

Form PTO-1594 (rev 06/04) **RECORDATION FORM COVER SHEET** U. S. Department of Commerce Patent and Trademark Office
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)/Execution Date(s):
 Chargers Football Company, LLC

Individual(s) Association
 General Partnership Limited Partnership
 Corporation
 Other : Limited Liability Company

Citizenship California

Execution Date(s) November 5, 2004

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and Address of receiving party(ies)
 Additional name(s) & address(es) attached? Yes No
 Name: Bank of America, N.A.

Internal Address: 100 North Tryon Street
 Street Address: _____

City: Charlotte
 State: North Carolina
 Country: USA Zip: 28255

Association – Citizenship _____
 General Partnership – Citizenship _____
 Limited Partnership – Citizenship _____
 Corporation – Citizenship _____
 Other National Banking Association
 Citizenship _____

If assignee is not domiciled in the United States, a domestic representative designation is attached Yes No.

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Government Interest Assignment
 Other: **Notice of Grant of Security Interest in Trademarks**

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

A. Trademark Application No(s).
76450322 76450708 76450321
76450319

B. Trademark Registration No(s).
2808017

Additional numbers attached? Yes No

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 1.21(h) and 3.41) \$ 140

All fees and any deficiencies are authorized to be charged to Deposit Account (Our Ref. 401530/248)

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

Kenneth A. Rubenstein, Esq.
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 Four Times Square
 New York, New York 10036
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 Fax: (917) 777-4188
 krubenst@skadden.com

8. Payment Information
 Deposit Account No. 19-2385
 Authorized user Name: **Faith C. Robinson**

9. Signature. *Kenneth Rubenstein* November 23, 2004
 Signature Date
Kenneth A. Rubenstein, Esq.
 Name of Person Signing

Total number of pages including cover sheet, and documents: 6

CH \$140.00 192386 76450322

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

WHEREAS, pursuant to a Security Agreement (the "Original Agreement"), dated as of November 12, 1998 by and between CHARGERS FOOTBALL COMPANY, LLC (as successor to Chargers Football Company), a California limited liability company (the "Assignor"), and Bank of America, N.A. (as successor to NationsBank, N.A.), acting as collateral agent for the Secured Parties (each defined in the Original Agreement) (in its capacity as collateral agent hereunder and any successor in such capacity being hereinafter referred to as the "Assignee"), the Assignor has assigned and granted to the Assignee for the ratable benefit of the Secured Parties a continuing security interest in and to, and right of set off against, the trademarks and service marks, trademark and service mark registrations applications, copyrights, and copyright registrations and applications shown on the attached Schedule A hereto;

WHEREAS, the Original Agreement was amended and restated pursuant to an Amended and Restated Security Agreement, dated as of November 5, 2004 by and between the Assignor and the Assignee (the "Amended and Restated Agreement"; together with the Original Agreement and as further amended, restated or supplemented, the "Security Agreement"), wherein the Assignor granted (and confirmed and reaffirmed its grant under the Original Agreement) to the Assignee for the ratable benefit of the Secured Parties a security interest in and a right of setoff against, and acknowledged and agreed that the Assignee (and with respect to rights of setoff, each of the Secured Parties) has and shall continue to have for the ratable benefit of the Secured Parties a continuing security interest in and a right of setoff against any and all right, title and interest of the Assignor, whether now existing or hereafter acquired or arising, in and to the Trademarks, Trade Names and Copyrights (each as defined in the Amended and Restated Agreement).

NOW THEREFORE, please be advised that:

1) Pursuant to the Security Agreement, the Assignor has granted (and confirmed and reaffirmed its grant under the Original Agreement) to the Assignee for

Very truly yours,

CHARGERS FOOTBALL COMPANY,
LLC


By: Chargers Enterprises, LLC, its
Manager

By: A.G. Spanos, Trustee of the Alex
and Faye Spanos Family Trust,
UA Dated January 27, 1998, its
Sole Member

By: _____
Name: _____
Title: _____

Acknowledged and Accepted:

BANK OF AMERICA, N.A.
as Collateral Agent


By: 
Name: Wm. Elliott McCabe
Title: Managing Director

Very truly yours,

CHARGERS FOOTBALL COMPANY.
LLC

By: Chargers Enterprises, LLC, its
Manager

By: A.G. Spanos, Trustee of the Alex
and Faye Spanos Family Trust,
UA Dated January 27, 1998, its
Sole Member

By: 
Name: A. G. SPANOS
Title: TRUSTEE

Acknowledged and Accepted:

BANK OF AMERICA, N.A.
as Collateral Agent

By: _____
Name: _____
Title: _____

STATE OF CA.

COUNTY OF SAN JOAQUIN

I, Nannette P. Hatch, a Notary Public of the County and State aforesaid, certify that A.G. SPANOS, personally came before me this day and acknowledged that (s)he is MANAGER of Chargers Football Company, LLC, a California limited liability company, and that by authority duly given and as the act of the corporation, the foregoing instrument was signed by him/~~her~~ in its name as MANAGER.

WITNESS my hand and official stamp or seal, this 29 day of OCTOBER, ~~December~~, 2004.

Nannette P. Hatch
Notary Public

My Commission Expires:

3/11/05
(Notary Seal)



SCHEDULE A**I. FEDERAL TRADEMARK REGISTRATIONS**

MARK	REG. / APP. NO.	REG. / APP. DATE	RECORD OWNER
DESIGN ONLY	(76- 450,322)	(9/17/02)	Chargers Football Company, LLC
SAN DIEGO CHARGERS	(76- 450,708)	(9/18/02)	Chargers Football Company, LLC
CHARGERS	(76- 450,321)	(9/17/02)	Chargers Football Company, LLC
THUNDER ZONE	2,808,017	1/27/04	Chargers Football Company, LLC
CHARGERS POWERLINE	(76- 450,319)	(9/17/02)	Chargers Football Company, LLC