

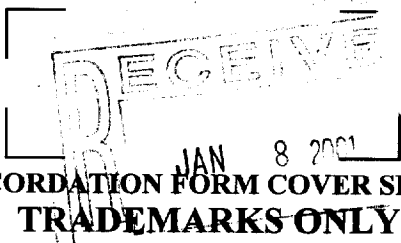
02-02-2001



101604364

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

1-8-01



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
- Security Agreement
- Merger
- Change of Name
- Other
- License
- Nunc Pro Tunc Assignment

Effective Date
 Month Day Year
 Dec. 6 2000

Conveying Party

Mark if additional names of conveying parties attached

Name

Effective Date
 Month Day Year
 Dec. 6 2000

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.)

FOR OFFICE USE ONLY

02/02/2001 AAHMD1 00000235 181843 75324241

The burden reporting to the 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. 20531 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 0651-027, 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: 002228 FRAME: 0104

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

[Empty text box]

Address (line 1)

[Empty text box]

Address (line 2)

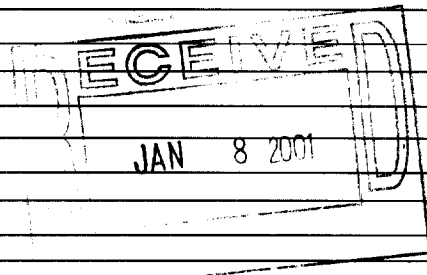
[Empty text box]

Address (line 3)

[Empty text box]

Address (line 4)

[Empty text box]



Correspondent Name and Address

Area Code and Telephone Number 212 878 8000

Name

Christine F. Benton

Address (line 1)

Clifford Chance Rogers & Wells LLP

Address (line 2)

200 Park Avenue

Address (line 3)

New York, New York 10166

Address (line 4)

[Empty text box]

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

3

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)

75324241	75324243	75934059
75934060	75229426	75229455
75555165	75555166	75531582

2300448	1956158	1711607
2179493	2179494	2179495
2226608	2265340	2283626

Number of Properties

Enter the total number of properties involved

35

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 890

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:

18-1843

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.

Christine F. Benton

Name of Person Signing

Signature

1/3/01

Date Signed

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

Conveying Party

Mark if additional names of conveying parties attached

Effective 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

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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)

75531583	75531585	75381793
<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"/>
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<input type="text"/>	<input type="text"/>	<input type="text"/>

Registration Number(s)

1941507	1209109	1209110
2121951	2229470	2231133
2232741	2270983	1812987
2283920	2323369	2360773
2279953	2406643	<input type="text"/>
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<input type="text"/>	<input type="text"/>	<input type="text"/>

GRANT OF SECURITY INTEREST IN TRADEMARKS

WHEREAS, a Credit Agreement (the "Credit Agreement") was entered into as of December 6, 2000 by and among NEW JERSEY BASKETBALL, LLC, a New Jersey limited liability company having its principal place of business at 390 Murray Hill Parkway, East Rutherford, New Jersey 07073 (hereinafter, the "Borrower"), various lenders party thereto (collectively, the "Lenders"), and SOCIÉTÉ GÉNÉRALE, a French banking corporation having its principal place of business in the United States at 1221 Avenue of the Americas, New York, NY 10020 (hereinafter, "SG"), under the terms of which the Borrower has assumed certain obligations to the Lenders and SG; and

WHEREAS, in order to secure the performance of the Borrower of said obligations, the Borrower has agreed to grant a security interest in its trademarks to SG, as collateral agent;

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, the Borrower hereby conveys to SG, as collateral agent, a security interest in its entire right, title and interest in and to the trademarks listed on Schedule A hereto, and the goodwill of the Borrower's business associated with said trademarks.

Each of the provisions of this Grant of Security Interest in Trademarks shall be subject to the provisions of the NBA Consent Letter (as defined in the Credit Agreement), which the Borrower, SG and the Lenders have accepted as reasonable and appropriate. Without limiting the generality of the preceding sentence, SG shall not exercise, enforce or attempt to exercise or enforce any of its rights or remedies under this Grant of Security Interest in Trademarks except in accordance with and subject to the NBA Consent Letter.

IN WITNESS WHEREOF, the Borrower has executed this Grant of Security Interest in Trademarks this day of December 2000.

NEW JERSEY BASKETBALL, LLC

By: Jeffrey Alkhas
Name: Jeffrey Alkhas
Title: Chief Financial Officer

New Jersey
STATE OF ~~NEW YORK~~)
Bergen : ss
COUNTY OF ~~NEW YORK~~)

BEFORE ME, on this day personally appeared Jeffrey Alkhas, known to me to be the person and officer whose name is subscribed to the foregoing instrument and acknowledged to me that the same was the act of New Jersey Basketball, LLC, and that such person executed the same as the act of said limited liability company for the purpose and consideration therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 5th day of December, 2000

Dolores M. O'Dowd
Notary Public in and for the State of New York

Commission expires: _____

DOLORES M. O'DOWD
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires Aug. 2, 2003

SCHEDULE A

Mark	Reg./App. No.
HOOPS ZONE	2300448
HOOPS ZONE	75/324241
HOOPS ZONE	75/324243
NETS	1956158
NETS & Design	1711607
NETS & Design	2179493
NETS & Design	2179494
NETS & Design	2179495
NETS & Design	2226608
NETS & Design	2265340
NETS & Design	2283626
NETS (Stylized)	1941507
NETS HOT SHOTS FAN CLUB & Design	75/934059
NETS HOT SHOTS FAN CLUB & Design	75/934060
NEW JERSEY NETS	1209109
NEW JERSEY NETS & Design	1209110
NEW YORK NETS	2121951
NJ & Design	2229470
NJ & Design	2231133
NJ & Design	2232741
NJ & Design	2270983
NJ & Design	75/229426
NJ & Design	75/229455
NJN (Stylized)	1812987
NY NETS & Design	75/555165
NY NETS & Design	75/555166
POWER'N MOTION	2283920
SLAMMIN' PLANET	2323369
SLAMMIN' PLANET	2360773
SLAMMIN' PLANET	75/531582
SLAMMIN' PLANET	75/531583
SLAMMIN' PLANET	75/531585
SLAMMIN' PLANET	2279953
SLY	2406643
SLY	75/381793
SLY	New Jersey 15385
HOOP HEAVEN & Design	South Carolina
NETS & Design	Virginia 3838
NETS & Design	Virginia 3840

NYA 322714.1