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RECORDATION FORM COVER
TRADEMARKS ON



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

5-23-05

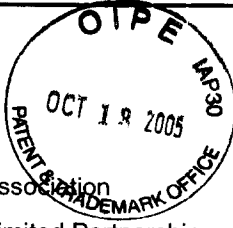
1. Name of conveying party(ies):

Atari, Inc.

- Individual(s)
- General Partnership
- Corporation- State: Delaware
- 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: HSBC Business Credit (USA) Inc.

Internal Address:

Address:

Street Address: 452 Fifth Avenue

New York

City:

State: New York

Country: USA

Zip: 10018

- Association Citizenship
- General Partnership Citizenship
- Limited Partnership Citizenship
- Corporation Citizenship Delaware
- 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) May 13, 2005

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

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

A. Trademark Application No.(s)

78416435, 78509805

B. Trademark Registration No.(s)

2483589, 2286869

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: Zev Bomrind

Internal Address:

Kronish Lieb Weiner & Hellman LLP

Street Address: 1114 Avenue of the Americas

City: New York

State: New York

Zip: 10036

Phone Number: (212) 479-6113

Fax Number: (212) 479-6275

Email Address: zbomrind@kronishlieb.com

6. Total number of applications and registrations involved:

66

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 1,665

- 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 _____

Authorized User Name _____

0000091 78416435
25.00 00
10/18/2005 EQUIPER
01 FC=8522

9. Signature:

05/25/2005 DBYRNE 00000260 78416435

Signature

5/19/05

Date

01 FC:8521
02 FC:8522

Alexandra Sorota

Name of Person Signing

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

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

TRADEMARK
REEL: 003236 FRAME: 0893

Continuation of Item 4A: Trademark Application Numbers

Page 2 of 4

<u>Trademark</u>	<u>Application No.</u>
DRIVER	78416900
DRIV3R	78416915
BACKYARD BASEBALL	75817069
BACKYARD SOCCER	75817071
BALLISTIC	75783788
INDIGO PROPHECY	78570733
SEASON TICKET	76442168
CASTLES & CATAPULTS	76491798
TIMESHIFT	78570731
MOTOR MAYHEM**	76269068

** We are abandoning this application.

Continuation of Item 4B: Trademark Registration Numbers

<u>Trademark</u>	<u>Reg. No.</u>
BEACH HEAD 2000	2556985
BIGAIR	2336686
BIRD HUNTER	2401061
BONEYARDS	2446842
BUBSY	1881551
CAVE DOG	2219494
CAVE DOG (Design)	2219633
DEER HUNTER	2344181
FISHERMAN'S PARADISE	2361460
FREDDI FISH & THE CASE OF THE CREATURE OF CORAL COVE	2882160
FREDDI FISH & THE CASE OF THE MISSING KELP SEEDS	2026486
GRAND SLAM TURKEY HUNT	2517893
GT	2302058

Trademark	Reg. No.
GT Logo	2009337
HARDBALL	1930024
HUMONGOUS ENTERTAINMENT	2071719
HUMONGOUS ENTERTAINMENT	2071712
JUNIOR ARCADE	2179014
JUNIOR ARCADE	2141413
JUNIOR FIELD TRIPS	2216833
JUNIOR FIELD TRIPS	2216834
LEGEND ENTERTAINMENT	1710807
MACPUBLISHER	2296270
MONKEY PENNY	2532039
PAJAMA MAN	2555712
PAJAMA SAM	2152867
PAJAMA SAM	2149679
PROFESSIONAL BASS TOURNAMENT	2402984
PROFESSOR QUACK	2532038
ROCKY MOUNTAIN TROPHY HUNTER	2347812
SHADOW OPS	2917821
SHINY ENTERTAINMENT	2067376
SLAVE ZERO	2550293
SPORTSMAN'S PARADISE	2370026
SPY FOX	2623869
SPY FOX IN CHEESE CHASE	2463108
STAR CONTROL	2046036
TEST DRIVE	2043493
TOTAL ANNIHILATION	2136279
TOTAL ANNIHILATION	2234694
WIZARDWORKS	1788702
BACKYARD BASKETBALL	2722271
BACKYARD FOOTBALL	2747587
BACKYARD HOCKEY	2757107
BEACH HEAD	2759892
BLENDER BROS.	2748455
DESPERADOS	2722566
DIRT TRACK RACING	2641669
MESS HALL MANIA	2756890

