

07-28-1999

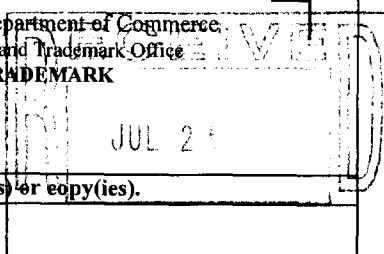
FORM PTO-1618A  
Expires 06/30/99  
OMB0651-0027



U.S. Department of Commerce  
Patent and Trademark Office  
TRADEMARK

*Mkd 7-26-99*

101101784  
REGISTRATION COVER SHEET  
TRADEMARKS ONLY



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

Submission Type

- New
- Resubmission Document ID#  (Non-Recordation)
- Correction of PTO Error  
Reel #  Frame #
- Corrective Document  
Reel #  Frame #

Conveyance Type

- Assignment  License
- Security  Nunc Pro Tunc Assignment
- Merger
- Change of Name
- Other  Notice of Grant of Security Interest in Trademarks

Effective Date  
Month Day Year  
3/10/99

Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year

Name  Pro Player, Inc.

3/10/99

Formerly

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other

Citizenship/State of Incorporation/Organization  New York

Receiving Party

Mark if additional names of receiving parties attached

Name  Bank of America, N.A. f/k/a NationsBank, N.A., as Collateral Agent

DBA/AKA/TA

Composed of

Address (line 1)  Independence Center, 15th Floor

Address (line 2)

Address (line 3)  Charlotte  North Carolina  28755  
City State/Country Zip Code

- Individual  General Partnership  Limited Partnership
- Corporation  Association
- Other  national banking association
- Citizenship/State of Incorporation/Organization

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.)

07/27/1999 INGLUYEN 00000206 75009404

FOR OFFICE USE ONLY

01 FC:481 10.00 OP  
02 FC:483 175.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

**Domestic Representative Name and Address**

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. #

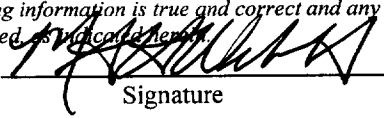
**Trademark Application Number(s) or Registration Number(s)**  Mark if additional numbers attached  
 Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text" value="75/009,404"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,077,125"/>	<input type="text" value="2,081,861"/>	<input type="text" value="1,636,199"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,025,275"/>	<input type="text" value="1,782,748"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,897,027"/>	<input type="text" value="1,751,335"/>	<input type="text"/>

**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 (any deficiency)  
 (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.  
 Mark H. Webbink    
 Name of Person Signing Signature Date Signed

NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

United States Patent and Trademark Office

Please be advised that pursuant to the Security Agreement dated as of March 10, 1999 (as the same may be amended, modified, extended or restated from time to time, the "Security Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Bank of America, N.A. (formerly known as NationsBank, N.A.), as Collateral Agent (the "Collateral Agent") for the Secured Parties referenced therein (the "Secured Parties"), the undersigned Obligor 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 Secured Parties:

TRADEMARKS

<u>Trademark Registration No.</u>	Description of Trademark <u>Item</u>	Date of <u>Trademark</u>
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SEE THE ATTACHED SCHEDULE A

Trademark Applications

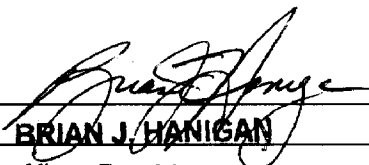
<u>Trademark Applications No.</u>	Description of Trademark <u>Applied For</u>	Date of Trademark <u>Applications</u>
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SEE THE ATTACHED SCHEDULE A

The Obligors and the Collateral Agent, on behalf of the Secured Parties, 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,

PRO PLAYER, INC.

By:   
Name: BRIAN J. HANIGAN  
Title: Vice President

Acknowledged and Accepted:

BANK OF AMERICA, N.A., f/k/a  
NATIONSBANK, N.A.,  
as Collateral Agent

By:   
Name: E. PHIFER HELMS  
Title: MANAGING DIRECTOR

Schedule A

Pro Player, Inc. (NY)

U.S. Trademarks

Pending Applications

Mark	Application Serial No.	Filing Date
PRO PLAYER	75/009,404	10/24/95

Registered Marks

Mark	Registration No.	Registration Date
FANS GEAR (stylized)	2,077,125	7/8/97
PRO PLAYER	2,025,275	12/24/96
PRO PLAYER	1,897,027	5/30/95
WEAR THE ATTITUDE	2,081,861	7/22/97
P and Design	1,782,748	7/20/93
PRO PLAYER	1,751,335	2/9/93
DANIEL YOUNG	1,636,199	2/26/91