

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

Conveying Party

Mark if additional names of conveying parties attached

Name Dallas Cowboys Football Club Ltd.

Execution Date
Month Day Year
11152000

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 Bank of America, N.A.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 100 North Tyron Street

Address (line 2) Bank of America Corporate Center

Address (line 3) Charlotte

North Carolina

29255

- Individual General Partnership Limited Partnership Corporation Association

Other Bank

Citizenship/State of Incorporation/Organization National Banking 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.)

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. 20231

TRADEMARK

REEL: 002183 FRAME: 0416

700003711

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

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

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)

<input type="text" value="76109232"/>	<input type="text" value="76109226"/>	<input type="text" value="76103807"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Registration Number(s)

<input type="text" value="2358931"/>	<input type="text" value="1930385"/>	<input type="text" value="1398001"/>
<input type="text" value="1318639"/>	<input type="text" value="1246625"/>	<input type="text" value="893942"/>
<input type="text" value="897133"/>	<input type="text" value="826117"/>	<input type="text" value="841044"/>

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.

Kenneth A. Rubenstein

1/29/01

Name of Person Signing

Signature

Date Signed

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS AND COPYRIGHTS

United States Patent and Trademark Office
United States Copyright Office

Ladies and Gentlemen:

Please be advised that pursuant to a Security Agreement, dated as of November 15, 2000 (the "Security Agreement"), by and among Dallas Cowboys Football Club Ltd. (the "Borrower") and Bank of America, N.A., acting as collateral agent for the Purchasers, the Bank Investors, Kitty Hawk 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 has 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, service marks and copyrights, trademark, service mark and copyright 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, service marks, and copyrights and trademark, service mark, and copyright registrations and applications 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 and Copyrights this Notice shall control.

Very truly yours,

DALLAS COWBOYS FOOTBALL CLUB LTD.

By: JWW Corporation, a Texas Corporation
General Partner

By: _____

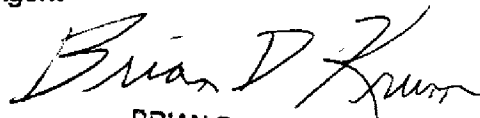
Acknowledged and Accepted:

BANK OF AMERICA, N.A.
as Collateral Agent

By:

Name:

Title:



BRIAN D. KRUM
VICE PRESIDENT

The security interest in and to and right of set-off against the attached trademarks, service marks, and copyrights and trademark, service mark, and copyright registrations and applications 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 and Copyrights this Notice shall control.

Very truly yours,

DALLAS COWBOYS FOOTBALL CLUB LTD.

By: JWW Corporation, a Texas Corporation
General Partner

By:

A handwritten signature in black ink, appearing to be 'JWW', written over a horizontal line.

Acknowledged and Accepted:

BANK OF AMERICA, N.A.
as Collateral Agent

By:

Name:
Title:

STATE OF TEXAS

COUNTY OF DALLAS

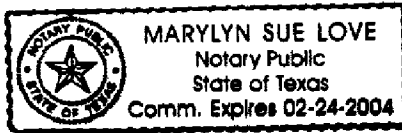
I, MARYLYN SUE LOVE, a Notary Public of the County and State aforesaid, certify that JERRAL W. JONES personally came before me this day and acknowledged that (s)he is President of the General Partner of the Dallas Cowboys Football Club Limited, a Texas limited partnership, and that by authority duly given and as the act of the corporation, the foregoing instrument was signed by him/~~her~~ in its name as President

WITNESS my hand and official stamp or seal, this 15th day of November, 2000.

Marylyn Sue Love
Notary Public

My Commission Expires:

(Notary Seal)



