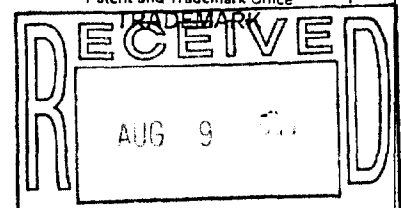


08-11-1999



101114786

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY



MRO
8-9-99

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

Name SPORTSWAVE, INC. Execution Date
Month Day Year
07 08 1999

Formerly _____

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

Receiving Party

Mark if additional names of receiving parties attached

Name FIRST UNION NATIONAL BANK

DBA/AK/A/T/A _____

Composed of _____

Address (line 1) ONE FIRST UNION CENTER

Address (line 2) 301 South College Street

Address (line 3) Charlotte North Carolina 28288-1139
City State/Country Zip Code

- Individual General Partnership Limited Partnership 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.)
- Corporation Association
- Other Federally Chartered National Bank
- Citizenship/State of Incorporation/Organization _____

08/11/1999 BCDATES 00000041 75256768

FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 550.00 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. 20503
REEL: 001942 FRAME: 0017

R AUG 9 1999 U

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="75/256768"/>	<input type="text" value="75/175120"/>	<input type="text" value="R27346"/>	<input type="text" value="2138837"/>	<input type="text" value="1997614"/>	<input type="text" value="1990578"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2013547"/>	<input type="text" value="2177156"/>	<input type="text" value="2029333"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2155648"/>	<input type="text" value="1962739"/>	<input type="text" value="2084851"/>

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.

Jenna M. Jones

Jenna M. Jones

8.5.99

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 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.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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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**GRANT OF SECURITY INTEREST
IN TRADEMARKS**

WHEREAS, SPORTSWAVE, INC., (the "Pledgor") is the owner of the trademarks and service marks listed on Schedule A attached hereto, which marks are registered or have pending registrations in the United States Patent and Trademark Office as set forth on Schedule A attached hereto (all such trademarks, service marks, registrations and applications, collectively, the "Trademarks"); and

WHEREAS, the Pledgor has entered into a Pledge and Security Agreement (as amended, modified, restated or supplemented from time to time, the "Security Agreement"), dated as of July 8, 1999, in which the Pledgor has agreed with First Union National Bank, as Administrative Agent (the "Administrative Agent"), with offices at One First Union Center, 301 South College Street, Charlotte, North Carolina 28288-1139, to execute this Assignment;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, as security for the payment and performance of the Secured Obligations (as defined in the Security Agreement), the Pledgor does hereby grant to the Administrative Agent a security interest in all of its right, title and interest in and to the Trademarks, and the use thereof, together with all proceeds and products thereof and the goodwill of the businesses symbolized by the Trademarks. This Grant of Security Interest has been given in conjunction with the security interest granted to the Administrative Agent under the Security Agreement, and the provisions of this Grant of Security Interest are without prejudice to and in addition to the provisions of the Security Agreement, which are incorporated herein by this reference.

SPORTSWAVE, INC.

By:



Tim Donmoyer, Vice President

**STATE OF NORTH CAROLINA
COUNTY OF MECKLENBURG**

I, Grace Howe Keel, Notary Public of the county and state aforesaid, certify that Tim Donmoyer, personally appeared before me this day and acknowledged that he is the Vice President of Sportswave, Inc., and that by authority duly given and as an act of the corporation, he signed the foregoing instrument as its Vice President.

WITNESS my hand and official stamp or seal, this 8th day of July, 1999.

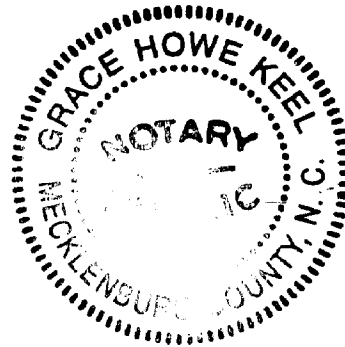
Grace Howe Keel

NOTARY PUBLIC

My Commission Expires:

My Commission Expires Sept. 2, 2002

[NOTARY SEAL]



I. U.S. TRADEMARK REGISTRATION APPLICATIONS

<i>SUBSIDIARY</i>	<i>MARK</i>	<i>SERIAL NO.</i>	<i>FILING DATE</i>
Sportswave, Inc.	VUWIT	75/256,768	03/13/97
Sportswave, Inc.	LEGENDS OF THE FALL	75/175,120	09/10/96

II. U.S. TRADEMARK REGISTRATIONS

<i>SUBSIDIARY</i>	<i>MARK</i>	<i>REGISTRATION NO.</i>	<i>REGISTRATION DATE</i>
Sportswave, Inc.	Design	2,138,837	02/24/98
Sportswave, Inc.	FIESTA DE BEISBOL	1,997,614	08/27/96
Sportswave, Inc.	INTERNATIONAL SPORTS MARKETING	1,990,578	07/30/96
Sportswave, Inc.	ISM	2,177,156	07/28/98
Sportswave, Inc.	ISM INTERNATIONAL SPORTS MARKETING	2,013,547	11/05/96
Sportswave, Inc.	LEGENDS AUTOGRAPH COLLECTION	2,029,333	01/07/97
Sportswave, Inc.	LEGENDS OF THE FALL	2,155,648	05/05/98
Sportswave, Inc.	MISS QUEEN and Design	1,962,739	03/19/96
Sportswave, Inc.	PFPA	2,084,851	07/29/97
Sportswave, Inc.	PFPA PRO FOOTBALL PLAYERS ALUMNI and Design	2,030,062	01/14/97
Sportswave, Inc.	PRO BASEBALL PLAYERS ALUMNI (Supplemental Register)	2,086,634	08/05/97

<i>SUBSIDIARY</i>	<i>MARK</i>	<i>REGISTRATION NO.</i>	<i>REGISTRATION DATE</i>
Sportswave, Inc.	PRO BASKETBALL PLAYERS ALUMNI and Design	2,060,985	05/13/97
Sportswave, Inc.	PRO BASKETBALL PLAYERS ALUMNI (Supplemental Register)	2,009,202	10/15/96
Sportswave, Inc.	PRO FOOTBALL PLAYERS ALUMNI (Supplemental Register)	1,997,729	08/27/96
Sportswave, Inc.	PRO HOCKEY PLAYERS ALUMNI and Design	2,153,483	04/28/98
Sportswave, Inc.	PRO HOCKEY PLAYERS ALUMNI (Supplemental Register)	2,045,195	03/11/97
Sportswave, Inc.	SPORTS LEGENDS CAMPS (Supplemental Register)	2,042,552	03/04/97
Sportswave, Inc.	SPORTS LEGENDS INCENTIVES (Supplemental Register)	2,042,551	03/04/97
Sportswave, Inc.	SPORTSWAVE	2,126,298	12/30/97
Sportswave, Inc.	SPORTSWAVE and Design	2,160,220	05/26/98

III. STATE TRADEMARK REGISTRATION

<i>STATE</i>	<i>MARK</i>	<i>REGISTRATION NO.</i>	<i>REGISTRATION DATE</i>
New York	CITY CRAZE	R27,346	07/16/93