

Form PTO-1594
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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Philadelphia Eagles Limited Partnership

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other _____

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other _____

Execution Date: **May 24, 2001**

2. Name and address of receiving party(ies)

Name: **Bank of America, N.A.**

Internal Address: **Bank of America Corporate Center**

Address: **100 North Tryon Street**

Street Address: _____
City: **Charlotte** State: **NC** Zip: **29255**

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State _____
- Other **National Banking Association**

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)
75/861690 75/861995 76/124708 75/267947

B. Trademark Registration No.(s)
**1534709 1534708 1108239 1889819 2114816 1041476
1086152 1528851 1807444 1041475**

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: **Maria Lijoi**

Internal Address: **Skadden, Arps, Slate
Meagher & Flom LLP**

Street Address: **Four Times Square**

City: **New York** State: **NY** Zip: **10036
6522**

6. Total number of applications and registrations involved: _____

14

7. Total fee (37 CFR 3.41).....\$ **365.00**

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

19-2385 [Our Ref: 401530-174]

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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.

Maria Lijoi

Name of Person Signing

Maria A Lijoi
Signature

April 1, 2002

Date

Total number of pages including cover sheet, attachments, and document: **8**

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

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 May 24, 2001 (the "Security Agreement"), by and among Philadelphia Eagles Limited Partnership, a Delaware Limited Partnership (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,

PHILADELPHIA EAGLES LIMITED PARTNERSHIP
By: Philadelphia Eagles, Inc.,
its general partner

By: _____
Name:
Title:

Acknowledged and Accepted:

BANK OF AMERICA, N.A.
as Collateral Agent

By: 
Name: BRAD HAG
Title: VICE PRESIDENT


11:01 FROM: SASM&F LLP

ID: 2023717998

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,

PHILADELPHIA EAGLES LIMITED
PARTNERSHIP
By: Philadelphia Eagles, Inc.,
its general partner

By: 
Name: Donald J. Imolenko
Title: Senior VP - CF

Acknowledged and Accepted:

BANK OF AMERICA, N.A.
as Collateral Agent

By: _____
Name:
Title:

SCHEDULE A**United States, State and Canadian Trademark
Registrations and Applications for the
PHILADELPHIA EAGLES****I. UNITED STATES TRADEMARK REGISTRATIONS**

TRADEMARK	REG. NO. (SER. NO.)	DATE OF REG. (RENEW. DATE)	OWNER
7 & DESIGN	1534709 (73/700453)	04/11/89 (12/11/87)	PHILADELPHIA EAGLES, L.P.
7 & DESIGN	1534708 (73/700452)	04/11/89 (12/11/87)	PHILADELPHIA EAGLES, L.P.
9 & DESIGN	(75/861690)	(12/01/99)	PHILADELPHIA EAGLES LIMITED PART- NERSHIP
9 & DESIGN	(75/861995)	(12/01/99)	PHILADELPHIA EAGLES LIMITED PART- NERSHIP
DESIGN ONLY	1108239 (73/116570)	12/05/78 (02/22/77)	PHILADELPHIA EAGLES LIMITED PART- NERSHIP
DESIGN ONLY	1889819 (74/300718)	04/18/95 (08/03/92)	PHILADELPHIA EAGLES LIMITED PART- NERSHIP
DESIGN ONLY	2114816 (75/132537)	11/18/97 (07/11/96)	PHILADELPHIA EAGLES LIMITED PART- NERSHIP
DESIGN ONLY	1041476 (73/045510)	06/15/76 (02/28/75)	PHILADELPHIA EAGLES LIMITED PART- NERSHIP
EAGLES	1086152 (73/114853)	02/21/78 (02/07/77)	PHILADELPHIA EAGLES LIMITED PART- NERSHIP
PHILADELPHIA EAGLES CHEERLEADERS E & DESIGN	1528851 (73/727546)	03/07/89 (05/10/88)	PHILADELPHIA EAGLES LIMITED PART- NERSHIP

TRADEMARK	REG. NO. (APP. NO.)	DATE OF REG. (FILING DATE)	OWNER
PHILADELPHIA EAGLES	1807444 (74/300719)	11/30/93 (08/03/92)	PHILADELPHIA EAGLES LIMITED PART- NERSHIP
PHILADELPHIA EAGLES	1041475 (73/045509)	06/15/76 (02/28/75)	PHILADELPHIA EAGLES LIMITED PART- NERSHIP
PICKLE POWER & DESIGN	(76/124708)	(09/08/00)	PHILADELPHIA EAGLES LIMITED PART- NERSHIP
TRAINING CAMP & DESIGN	(75/267947)	(04/02/97)	PHILADELPHIA EAGLES LIMITED PART- NERSHIP

II. STATE TRADEMARK REGISTRATIONS

TRADEMARK	STATE	REG. NO. (APP. NO.)	DATE OF REG. (FILING DATE)	OWNER
PHILADELPHIA EAGLES & DE- SIGN	CALIFORNIA	96950	01/06/93	PHILADELPHIA EAGLES INC. D/B/A PHILADEL- PHIA EAGLES L.P.
PHILADELPHIA EAGLES & DE- SIGN	CALIFORNIA	96946	01/06/93	PHILADELPHIA EAGLES INC. D/B/A PHILADEL- PHIA EAGLES L.P.
PHILADELPHIA EAGLES & DE- SIGN	CALIFORNIA	96966	01/11/93	PHILADELPHIA EAGLES INC. D/B/A PHILADEL- PHIA EAGLES L.P.
DESIGN ONLY	PENNSYLVANIA	N/A	N/A	THE PHILADELPHIA EA- GLES FOOTBALL
DESIGN ONLY	PENNSYLVANIA	N/A	N/A	PHILADELPHIA EAGLES FOOTBALL

TRADEMARK	STATE	REG. NO. (APP. NO.)	DATE OF REG. (FILING DATE)	OWNER
EAGLES	PENNSYLVANIA	N/A	N/A	PHILADELPHIA EAGLES FOOTBALL
THE PHILADELPHIA EAGLES	PENNSYLVANIA	N/A	N/A	PHILADELPHIA EAGLES FOOTBALL

III. CANADIAN TRADEMARK REGISTRATIONS

TRADEMARK	REG. NO. (APP. NO.)	DATE OF REG. (FILING DATE)	OWNER
DESIGN ONLY	TMA256898 (0363308)	03/13/81 (04/09/73)	THE PHILADELPHIA EAGLES FOOTBALL CLUB, A LIMITED PARTNERSHIP
DESIGN ONLY	TMA530515 (0897544)	07/26/00 (11/26/98)	THE PHILADELPHIA EAGLES FOOTBALL CLUB, A LIMITED PARTNERSHIP
DESIGN ONLY	TMA256899 (0363309)	03/13/81 (04/09/73)	THE PHILADELPHIA EAGLES FOOTBALL CLUB, A LIMITED PARTNERSHIP
DESIGN ONLY	TMA256876 (0363310)	03/13/81 (04/09/73)	THE PHILADELPHIA EAGLES FOOTBALL CLUB, A LIMITED PARTNERSHIP
DESIGN ONLY	TMA530517 (0897545)	07/26/00 (11/26/98)	THE PHILADELPHIA EAGLES FOOTBALL CLUB, A LIMITED PARTNERSHIP

TRADEMARK	REG. NO. (APP. NO.)	DATE OF REG. (FILING DATE)	OWNER
PHILADELPHIA EAGLES	TMA251757 (0363311)	10/24/80 (04/09/73)	THE PHILADELPHIA EAGLES FOOTBALL CLUB, A LIMITED PARTNER- SHIP