SCHEDULE A**I. UNITED STATES TRADEMARK REGISTRATIONS**

MARK	REG. NO. (APP. NO.)	REG. DATE (APP. DATE)	RECORD OWNER(S)
DALLASCOWBOYS.COM and Design	(76-109,232)	(8/15/2000)	Dallas Cowboys Football Club (Texas Corporation)
DALLASCOWBOYS.COM XTREME ACCESS X and Design	(76-109,226)	(8/15/2000)	Dallas Cowboys Football Club (Texas Corporation)
Design Only	(76-103,807)	(8/3/2000)	Dallas Cowboys Football Club (Texas Corporation)
Design Only	2,358,931 (74-318,689)	6/20/2000 (8/3/1992)	Dallas Cowboys Football Club, Ltd. (Texas LP)
DALLAS COWBOYS	1,930,385 (74-300,763)	10/31/1995 (8/3/1992)	Dallas Cowboys Football Club, Ltd. (Texas LP)
Design Only	1,398,001 (73-533,507)	6/17/1986 (4/22/1985)	The Dallas Cowboys Football Club, Ltd. (Texas LP)
7 and Design	1,318,639 (73-457,979)	2/5/1985 (12/21/1983)	Dallas Cowboys Football Club, Ltd.
7 and Design	1,246,625 (73-363,719)	6/26/1983 (5/10/1982)	Dallas Cowboys Football Club, Ltd.
Design Only	893,942 (72-341,895)	6/30/1970 (10/28/1969)	Dallas Cowboys Football Club, Ltd. (Texas LP)
COWBOYS	897,133 (72-341,894)	8/18/1970 (10/28/1969)	Dallas Cowboys Football Club, Ltd. (Texas LP)
Design Only	836,117 (72-250,219)	9/26/1967 (7/14/1966)	Dallas Cowboys Football Club, Ltd.
DALLAS COWBOYS	841,044 (72-250,218)	12/19/1967 (7/14/1966)	Dallas Cowboys Football Club, Ltd. (Texas LP)

II. STATE TRADEMARK REGISTRATIONS

MARK	STATE	REG. NO.	REG. DATE	REGORD OWNER(S)
DALLAS COWBOYS	Virginia	(not avail-able)	10/3/1996	Dallas Cowboys Football Club, Ltd.
DALLAS COWBOYS	Arizona	36,807	1/18/1996	Dallas Cowboys Football Club, Ltd. (Texas LP)
Design Only	Arizona	36,806	1/18/1996	Dallas Cowboys Football Club, Ltd. (Texas LP)
COWBOYS and Design	Arizona	36,805	1/18/1996	Dallas Cowboys Football Club, Ltd. (Texas LP)
COWBOYS Stylized Letters	Georgia	T13,304	1/21/1994	Dallas Cowboys Football Club, Ltd. (Texas LP)
COWBOYS Stylized Letters	Georgia	T13,303	1/21/1994	Dallas Cowboys Football Club, Ltd. (Texas LP)
DALLAS COWBOYS Styl-ized Letters	Georgia	T13,228	12/30/1993	Dallas Cowboys Football Club, Ltd. (LP)
Design Only	Georgia	T13,227	12/30/1993	Dallas Cowboys Football Club, Ltd. (LP)
Design Only	Georgia	T13,226	12/30/1993	Dallas Cowboys Football Club, Ltd. (LP)
DALLAS COWBOYS Styl-ized Letters	Georgia	T13,225	12/30/1993	Dallas Cowboys Football Club, Ltd. (LP)
DALLAS COWBOYS and Design	Florida	T9,523	1/4/1995	Dallas Cowboys Football Club, Ltd.
COWBOYS Stylized Letters	Florida	T9,522	1/4/1995	Dallas Cowboys Football Club, Ltd.
Design Only	Florida	T9,518	1/4/1995	Dallas Cowboys Football Club, Ltd.
COWBOYS 94 and Design	Florida	T9,517	1/4/1995	Dallas Cowboys Football Club, Ltd.
DALLAS COWBOYS Styl-ized Letters	Florida	T9,516	1/4/1995	Dallas Cowboys Football Club, Ltd.
Design Only	Florida	T,959	1/4/1995	Dallas Cowboys Football Club, Ltd.

MARK	STATE	REG. NO.	REG. DATE	RECORD OWNER(S)
Design Only	New York	R27,814	12/5/1994	Dallas Cowboys Football Club, Ltd.
DALLAS COWBOYS Stylized Letters	New York	R27,810	12/5/1994	Dallas Cowboys Football Club, Ltd.
DALLAS COWBOYS . . . AMERICA'S TEAM and Design	Texas	52,235	10/30/1992	Dallas Cowboys Football Club (Texas LP)
DOOMSDAY DEFENSE ...DALLAS COWBOYS	Texas	52,232	11/9/1992	The Dallas Cowboys Football Club Ltd. (Texas LP)
DALLAS COWBOYS Block Letters	Texas	33,045	6/10/1976	The Dallas Cowboys Football Club Ltd. (Texas LP)
Design Only	Texas	32,810	6/4/1976	The Dallas Cowboys Football Club Ltd. (LP)
Design Only	Texas	32,809	6/4/1976	The Dallas Cowboys Football Club Ltd. (Texas LP)
COWBOYS	Texas	32,808	6/4/1976	The Dallas Cowboys Football Club, Ltd. (LP)
Design Only	Texas	32,806	6/4/1976	The Dallas Cowboys Football Club, Ltd. (LP)

