

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) 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): San Francisco Forty Niners, Limited
Individual(s) [] Association []
General Partnership [] Limited Partnership [x]
Corporation-State [] California []
Other []
Additional name(s) of conveying party(ies) attached? [] Yes [x] No

2. Name and address of receiving party(ies)
Name: Bank of America, N.A.
Internal Address: Bank of America Corporate Center
Street Address: 100 North Tyron Street
City: Charlotte State: NC Zip: 29255
Individual(s) citizenship []
Association []
General Partnership []
Limited Partnership []
Corporation-State []
Other [x] National banking association
If assignee is not domiciled in the United States, a domestic representative designation is attached: [] Yes [x] No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? [] Yes [x] No

3. Nature of conveyance:
Assignment [] Merger []
Security Agreement [] Change of Name []
Other [x] SEE ATTACHED
Execution Date: November 8, 2002

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s) 2189772 2189723
1810714 1809130 1318640 1238824
Additional number(s) attached [] Yes [x] No 1238823 1079541 829949

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Maria A. Lijoi, Esq.
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: 9

7. Total fee (37 CFR 3.41) \$ 240.00
Enclosed []
Authorized to be charged to deposit account [x]

8. Deposit account number:
19-2385 (Our Ref: 401530/252)

DO NOT USE THIS SPACE

9. Signature.
Maria A. Lijoi Name of Person Signing
Signature: Maria A. Lijoi
Date: March 7, 2003
Total number of pages including cover sheet, attachments, and document: 11

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

Continuation of Nature of Conveyance

3. Notice of Confirmation of Grant of Security Interest In Trademarks.

NOTICE OF CONFIRMATION OF
GRANT OF SECURITY INTEREST
IN TRADEMARKS

United States Patent and Trademark Office

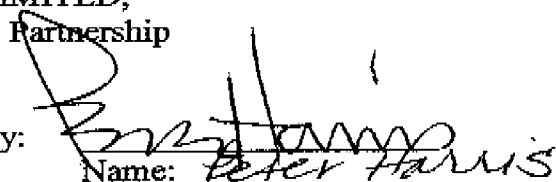
Ladies and Gentlemen:

Please be advised that pursuant to a Security Agreement, dated as of November 12, 1998, as amended, restated or otherwise modified (the "Security Agreement"), by and among San Francisco Forty Niners, Limited, a Partnership (the "Borrower") and Bank of America, N.A., acting as collateral agent for the Purchasers, the Bank Investors, Football Funding, and the Bank Lenders (each as defined in the Security Agreement; together, the "Secured Parties") (Bank of America, N.A. in its capacity as collateral agent and any successor in such capacity being hereinafter referred to as the "Collateral Agent"), the Borrower hereby confirms that it has granted to the Collateral Agent for the ratable benefit of the Secured Parties a security interest in, and right of set off against, the Trademarks and Trade Names (as defined in the Security Agreement), including, without limitation, the trademark and service mark registrations and applications shown on the attached Schedule A hereto. The Borrower hereby confirms that it has acknowledged and agreed that the Collateral Agent (and with respect to rights of set-off, each of the Secured Parties) has and shall continue to have, for the ratable benefit of the Secured Parties, a continuing security interest in and right of set-off against any and all right, title and interest of the Borrower, whether now existing or hereafter acquired or arising, in and to the Trademarks and Trade Names, including, without limitation, the trademark and service mark registrations and applications shown on the attached Schedule A hereto.

The security interest in and to and right of set-off against the Trademarks and Trade Names, including, without limitation, the trademark and service mark registrations and applications set forth on Schedule A, 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.

Very truly yours,

SAN FRANCISCO FORTY NINERS,
LIMITED,
a Partnership

By: 
Name: PETER HARRIS
Title: CEO

Acknowledged and Accepted:

BANK OF AMERICA, N.A.,
as Collateral Agent

By: _____
Name: Wm. Elliott McCabe
Title: Managing Director

The security interest in and to and right of set-off against the Trademarks and Trade Names, including, without limitation, the trademark and service mark registrations and applications set forth on Schedule A, 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.

Very truly yours,

SAN FRANCISCO FORTY NINERS,
LIMITED,
a Partnership

By: _____
Name:
Title:

Acknowledged and Accepted:

BANK OF AMERICA, N.A.,
as Collateral Agent

By: *Wm. Elliott McCabe*
Name: Wm. Elliott McCabe
Title: Managing Director

STATE OF _____

COUNTY OF _____

I, _____, a Notary Public of the County and State aforesaid, certify that _____, personally came before me this day and acknowledged that (s)he is _____ of San Francisco Forty Niners, Limited, a California limited partnership, and that by authority duly given and as the act of the limited partnership, the foregoing instrument was signed by him/her in its name as _____.

