



01-06-1999



100934120

Department of Commerce
Patent and Trademark Office
DEMARK

12/23/98

RECORDATION FORM 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 (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year

- Merger
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name PDB Sports, Ltd.

11 12 98

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization Colorado

Receiving Party

Mark if additional names of receiving parties attached

Name NationsBank, N.A.

DBA/AK/A _____

Composed of _____

Address (line 1) NationsBank Corporate Center, NC 1-007-07-01

Address (line 2) 100 North Tryon Street

Address (line 3) Charlotte

City

North Carolina, USA

State/Country

28255

Zip Code

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- 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.)

FOR OFFICE USE ONLY

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. 20224

REEL: 1835 FRAME: 0795

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="75/461,447"/>	<input type="text" value="75/461,444"/>	<input type="text" value="75/460,887"/>	<input type="text" value="2,188,487"/>	<input type="text" value="2,177,559"/>	<input type="text" value="2,177,558"/>
<input type="text" value="75/367,887"/>	<input type="text" value="75/367,558"/>	<input type="text" value="75/237,091"/>	<input type="text" value="2,177,555"/>	<input type="text" value="2,175,702"/>	<input type="text" value="1,889,821"/>
<input type="text" value="75/236,318"/>	<input type="text" value="75/236,321"/>	<input type="text"/>	<input type="text" value="1,807,452"/>	<input type="text" value="1,224,583"/>	<input type="text" value="997,768"/>

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

(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.

Francis Hsueh

12/21/98

Name of Person Signing

Signature

Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

FORM PTO-1618C
Expires 06/30/99
OMB 0651-0027

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

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

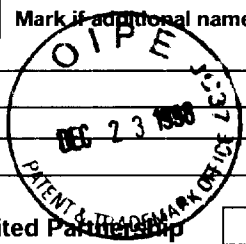
Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization



Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

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 the Assignment.)

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)

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<input type="text" value="941,133"/>	<input type="text" value="921,750"/>	<input type="text" value="921,749"/>
<input type="text" value="921,748"/>	<input type="text" value="1,224,584"/>	<input type="text"/>
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<input type="text"/>	<input type="text"/>	<input type="text"/>

SCHEDULE E
to
Security Agreement
dated as of November 12, 1998
by PDB Sports, Ltd.
in favor of
NationsBank, N.A., as Collateral Agent

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

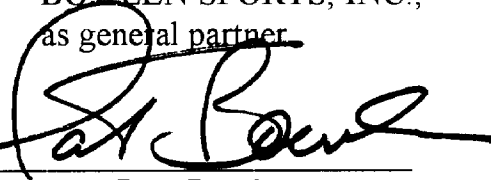
Please be advised that pursuant to a Security Agreement, dated as of November 12, 1998 (the "Security Agreement"), by and among PDB Sports, Ltd. (the "Borrower"), Bowlen Sports, Inc. ("Bowlen") and NationsBank, N.A., acting as collateral agent for the Purchasers, the Bank Investors and the Bank Lenders (each as defined in the Security Agreement; together, the "Secured Parties") (in its capacity as collateral agent hereunder and any successor in such capacity being hereinafter referred to as the "Collateral Agent") the Borrower and Bowlen have granted to the Collateral Agent 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 and applications shown on the attached Schedule A hereto.

The security interest in and to and right of set-off against the attached trademarks and service marks and trademark and service mark registrations and application is granted in accordance with the terms and conditions of the Security Agreement and can be terminated only in accordance with the terms of the Security Agreement. In the event an irreconcilable conflict between the terms of the Security Agreement and the terms of this Notice of Conditional Assignment and Grant of Security Interest in Trademarks this Notice shall control.

Very truly yours,

PDB SPORTS, LTD.

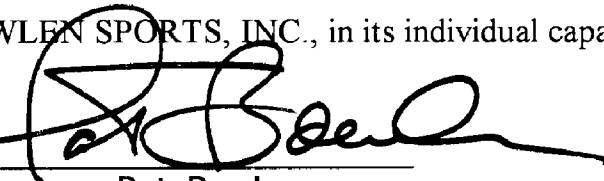
By: BOWLEN SPORTS, INC.,
as general partner


By: _____

Name: Pat Bowlen

Title: President

BOWLEN SPORTS, INC., in its individual capacity


By: _____

Name: Pat Bowlen

Title: President

Acknowledged and Accepted:

NATIONSBANK, N.A.
as Collateral Agent

By: _____

Name: _____

Title: _____

The security interest in and to and right of set-off against the attached trademarks and service marks and trademark and service mark registrations and application is granted in accordance with the terms and conditions of the Security Agreement and can be terminated only in accordance with the terms of the Security Agreement. In the event an irreconcilable conflict between the terms of the Security Agreement and the terms of this Notice of Conditional Assignment and Grant of Security Interest in Trademarks this Notice shall control.



