

Form PTO-1594 (Rev. 07/05)
OMB Collection 0651-0027 (exp. 6/30/2008)

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

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

Fleet Retail Group LLC f/k/a Fleet Retail Group, Inc.

- Individual(s)
- General Partnership
- Corporation- State: DE
- Other
- Association
- Limited Partnership

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Gamestop, Inc.

Internal Address: _____

Street Address: 2250 William D. Tate Avenue

City: Grapevine

State: TX

Country: US Zip: 76051

- Association Citizenship _____
- General Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship MN
- Other _____ Citizenship _____

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)

3. Nature of conveyance)/Execution Date(s) :

Execution Date(s) October 11, 2005

- Assignment
- Security Agreement
- Other Security Agreement Termination
- Merger
- Change of Name

4. Application number(s) or registration number(s) and Identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

Name: Christopher E. Kondracki

Internal Address: _____

Street Address: 2001 Jefferson Davis Hwy.
Suite 1007

City: Adlington

State: VA Zip: 22202

Phone Number: 703-415-1555

Fax Number: 703-415-1557

Email Address: _____

6. Total number of applications and registrations involved:

56

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 1415.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 19-3545

Authorized User Name Christopher E. Kondracki

9. Signature:


Signature

10/20/05
Date

Christopher E. Kondracki
Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 9

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

CH \$1415.00 193545 78429986

Receiving Party(ies)
Continuation of the Information in Item 2

Gamestop.com, Inc.
2250 William D. Tate Avenue
Grapevine, TX 76051

Delaware – Corporation

Babbage's Etc. LLC
2250 William D. Tate Avenue
Grapevine, TX 76051

Delaware – Limited Liability Company

**Continuation of Items 4A and 4B
Trademark Applications and
Registrations**

	MARK	APP / REG. NO.	APP/REG. DATE	CLASS(ES)
1.	BABBAGE'S	1,569,315	12/5/89	9, 16
2.	BABBAGE'S SOFTWARE FOR THE HOME	1,345,205	6/25/91	42
3.	BABBAGE'S	1,345,315	6/25/85	42
4.	AMERICA'S SOFTWARE HEADQUARTERS	1,547,310	7/11/89	16
5.	AMERICA'S SOFTWARE HEADQUARTERS	1,553,597	8/29/89	16
6.	SUPER SOFTWARE ETC.	1,888,982	4/11/95	42
7.	SUPR SOFTWARE	2,068,246	6/10/97	42

	MARK	APP / REG.	DATE	CLASS(ES)
1.	MORE VIDEO GAMES AT HALF THE PRICE	2,226,903	2/23/99	35
2.	FUNCOLAND NATIONAL VIDEO GAME CHAMPIONSHIPS	2,061,504	5/13/97	41, 42
3.	FUNCOLAND	2,085,805	8/5/97	35
4.	FUNCOLAND FUN CLUB	1,876,618	1/31/95	16
5.	FUNCOLAND YOUR SOURCE FOR INTERACTIVE ENTERTAINMENT	1,896,591	5/30/95	42
6.	BRING HOME THE FUN	1,806,603	11/23/99	42
7.	FUNCO	1,796,605	10/5/93	42
8.	THE MOVIE NEVER ENDS AT GAMESTOP	78/429,986	6/4/04	35
9.	THE MOVIE NEVER ENDS	78,429,985	6/4/04	35
10.	THE GAME NEVER ENDS	78,429,980	6/4/04	35
11.	THE GAME NEVER ENDS AT GAMESTOP	78/429,979	6/4/04	35
12.	BIG HITS. BIG PLAYS. BIG VALUE	78/428,083	6/1/04	35
13.	GAMESTOP AND MOVIES TOO!	78/427,071	5/28/04	35
14.	MOVIEMANIA	78/413,973	5/6/04	35

15.	MOVIESTOP	78/299,096	9/11/03	35
16.	VIDEOSTOP	78/299,110	9/11/03	35
17.	MOVIE MOGUL	78/371,187	2/20/04	35
18.	GAMESTOP	76/444,450	8/28/02	35
19.	PLAYMORE	76/403,429	5/2/02	35
20.	GAMESTOP	76/450,776	9/18/02	35
21.	TRADE NOW. GET GAMEBUCKS. PLAY MORE.	2,813,787	2/10/04	35
22.	GAMEBUCKS	2,813,782	2/10/04	35
23.	GAMESTOP	2,805,625	1/13/04	35
24.	GAMESTOP.COM	2,805,277	1/13/04	35
25.	GAMESTOP	2,803,416	1/6/04	35
26.	GAMESTOP	76/444,474	8/28/02	35
27.	WHERE GAMERS GATHER	76/432,627	7/22/02	35
28.	MORE GAMES, LESS BUCKS	76/403,361	5/2/02	35
29.	GAMEBANK	76/403,271	5/2/02	35
30.	GAMESTOP TRADING COMPANY	76/403,270	5/2/02	35
31.	GAMEBUX	76/403,269	5/2/02	35
32.	GAMESTOP.COM	2,489,084	9/11/01	35
33.	FUNCOLAND	2,085,805	8/5/97	35
34.	GAMESTOP	1,707,460	8/11/92	42
35.	AMERICA'S PLACE TO SHOP FOR VIDEO GAMES	1,962,954	3/19/96	42
36.	SUNRISE PUBLICATIONS	1,999,100	9/10/96	16
37.	PLAY MORE	1,982,962	6/25/96	42
38.	GAME INFORMER	1,788,102	8/17/93	16
39.	FUNCO LAND	1,708,866	8/18/92	42
40.	WHERE THE MOVIES NEVER END	78/437,582	6/18/04	35