WITNESS my hand and official stamp or seal, this _____ day of November, 2002.

**see attached document*

Notary Public
My Commission Expires:

(Notary Seal)

STATE OF _____

COUNTY OF _____

I, _____, a Notary Public of the County and State aforesaid, certify that _____, personally came before me this day and acknowledged that (s)he is _____ of Bank of America, N.A. and that by authority duly given and as the act of the association, the foregoing instrument was signed by him/her in its name as _____.

WITNESS my hand and official stamp or seal, this _____ day of November, 2002.

Notary Public
My Commission Expires:

(Notary Seal)

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California }
County of Santa Clara } ss.

On November 5, 2002 before me, Chrissy Delisle
Date Name and Title of Officer (e.g., "Jane Doe, Notary Public")

personally appeared Peter L Harris
Name(s) of Signor(s)

- personally known to me
- proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.
Chrissy Delisle
Signature of Notary Public

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: Notice of confirmation of grant of security interest in trademarks

Document Date: NO date Number of Pages: 8 (signed)

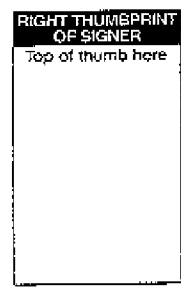
Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer

Signer's Name: _____

- Individual
- Corporate Officer — Title(s): _____
- Partner — Limited General
- Attorney-in-Fact
- Trustee
- Guardian or Conservator
- Other: _____

Signer Is Representing: _____



SCHEDULE A**I. FEDERAL REGISTRATIONS**

| MARK | REG. NO. | REG. DATE | RECORD OWNER |
|----------------------------|-----------|-----------|-------------------------------------|
| 7 SF & Design (Uniform) | 2,189,772 | 9/15/98 | San Francisco Forty Niners, Ltd. |
| 7 SF & Design (Uniform) | 2,189,723 | 9/15/98 | San Francisco Forty Niners, Ltd. |
| SAN FRANCISCO 49ERS | 1,810,714 | 12/14/93 | San Francisco Forty Niners, Ltd. |
| SF & Design | 1,809,130 | 12/7/93 | San Francisco Forty Niners, Ltd. |
| NINERS | 1,318,640 | 2/5/85 | San Francisco 49ers |
| 7 & Design (Uniform) | 1,238,824 | 5/17/83 | San Francisco Forty Niners, Limited |
| 7 & Design (Uniform) | 1,238,823 | 5/17/83 | San Francisco Forty Niners, Limited |
| SF (Stylized Letters) | 1,079,541 | 12/13/77 | San Francisco Forty Niners, Limited |
| SAN FRANCISCO FORTY NINERS | 829,949 | 6/6/67 | San Francisco Forty Niners, Limited |