Very truly yours,

PDB SPORTS, LTD.

By: BOWLEN SPORTS, INC.

By: _____

Name: _____

Title: _____

BOWLEN SPORTS, INC.

By: _____

Name: _____

Title: _____

Acknowledged and Accepted:

NATIONSBANK, N.A.

as Collateral Agent

By: Christopher C. Browder

Name: CHRISTOPHER C. BROWDER

Title: MANAGING DIRECTOR



STATE OF COLORADO

COUNTY OF ARAPAHOE

I, Sherry L. Zoltay, a Notary Public of the County and State aforesaid, certify that Pat Bowlen, personally came before me this day and acknowledged that (s)he is * of PDB Sports, Ltd., a Colorado limited partnership, 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 sole general partner.

WITNESS my hand and official stamp or seal, this 13th day of November, 1998.

Sherry L. Zoltay
Notary Public

* President of Bowlen Sports, Inc., sole general partner

My Commission Expires: 9/2/2001

(Notary Seal)

STATE OF _____

COUNTY OF _____

I, _____, a Notary Public of the County and State aforesaid, certify that _____, personally came before me this day and acknowledged that (s)he is [_____] of NationsBank, N.A. and that by authority duly given and as the act of the association, the foregoing instrument was signed by him/her in its name as _____.

WITNESS my hand and official stamp or seal, this _____ day of November, 1998.

Notary Public

My Commission Expires:

(Notary Seal)

SCHEDULE A

I. FEDERAL REGISTRATIONS

MARK	REG. / APP. NO.	REG. / APP. DATE	RECORD OWNER
DESIGN ONLY	2,188,487	9/08/98	PDB Sports, Ltd. DBA Denver Broncos
DESIGN ONLY	2,177,559	7/28/98	PDB Sports, Ltd. DBA Denver Broncos
DESIGN ONLY	2,177,558	7/28/98	PDB Sports, Ltd. DBA Denver Broncos
DESIGN ONLY	2,177,555	7/28/98	PDB Sports, Ltd. DBA Denver Broncos
DESIGN ONLY	2,175,702	7/21/98	PDB Sports, Ltd. DBA Denver Broncos
D and Design	1,889,821	4/18/95	PDB Sports, Ltd. DBA Denver Broncos
DENVER BRONCOS	1,807,452	11/30/93	PDB Sports, Ltd. DBA Denver Broncos
7 and Design	1,224,584	1/18/83	PDB Sports, Ltd.
7 and Design	1,224,583	1/18/83	PDB Sports, Ltd.
D and Design	997,768	11/05/74	PDB Sports, Ltd. DBA Denver Broncos
DESIGN ONLY	941,133	8/15/72	PDB Sports, Ltd.
BRONCOS	921,750	10/05/71	PDB Sports, Ltd. DBA Denver Broncos
D and Design	921,749	10/05/71	PDB Sports, Ltd. DBA Denver Broncos
DENVER BRONCOS	921,748	10/05/71	PDB Sports, Ltd. DBA Denver Broncos
97 and Design	75-461,447	4/02/98	PDB Sports, Ltd. DBA Denver Broncos
BRONCOS	75-461,444	4/02/98	PDB Sports, Ltd. DBA Denver Broncos
97 and Design	75-460,887	4/02/98	PDB Sports, Ltd. DBA Denver Broncos
MILE HIGH SALUTE	75-367,887	10/03/97	PDB Sports, Ltd.
MILE HI SALUTE	75-367,558	10/03/97	PDB Sports, Ltd. DBA Denver Broncos
DESIGN ONLY	75-237,091	2/05/97	PDB Sports, Ltd. DBA Denver Broncos
DESIGN ONLY	75-236,321	2/04/97	PDB Sports, Ltd. DBA Denver Broncos
DESIGN ONLY	75-236,318	2/04/97	PDB Sports, Ltd. DBA Denver Broncos