	MARK	APP / REG.	DATE	CLASS(ES)
1.	TRADESTOP TRADE IN - CASH OUT	78/275,894	7/18/2003	35
2.	TRADESTOP TRADE IN - CASH OUT □	78/275,889	7/18/2003	35
3.	TRADE STOP	78/275,881	7/18/2003	35
4.	TRADE STOP	78/275,874	7/18/2003	35
5.	TRADE IN - CASH OUT	78/275,869	7/18/2003	35
6.	TRADESTOP.COM	78/275,866 <i>26</i>	7/18/2003	35
7.	TRADESTOP	78/275,853	7/18/2003	35
8.	TRADE STOP	78/275,858	7/18/2003	35
9.	STOPWATCH	76/530,285	7/07/2003	35

SECURITY INTEREST TERMINATION

WHEREAS, BABBAGE'S ETC. LLC, GAMESTOP, INC. and GAMESTOP.COM, INC. (collectively, the "Debtor"), granted a security interest to FLEET RETAIL GROUP LLC f/k/a Fleet Retail Group, Inc. (the "Secured Party") in Debtor's trademarks (the "Trademarks") pursuant to the Agreement which was filed at the United States Patent and Trademark Office on November 19, 2004 and recorded on Reel 2980 and beginning on Page 346; and

WHEREAS, the security interests of the Debtor to Secured Party under the foregoing Agreement have been terminated.

NOW, THEREFORE, Secured Party releases its security interest in, and reassigns to the Debtor, any and all interest in the Trademarks, including, but not limited to, those listed on Schedule A attached hereto. Secured Party agrees that, upon the request of the Debtor or any successor in interest or assignee thereof, and at the expense of the Debtor, Secured Party will execute any document, cause to be made any filing or take any other action deemed reasonably necessary or advisable by the Debtor, or any successor in interest or assignee thereof, to effectuate the release of interests contemplated herein.

IN WITNESS WHEREOF, Secured Party, by the signature below of its duly authorized representative, agrees to be bound by the provisions of this Security Interest Termination as of this 11th day of October, 2005.

FLEET RETAIL GROUP LLC f/k/a Fleet
Retail Group, Inc.

By: 

Name: Stephen Garvin

Title: Managing Director

COUNTY OF SUFFOLK, SS

Then personally appeared before me the above-named Stephen Garvin of Fleet Retail Group LLC and acknowledged the foregoing to be his free act and deed this 5 day of October, 2005.

Notary Public: 


My commission expires:

TRADEMARK

REEL: 003215 FRAME: 0222

The foregoing is accepted
and agreed to:

AGENT:
BANK OF AMERICA, N.A.

By: 
Name: Stephen Garon
Title: Managing Director

SCHEDULE A**BABBAGE'S ETC. LLC**

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1.	BABBAGE'S	1,569,315	12/5/89	9, 16
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6.	SUPER SOFTWARE ETC.	1,888,982	4/11/95	42
7.	SUPR SOFTWARE	2,068,246	6/10/97	42
8.	SOFTWARE ETC.	Wisconsin State	7/16/97	36
9.	BABBAGE'S	Wisconsin State	7/16/97	36

GAMESTOP, INC. (formerly FUNCO, INC.)

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15.	MOVIESTOP	78/299,096	9/11/03	35
16.	VIDEOSTOP	78/299,110	9/11/03	35
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39.	FUNCO LAND	1,708,866	8/18/92	42
40.	WHERE THE MOVIES NEVER END	78/437,582	6/18/04	35
41.	HOME OF THE FREE NEW RELEASE			
42.	FUNCOLAND	Louisiana	2/4/00	42
43.	GAME INFORMER	Nevada	9/28/99	16
44.	FUNCOLAND	Nevada	9/28/99	35
45.	FUNCOLAND	Kansas	7/14/95	41, 42
46.	FUNCO	Wisconsin - 930217	2/17/93	42
47.	FUNCOLAND	Wisconsin - 5301294	2/17/93	42
48.	GAME INFORMER	Louisiana	2/4/00	16
49.	GAME INFORMER	Wisconsin	4/12/95	16

GAMESTOP.COM, INC.

	MARK	APP / REG.	DATE	CLASS(ES)
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7.	TRADESTOP	78/275,853	7/18/2003	35
8.	TRADE STOP	78/275,858	7/18/2003	35
9.	STOPWATCH	76/530,285	7/07/2003	35

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