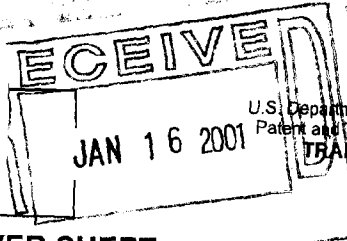


01-25-2001



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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 Change of Name

Other

Effective Date
Month Day Year

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/AKA/TA

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 Assignment.)

01/25/2001 DBTRNE 00000067 76142796

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01 FC:481
02 FC:482

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: 002219 FRAME: 0262

Domestic Representative Name and Address

Enter for the first Receiving Party only.

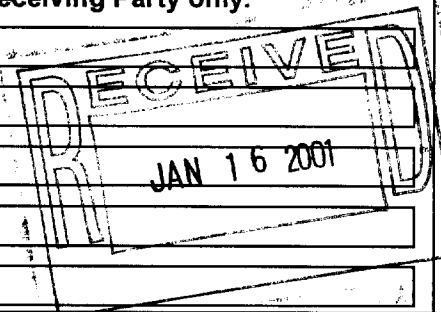
Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)



Correspondent Name and Address

Area Code and Telephone Number

(312) 629-7370

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="76/142796"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2006922"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="76/142793"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<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 of 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

Malcolm McCaleb, Jr.
Signature

1/09/01
Date Signed

ASSIGNMENT OF TRADEMARKS

WHEREAS, Arena Football League LLC, a Delaware limited liability company with its principal place of business at 75 East Wacker Drive, Suite 1231, Chicago, Illinois 60601 ("Assignor"), is the sole and exclusive owner of the following Trademark applications and registration:

IOWA BARNSTORMERS, Application Serial No. 76/142,796,
application date October 10, 2000

IOWA BARNSTORMERS & Design, Application Serial No. 76/142,793
application date October 10, 2000

IOWA BARNSTORMERS, Registration No. 2,006,922
registration date October 8, 1996

WHEREAS, AF2 Enterprises LLC, a Delaware limited liability company with its principal place of business at 75 East Wacker Drive, Suite 1231, Chicago, Illinois 60601 ("Assignee"), desires to acquire the entire right and interest in, to and under the said Trademarks 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 Trademarks and any Registrations and Applications for Registration thereof, 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 be 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 4th day of January, 2001.

ARENA FOOTBALL LEAGUE LLC

Subscribed and sworn before me
on this 4 day of
Jan., 2001

[Signature]
Signature

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

My commission expires on:

June 29, 03