II. STATE REGISTRATIONS

MARK	STATE	REG. NO.	REG. DATE	RECORD OWNER(S)
BRONCOS	California	103,323	1/09/98	1. PDB Sports, Ltd. DBA Denver Broncos 2. Bowlen Sports, Inc. DBA Denver Broncos
DESIGN ONLY	California	103,322	1/09/98	1. PDB Sports, Ltd. DBA Denver Broncos 2. Bowlen Sports, Inc. DBA Denver Broncos
DESIGN ONLY	California	103,321	1/09/98	1. PDB Sports, Ltd. DBA Denver Broncos 2. Bowlen Sports, Inc. DBA Denver Broncos
DESIGN ONLY	California	103,320	1/09/98	1. PDB Sports, Ltd. DBA Bowlen Sports, Inc. 2. Bowlen Sports, Inc. DBA Denver Broncos
DENVER BRONCOS and Design	California	103,319	1/09/98	1. PDB Sports, Ltd. DBA Denver Broncos 2. Bowlen Sports, Inc. DBA Denver Broncos
DENVER BRONCOS (Stylized Letters)	California	83,915	2/11/87	PDB Sports, Ltd. DBA Denver Broncos
DENVER BRONCOS	California	83,914	2/11/87	PDB Sports, Ltd. DBA Denver Broncos
DESIGN ONLY	Colorado	19,981,010,996	1/20/98	PDB Sports, Ltd. DBA Denver Broncos
DESIGN ONLY	Colorado	19,981,010,993	1/20/98	PDB Sports, Ltd. DBA Denver Broncos

MARK	STATE	REG. NO.	REG. DATE	RECORD OWNER(S)
DESIGN ONLY	Colorado	19,981,010,985	1/20/98	PDB Sports, Ltd. DBA Denver Broncos
DENVER BRONCOS	Colorado	19,981,010,982	1/20/98	PDB Sports, Ltd. DBA Denver Broncos
DENVER BRONCOS	Colorado	19,981,010,979	1/20/98	PDB Sports, Ltd. DBA Denver Broncos
DENVER BRONCOS	Colorado	19,981,010,978	1/20/98	PDB Sports, Ltd. DBA Denver Broncos
BRONCO MANIA	Colorado	None available	3/06/89	PDB Sports, Ltd.
THE ORANGE FENCE	Colorado	None available	10/16/89	PDB Sports, Ltd. DBA Denver Broncos
ORANGE POWER and Design	Colorado	T16,292	8/1/79	PDB Sports, Ltd.
ORANGE POWER and Design	Colorado	T16,282	8/1/79	PDB Sports, Ltd.
ORANGE POWER and Design	Colorado	T16,121	6/15/79	PDB Sports, Ltd.
ORANGE POWER and Design	Colorado	T16,120	6/15/79	PDB Sports, Ltd.
DESIGN ONLY	Colorado	T13,126	9/29/76	PDB Sports, Ltd. DBA Denver Broncos
DENVER BRONCOS	Colorado	T13,125	9/29/76	PDB Sports, Ltd. DBA Denver Broncos
BRONCOS	Colorado	T11,689	12/23/74	PDB Sports, Ltd.
DENVER BRONCOS	Georgia	T13,293	12/30/93	PDB Sports, Ltd. DBA Denver Broncos
D and Design	Georgia	T13,235	12/30/93	PDB Sports, Ltd. DBA Denver Broncos
DENVER BRONCOS	Georgia	T13,234	12/30/93	PDB Sports, Ltd. DBA Denver Broncos
D and Design	Georgia	T13,233	12/30/93	PDB Sports, Ltd. DBA Denver Broncos

III. CANADIAN REGISTRATIONS

MARK	REG. / APP. NO.	REG. / APP. DATE	RECORD OWNER
BRONCOS and Design	TMA354,57 0	4/14/89	PDB Sports, Ltd.
D and Design	TMA331,66 5	8/04/87	PDB Sports, Ltd.
BRONCOS and Design	TMA256,88 6	3/13/81	PDB Sports, Ltd.
D and Design	TMA256,88 2	3/13/81	PDB Sports, Ltd.
DENVER BRONCOS	TMA250,42 1	9/12/80	PDB Sports, Ltd.
DESIGN ONLY	0839,691	3/18/97	PDB Sports, Ltd.