

07-28-1999

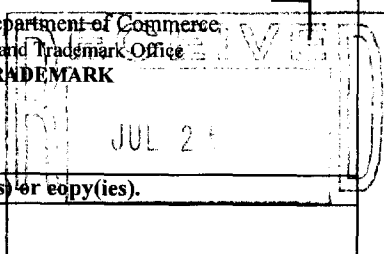
FORM PTO-1618A
Expires 06/30/99
OMB0651-0027



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. #

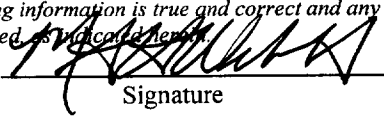
Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached
 Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

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.
 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>
-----------------------------------	---	-----------------------------

SEE THE ATTACHED SCHEDULE A

Trademark Applications

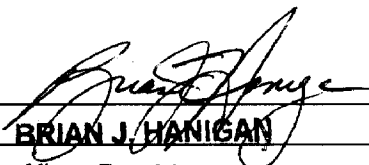
<u>Trademark Applications No.</u>	Description of Trademark <u>Applied For</u>	Date of Trademark <u>Applications</u>
-----------------------------------	--	--

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