702 OCT 21 PM 2:03 FINANCE SECTION

TRADEMARK REEL: 002604 FRAME: 0657

NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Amended and Restated Security Agreement dated as of August 28, 2002 (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:

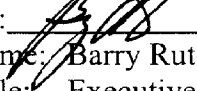
TRADEMARKS		
Trademark	Registration Number	Registration Date
MAX-FX TECHNOLOGY	2523857	01/01/02

TRADEMARK APPLICATIONS		
Trademark	Application Serial Number	Filing Date
NOTHING TO LOSE	76256202	05/10/01
NOTHING TO LOSE	76256203	05/10/01
BULLET TIME	76261812	05/22/01
BULLET TIME	76261202	05/22/01
MAX PAYNE	76268400	06/06/01
MAX PAYNE	76268401	06/06/01
MAX PAYNE	76268402	06/06/01

The undersigned 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: Barry Rutcofsky  
Title: Executive Vice President

Acknowledged and Accepted:

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

By: \_\_\_\_\_  
Name: Michael Brashler  
Title: Agency Officer

The undersigned 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

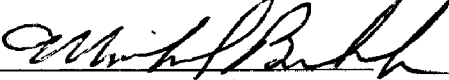
By: \_\_\_\_\_

Name: Barry Rutcofsky

Title: Executive Vice President

Acknowledged and Accepted:

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

By: 

Name: Michael Brashler

Title: Agency Officer