Trademark	Reg. No.
MOONBASE COMMANDER	2765448
PLAY WITH THE PROS AS KIDS	2728983
SPY FOX OPERATION OZONE	2743500
STUNTMAN	2652421

ASSIGNMENT FOR SECURITY
(TRADEMARKS AND TRADEMARK APPLICATIONS)

WHEREAS, Atari, Inc., a Delaware corporation (herein referred to as "Grantor") owns the trademarks listed on Schedule 1 annexed hereto, which trademarks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, Grantor and HSBC Business Credit (USA) INC. ("Lender") have executed that certain Loan and Security Agreement of even date herewith (as it may be amended, modified, supplemented or restated from time to time, the "Loan Agreement") and that certain Trademark and License Security Agreement of even date herewith (as it may be amended, modified, supplemented or restated from time to time, the "Trademark Security Agreement");

WHEREAS, pursuant to the terms of the Loan Agreement and Trademark Security Agreement, Grantor has assigned and granted to the Lender a continuing security interest in substantially all the assets of Grantor, including all right, title and interest of Grantor in, to and under the Trademarks, together with, among other things, the good-will of the business symbolized by the Trademarks and the applications and registrations thereof, to secure the payment, performance and observance of the Obligations (as defined in the Loan Agreement);


NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Grantor does hereby further pledge, convey, sell, assign, transfer and set over unto the Lender and grants to the Lender a continuing security interest in all of Grantor's right, title and interest in, to and under the Trademarks, together with, among other things, the good-will of the business symbolized by the Trademarks and the applications and registrations thereof, to secure the payment, performance and observance of the Obligations.

This security interest is granted in conjunction with the security interests granted to the Lender pursuant to the Loan Agreement and Trademark Security Agreement. Grantor does hereby further acknowledge and affirm that the rights and remedies of the Lender with respect to the security interest in the Trademarks made and granted hereby are more fully set forth in the Loan Agreement and Trademark Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

Except as provided in the Loan Agreement and Trademark Security Agreement, Grantee agrees not to sell, license, exchange, assign or otherwise transfer or dispose of, or grant any rights with respect to, or mortgage or otherwise encumber, to take any other actions with respect to, any of the Trademarks.

IN WITNESS WHEREOF, Grantor has caused this Assignment to be duly executed by its officer thereunto on the 13th day of May, 2005.

ATARI, INC.

By: 
Name: Diane P. Baker
Title: EUP & CFO

**SCHEDULE 1 TO ASSIGNMENT FOR SECURITY
(TRADEMARKS AND TRADEMARK APPLICATIONS)**

*Note: Certain assignments still need to be recorded for some of the trademarks registrations and applications listed below.

Registrations

Trademark	Registrant	Reg. No.	Reg. Date
40 WINKS	Atari, Inc.	2483589	8/28/2001
ACCOLADE	Atari, Inc.	2286869	10/19/1999
BEACH HEAD 2000	Atari, Inc.	2556985	4/2/2002
BIGAIR	Atari, Inc.	2336686	3/28/2000
BIRD HUNTER	Atari, Inc.	2401061	10/31/2000
BONEYARDS	Humongous Entertainment, Inc.	2446842	4/24/2001
BUBSY	Infogrames, Inc.	1881551	2/28/1995
CAVE DOG	Atari, Inc.	2219494	1/19/1999
CAVE DOG (Design)	Atari, Inc.	2219633	1/19/1999
DEER HUNTER	Infogrames, Inc.	2344181	4/18/2000
FISHERMAN'S PARADISE	Infogrames, Inc.	2361460	6/27/2000
FREDDI FISH & THE CASE OF THE CREATURE OF CORAL COVE	Atari, Inc.	2882160	9/7/2004
FREDDI FISH & THE CASE OF THE MISSING KELP SEEDS	Infogrames, Inc.	2026486	12/31/1996
GRAND SLAM TURKEY HUNT	Infogrames, Inc.	2517893	12/11/2001
GT	Infogrames, Inc.	2302058	12/21/1999
GT Logo	Infogrames, Inc.	2009337	10/22/1996
HARDBALL	Infogrames, Inc.	1930024	10/24/1995
HUMONGOUS ENTERTAINMENT	Atari, Inc.	2071719	6/17/1997
HUMONGOUS ENTERTAINMENT	Atari, Inc.	2071712	6/17/1997
JUNIOR ARCADE	Atari, Inc.	2179014	8/4/1998
JUNIOR ARCADE	Atari, Inc.	2141413	3/3/1998
JUNIOR FIELD TRIPS	Atari, Inc.	2216833	1/12/1999
JUNIOR FIELD TRIPS	Atari, Inc.	2216834	1/12/1999
LEGEND ENTERTAINMENT	Infogrames, Inc.	1710807	8/25/1992
MACPUBLISHER	Infogrames, Inc.	2296270	11/30/1999
MONKEY PENNY	Infogrames, Inc.	2532039	1/22/2002