III. CANADIAN TRADEMARK REGISTRATIONS

MARK	REG. NO. (APP. NO.)	REG. DATE (APP. DATE)	RECORD OWNER(S)
Design Only	(897,540)	(11/26/1998)	Dallas Cowboys Football Club, Ltd.
DALLAS COWBOYS	TMA249,248 (363,251)	8/8/1980 (4/9/1973)	Dallas Cowboys Football Club, Ltd.
COWBOYS and Design	TMA249,247 (363,250)	8/8/1980 (4/9/1973)	Dallas Cowboys Football Club, Ltd.
COWBOYS and Design	TMA256,906 (363,249)	3/13/1981 (4/9/1973)	Dallas Cowboys Football Club, Ltd.
Design Only	TMA249,236 (363,248)	8/8/1980 (4/9/1973)	Dallas Cowboys Football Club, Ltd.

IV. UNITED STATES COPYRIGHT REGISTRATIONS

TITLE	REG. NO.	REG. DATE	RECORD OWNER(S)
Dallas Cowboys Cheerleaders 1984 calendar-If they could see us now	VA139066	10/31/1983	Dallas Cowboys Cheerleaders, Inc.
Dallas Cowboys cheerleaders, on the field, around the world, the work it takes	VA139065	10/31/1983	Dallas Cowboys Cheerleaders, Inc.
Dallas Cowboys cheerleaders coloring book	VA135325	6/25/1983	Dallas Cowboys Cheerleaders, Inc.
The Dallas Cowboys cheerleaders 1983 calendar, the eyes of Texas / photos by Dan Sellers, Russ Russel, Shelly Katz; design by Ramsey/Shaver, Inc.	VA124247	12/6/1982	Dallas Cowboys Cheerleaders, Inc.
Commemorating the Dallas Cowboys Cheerleaders Department of Defense U S O tours : 1983 appointment calendar / photos by SP/4 Bonin, U.S. Army, U S S Constellation, Russ Russel, M. W R. staffs, Suzanne Mitchell; design by Ramsey/Shaver, Inc.	VA124246	12/6/1982	Dallas Cowboys Cheerleaders, Inc.

TITLE	REG. NO.	REG. DATE	RECORD OWNER(S)
D C C, Dallas Cowboys cheerleaders	VA124245	12/6/1982	Dallas Cowboys Cheerleaders, Inc.
Dallas Cowboys Cheerleaders playing cards / design by Ramsey/Shaver, Inc.	VA99438	12/17/1981	Dallas Cowboys Cheerleaders, Inc.
Dallas Cowboys cheerleaders 1982 calendar / photos by Shelly Katz, Russ Russel, Suzanne Mitchell	VA96237	12/17/1981	Dallas Cowboys Cheerleaders, Inc.
Dallas Cowboys Cheerleaders : [no.] 14-615 / concept and photos Russ Russell (promotional poster)	VA16147	12/6/1978	Dallas Cowboys Cheerleaders, Inc.
A Decade of dreams : Dallas Cowboys Cheerleaders / by Mary Candace Evans	TX1050127	1/21/1983	Dallas Cowboys Cheerleaders, Inc., and Taylor Publishing Company
Dallas Cowboys Cheerleaders : no.] 14-548 / concept and photography by Bob Show (poster)	VA458	2/16/1978	Dallas Cowboys Cheerleaders, Inc.
Dallas Cowboys cheerleaders 1991 calendar	TX3196508	12/3/1991	Dallas Cowboys Football Club, Ltd.
Dallas Cowboys cheerleaders 1991 calendar	TX2958643	11/1/1990	Dallas Cowboys Football Club, Ltd.