

MNO
2/18/00

02-28-2000



101277178

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

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

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
- Merger Effective Date
Month Day Year
- Change of Name
- Other

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

Mark if additional names of receiving parties attached

Name

DBA/AKATA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City

State/Country

Zip Code

- Individual General Partnership Limited Partnership
- Corporation Association

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.)

Other

Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

02/28/2000 DNGUYEN 00000044 75902735

01 FC:401
02 FC:402

40.00 OP
50.00 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

TRADEMARK
REEL: 002026 FRAME: 0963

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="75902735"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75902736"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75902737"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<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

(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

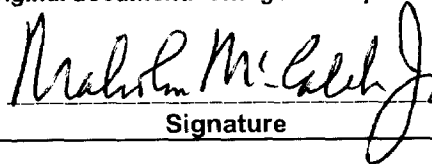
No

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.

Malcolm McCaleb, Jr.

Name of Person Signing



Signature

2/16/00

Date Signed

ASSIGNMENT OF TRADEMARKS

WHEREAS, Florida Indoor Football Partnership Group, a Florida partnership, having its principal place of business at 4300 Bayou Boulevard, Suites 12 and 13, Pensacola, Florida 32503 ("Assignor"), is the sole owner of all right, title and interest in the marks and applications for registration thereof described in the Schedule attached hereto and made a part hereof ("Marks"), as well as the business associated with the products to which the trademarks pertain;

WHEREAS, Assignor has duly authorized Art Clarkson to execute this Assignment on its behalf; and


WHEREAS, af2 Enterprises LLC, a Delaware Limited Liability company, having its principal place of business at 75 East Wacker Drive, Chicago, Illinois 60601 ("Assignee"), desires to acquire the entire right, title and interest in, to and under the said Marks, applications for registration thereof, and any Registrations that may issue therefrom, together with that portion of Assignor's business relating to the products and services to which the Marks pertain;

NOW, THEREFORE, for and in consideration of the sum of Ten Dollars (\$10.00), 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 Marks, together with the entire business and goodwill of the business associated with and symbolized by the Marks, 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, along with that portion of its business which has developed the products and services to which the Marks pertain.

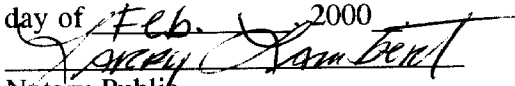
IN TESTIMONY WHEREOF, Assignor has executed this Assignment by its properly authorized representative, undersigned, this 5 day of Feb, 2000 at 2:00 P.M.

Florida Indoor Football Partnership Group



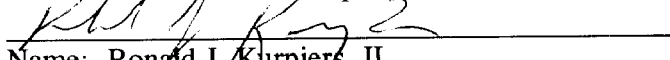
Name: Art Clarkson
 Title: President of General Partner Clarkson Sports Management Inc and Acting League Commissioner

Subscribed and sworn to before me this 5th day of Feb, 2000


 Notary Public

LARRY LAMBERT
 Notary Public, Shelby County, AL
 My Commission Expires June 10, 2003

ACCEPTED BY af2 Enterprises LLC



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

SCHEDULE

Mark	Appln. No.	Appln. Date
XFL EXTREME FOOTBALL LEAGUE and Design	75/902,735	5/17/99
UIFL UNITED INDOOR FOOTBALL LEAGUE	75/902,736	5/7/99
XTREME FOOTBALL LEAGUE and Design	75/902,737	5/7/99