Trademark	Registrant	Reg. No.	Reg. Date
PAJAMA MAN	Infogrames, Inc.	2555712	4/2/2002
PAJAMA SAM	Atari, Inc.	2152867	4/21/1998
PAJAMA SAM	Atari, Inc.	2149679	4/7/1998
PROFESSIONAL BASS TOURNAMENT	Infogrames, Inc.	2402984	11/7/2000
PROFESSOR QUACK	Infogrames, Inc.	2532038	1/22/2002
ROCKY MOUNTAIN TROPHY HUNTER	Infogrames, Inc.	2347812	5/2/2000
SHADOW OPS	Atari, Inc.	2917821	1/11/2005
SHINY ENTERTAINMENT	Infogrames, Inc.	2067376	6/3/1997
SLAVE ZERO	Infogrames, Inc.	2550293	3/19/2002
SPORTSMAN'S PARADISE	Infogrames, Inc.	2370026	7/25/2000
SPY FOX	Infogrames, Inc.	2623869	9/24/2002
SPY FOX IN CHEESE CHASE	Infogrames, Inc.	2463108	6/26/2001
STAR CONTROL	Infogrames, Inc.	2046036	3/18/1997
TEST DRIVE	Infogrames, Inc.	2043493	3/11/1997
TOTAL ANNIHILATION	Atari, Inc.	2136279	2/10/1998
TOTAL ANNIHILATION	Atari, Inc.	2234694	3/23/1999
WIZARDWORKS	Atari, Inc.	1788702	8/17/1993
BACKYARD BASKETBALL	Atari, Inc.	2722271	6/3/2003
BACKYARD FOOTBALL	Atari, Inc.	2747587	8/5/2003
BACKYARD HOCKEY	Atari, Inc.	2757107	8/26/2003
BEACH HEAD	Atari, Inc.	2759892	9/2/2003
BLENDER BROS.	Atari, Inc.	2748455	8/5/2003
DESPERADOS	Infogrames, Inc.	2722566	6/3/2003
DIRT TRACK RACING	Atari, Inc.	2641669	10/29/2002
MESS HALL MANIA	Infogrames, Inc.	2756890	8/26/2003
MOONBASE COMMANDER	Infogrames, Inc.	2765448	9/16/2003
PLAY WITH THE PROS AS KIDS	Infogrames, Inc.	2728983	6/24/2003
SPY FOX OPERATION OZONE	Infogrames, Inc.	2743500	7/29/2003
STUNTMAN	Reflections Interactive Limited Corp.	2652421	11/19/2002

Applications

Trademark	Applicant	Application No.	Filing Date
BACKYARD SKATER	Atari, Inc.	78416435	5/11/2004

Trademark	Applicant	Application No.	Filing Date
BACKYARD SKATEBOARDING	Atari, Inc.	78509805	11/2/2004
DRIVER	Reflections Interactive, Ltd.	78416900	5/12/2004
DRIV3R	Reflections Interactive, Ltd.	78416915	5/12/2004
BACKYARD BASEBALL	Atari, Inc. (see note)	75817069	10/7/1999
BACKYARD SOCCER	Atari, Inc.	75817071	10/7/1999
BALLISTIC	Infogrames, Inc.	75783788	8/24/1999
INDIGO PROPHECY	Atari, Inc.	78570733	2/18/2005
SEASON TICKET	Infogrames, Inc.	76442168	8/15/2002
CASTLES & CATAPULTS	Infogrames, Inc.	76491798	1/17/2003
TIMESHIFT	Atari, Inc.	78570731	2/18/2005
MOTOR MAYHEM**	Infogrames, Inc.	76269068	6/7/2001

** We are abandoning this application.

Common Law Trademarks

REFLECTIONS INTERACTIVE
BACKYARD SPORTS
BACKYARD KIDS