

02-21-2001

FEB 12 2001

U.S. Department of Commerce
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101617632

RECORDATION FORM COVER SHEET
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2-12-01

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 License

Security Agreement Nunc Pro Tunc
Assignment

Merger Change of Name

Effective Date
Month Day Year

Other

Conveying Party

Mark if additional names of conveying parties attached Execution Date
Month Day Year

Name

Formerly

239965

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

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

02/21/2001 DBYRME 00000047 2393965

FOR OFFICE USE ONLY

01 FC:481 40.00 RP
02 FC:482 50.00 RP

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Mail documents to be recorded with required cover sheet(s) information to:
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TRADEMARK
REEL: 002238 FRAME: 0157

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)

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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.

1

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"/>	<input type="text"/>	<input type="text"/>	2393965	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	2393966	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	2393967	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

3

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 90.00

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:

50-1004

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

2/06/01
Date Signed

ASSIGNMENT OF SERVICE MARK

WHEREAS, JTA, L.P., a Delaware limited partnership with its principal place of business at 2 Greenway Plaza, Suite 400, Houston, TX 77046 ("Assignor"), is the sole and exclusive owner of the following "Service Marks":

HOUSTON THUNDERBEARS: Application Serial No. 75/479994, application date May 6, 1998; Registration No. 2393965, registration date October 10, 2000; and

HOUSTON THUNDERBEARS: Application Serial No. 75/479995, application date May 6, 1998; Registration No. 2393966, registration date October 10, 2000; and

HOUSTON THUNDERBEARS: Application Serial No. 75/479997, application date May 6, 1998; Registration No. 2393967, registration date October 10, 2000

WHEREAS, Arena Football League LLC a Delaware limited liability company with its principal place of business at 20 North Wacker Drive, Suite 1231, Chicago, Illinois 60606 ("Assignee"), desires to acquire the entire right, title and interest in, to and under the said Service Marks and the above registrations thereof;

NOW, THEREFORE, for and in consideration for 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 Service Marks and the registrations thereof, together with the goodwill of the business symbolized by said Service 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 further such acts that shall be required in order for Assignee to secure such rights.

AND, the Assignor hereby represents, warrants and covenants that it has full right to convey the entire interest herein assigned;

AND, the Assignor hereby represents, warrants and covenants that no liens, claims, or encumbrances of any nature whatsoever exists or are made (or will be made) against the Service Marks.

IN TESTIMONY WHEREOF, Assignor has executed this Assignment by its proper officers thereunto duly authorized, this 18th day of January, 2001.

JTA, L.P.

Subscribed and sworn before me
On this 18 day of
January, 2001

Cindy L. Reichek
Signature

By:

[Signature]
Name: Marcus Jolibois

Title: Chief Financial Officer

My Commission expires on Sept. 22, 2002

