

09-02-1999



101132381
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 **8-30-99**
 - Security Agreement
 - Nunc Pro Tunc Assignment
 - Merger
 - Change of Name
 - Other _____
- Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Name Arena Football League, Inc.

Execution Date
Month Day Year
07 21 1999

Formerly _____

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

Receiving Party

Mark if additional names of receiving parties attached

Name Arena Football League LLC

DBA/AKA/TA _____

Composed of _____

Address (line 1) 75 East Wacker Drive, Suite 400

Address (line 2) _____

Address (line 3) Chicago

Illinois

60601

City

State/Country

Zip Code

- Individual
 - General Partnership
 - Limited Partnership
 - Corporation
 - Association
 - Other Limited Liability Company
- 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.)

Citizenship/State of Incorporation/Organization Delaware

09/01/1999 MTRALI 0000023E 77404011

FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 825.00 OP
03 FC:998 25.00 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

312 755-2538

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.

4

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)

Number of Properties

Enter the total number of properties involved.

34

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 890.00

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:

06-1450

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.

Malcolm McCaleb, Jr.

Malcolm McCaleb Jr.

8/26/99

Name of Person Signing

Signature

Date Signed

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

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/AK/A/T/A

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)

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Registration Number(s)

2148161	1907935	2104086
2187339	2089857	2247499
2255222	2191816	1520192
2130186	2171067	2235540
2006922	1729529	2172595
2061855	1797263	
1912793	2057890	

ASSIGNMENT OF TRADEMARKS

WHEREAS, Arena Football League, Inc., a Delaware corporation, having its principal place of business at 75 East Wacker Drive, Suite 400, Chicago, Illinois 60601 ("Assignor"), is the sole and exclusive owner of the Trademark(s) described in the Schedule attached hereto and made a part hereof; and

WHEREAS, Arena Football League LLC, a Delaware corporation, having its principal place of business at 75 East Wacker Drive, Suite 400, Chicago, Illinois 60601 ("Assignee"), desires to acquire the entire right, title and interest in, to and under the said Trademark(s) and any Registrations and Applications for Registration thereof;

NOW, THEREFORE, for and in consideration of the sum of One Dollar (\$1.00), and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, said Assignor does hereby sell, transfer, convey and assign to said Assignee the entire right, title and interest in, to and under said Trademark and any Registrations and Applications for Registration thereof ("Trademarks"), together with the goodwill of the business symbolized by the Trademarks, together with all rights and privileges granted and secured thereby, including the right to sue and recover for any past infringement, said rights to be held and enjoyed by said Assignee, for its own use and benefit and for the use and benefit of its successors, assigns or other legal representatives as fully and entirely as the same would have been held and enjoyed by said Assignor if this Assignment and sale had not been made. Assignor further agrees to execute any and all documents and do any such further acts that shall be required in order for Assignee to secure such rights.

AND, said Assignor hereby covenants that it has full right to convey the entire interest herein assigned.

IN TESTIMONY WHEREOF, Assignor has executed this Assignment by its proper officers thereunto duly authorized, this 21st day of July, 1999 at Chicago, IL.

ARENA FOOTBALL LEAGUE, INC.

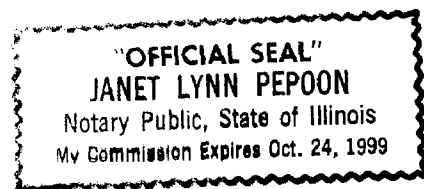
[Signature]
Name: Ronald J. Kurpiers, II
Title: President, Deputy Commissioner and General Counsel

STATE OF)
) SS
COUNTY OF)

Subscribed and sworn to before me this 21st day of July, 1999.

[Signature]
Notary Public

My Commission Expires: October 24, 1999 [SEAL]



SCHEDULE

Mark	Registration. No.	Registration Date
AFL	1,855,376	09/20/94
ALBANY FIREBIRDS	2,171,072	07/07/98
ANAHEIM PIRANHAS	2,104,087	10/07/97
ANAHEIM PIRANHAS (& Design)	2,199,660	10/27/98
ARENA FOOTBALL (& Design)	2,135,130	02/10/98
ARENABALI	1,540,429	05/23/89
ARENABOWL	1,602,917	06/19/90
ARIZONA RATTLERS (& Design)	1,776,064	06/08/93
FLORIDA BOBCATS	2,188,119	09/08/98
FOOTBALL WITH A BITE	2,148,161	03/31/98
FOREST DRAGONS	2,187,339	09/08/98
HIGH SCORIN! HEART STOPPIN! HELMET POPPIN!	2,255,222	6/22/99
IN YOUR FACE FOOTBALL	2,130,186	01/20/98
IOWA BARNSTORMERS	2,006,922	10/08/96
MEMPHIS PHARAOHS M and Design	2,061,855	05/13/97
MILWAUKEE MUSTANGS	1,912,793	8/15/95
MILWAUKEE MUSTANGS	1,907,935	07/25/95
NASHVILLE KATS	2,089,857	08/19/97
NASHVILLE KATS (& Design)	2,191,816	09/29/98
RED DOGS	2,171,067	07/07/98
ROCK & ROLL FOOTBALL	1,729,529	11/3/92
ROCK 'N' ROLL FOOTBALL	1,797,263	10/5/93
SABERCATS	2,057,890	04/29/97
TAMPA BAY STORM	2,172,595	07/14/98
TEXAS TERROR	2,104,086	10/07/97
THE BRAWL INSIDE THE WALL	2,247,499	5/25/99
THE 50 YARD INDOOR WAR	1,520,192	01/10/89

Mark	Registration. No.	Registration Date
THE FASTEST GAME ON TURF	2,235,540	03/23/99

SCHEDULE

Mark	Appln. No.	Appln. Date
AFL (& Design)	75/404,011	12/11/97
ARENA FOOTBALL	75/500,735	06/11/98
ARENA FOOTBALL (& Design)	75/510,140	06/29/98
ARENA FOOTBALL LEAGUE	75/335,853	08/04/97
DON'T BLINK	75/429,455	02/05/98
ORLANDO PREDATORS	75,266,485	03/31/97