II. STATE REGISTRATIONS

| MARK | STATE | REG. NO. | REG. DATE | RECORD OWNER(S) |
|---|------------|----------|-----------|---|
| 49ERS and Design | Arizona | 36,837 | 1/19/96 | 1. San Francisco 49ers, Inc. DBA San Francisco Forty Niners, Ltd. 2. Franklin Mieuli DBA San Francisco Forty Niners, Ltd. 3. Rick Morabito DBA San Francisco Forty Niners, Ltd. |
| SAN FRANCISCO 49ERS and Design | Arizona | 36,836 | 1/19/96 | 1. San Francisco 49ers, Inc. DBA San Francisco Forty Niners, Ltd. 2. Franklin Mieuli DBA San Francisco Forty Niners, Ltd. 3. Rick Morabito DBA San Francisco Forty Niners, Ltd. |
| SE and Design | Arizona | 36,835 | 1/19/96 | 1. San Francisco 49ers, Inc. DBA San Francisco Forty Niners, Ltd. 2. Franklin Mieuli DBA San Francisco Forty Niners, Ltd. 3. Rick Morabito DBA San Francisco Forty Niners, Ltd. |
| NINERS and Design | Arizona | 36,834 | 1/19/96 | 1. San Francisco 49ers, Inc. DBA San Francisco Forty Niners, Ltd. 2. Franklin Mieuli DBA San Francisco Forty Niners, Ltd. 3. Rick Morabito |
| SAN FRANCISCO 49ERS and Design | California | 103,326 | 1/9/98 | 1. San Francisco Forty Niners, Ltd. 2. N Francisco Forty Niners, Inc. |
| SF and Design | California | 103,325 | 1/9/98 | 1. San Francisco Forty Niners, Ltd. 2. San Francisco Forty Niners, Inc. |
| SF and Design | California | 103,324 | 1/9/98 | San Francisco Forty Niners, Ltd. |
| SAN FRANCISCO 49ERS... BEST OF THE WEST SF and Design | California | 96,965 | 1/11/93 | 1. San Francisco Forty Niners, Ltd. 2. San Francisco Forty Niners, Inc. |
| 49ERS (Stylized) | California | 75,477 | 12/20/84 | San Francisco Forty Niners, Inc. DBA San Francisco Forty Niners, Ltd. |
| FORTY NINERS (Stylized) | California | 75,476 | 12/20/84 | San Francisco Forty Niners, Inc. DBA San Francisco Forty Niners, Ltd. |
| SAN FRANCISCO 49ERS (Stylized) | California | 75,475 | 12/20/84 | San Francisco Forty Niners, Inc. DBA San Francisco Forty Niners, Ltd. |
| SF and Design | California | 75,474 | 12/20/84 | San Francisco Forty Niners, Inc. DBA San Francisco Forty Niners, Ltd. |
| SAN FRANCISCO FORTY NINERS (Stylized) | California | 75,473 | 12/20/84 | San Francisco Forty Niners, Inc. DBA San Francisco Forty Niners, Ltd. |
| SF and Design | California | 75,472 | 12/20/84 | San Francisco Forty Niners, Inc. DBA San Francisco Forty Niners, Ltd. |
| TEAM OF THE 80's (Stylized) | California | 91,710 | 2/8/90 | San Francisco Forty Niners, Inc. DBA San Francisco Forty Niners, Ltd. |
| TEAM OF THE DECADE (Stylized) | California | 91,709 | 2/8/90 | San Francisco Forty Niners, Inc. DBA San Francisco Forty Niners, Ltd. |
| 49ERS (Stylized) | California | 75,471 | 12/20/84 | San Francisco Forty Niners, Inc. DBA San Francisco Forty Niners, Ltd. |

| MARK | STATE | REG. NO. | REG. DATE | RECORD OWNER(S) |
|---|------------|----------------|-----------|---|
| SAN FRANCISCO 49ERS (Stylized) | California | 75,464 | 12/20/84 | San Francisco Forty Niners, Inc. DBA San Francisco Forty Niners, Ltd. |
| NINERS (Stylized) | California | 18,452 | 12/28/83 | San Francisco Forty Niners, Ltd. |
| 49ERS | California | 4,966 | 11/30/76 | San Francisco Forty Niners Limited |
| SF and Design | California | 3,408 | 2/24/75 | San Francisco Forty Niners Limited |
| SAN FRANCISCO 49ERS | California | 3,407 | 2/24/75 | San Francisco Forty Niners Limited |
| 49ERS (Stylized Letters) | Georgia | T13,302 | 1/21/94 | San Francisco Forty Niners, Ltd. |
| 49ERS | Georgia | T13,301 | 1/21/94 | San Francisco Forty Niners, Ltd. |
| SF and Design | Georgia | T13,232 | 12/30/93 | San Francisco Forty Niners, Ltd. |
| SF and Design | Georgia | T13,231 | 12/30/93 | San Francisco Forty Niners, Ltd. |
| SAN FRANCISCO 49ERS (Stylized) | Georgia | T13,230 | 12/30/93 | San Francisco Forty Niners, Ltd. |
| SAN FRANCISCO 49ERS | Georgia | T13,229 | 12/30/93 | San Francisco Forty Niners, Ltd. |
| SAN FRANCISCO 49ERS (Stylized) | Florida | T10,342 | 1/11/89 | San Francisco Forty Niners, Ltd. |
| 49ERS (Stylized) | Florida | T10,341 | 1/11/89 | San Francisco Forty Niners, Ltd. |
| SF and Design | Florida | T10,339 | 1/11/89 | San Francisco Forty Niners, Ltd. |
| Design Only (Uniform Design) | Florida | T10,338 | 1/11/89 | San Francisco Forty Niners, Ltd. |
| Design Only | Louisiana | 480,082 | 1/16/90 | San Francisco Forty Niners, Ltd. |
| SAN FRANCISCO FORTY NINERS and Design | Louisiana | 480,081 | 1/16/90 | San Francisco Forty Niners, Ltd. |
| SAN FRANCISCO FORTY NINERS HELMET SF and Design | Louisiana | 480,080 | 1/16/90 | San Francisco Forty Niners, Ltd. |
| SF and Design | Louisiana | 480,079 | 1/16/90 | San Francisco Forty Niners, Ltd. |
| SAN FRANCISCO FORTY NINERS HELMET SF and Design | Louisiana | 480,078 | 1/16/90 | San Francisco Forty Niners, Ltd. |
| SAN FRANCISCO FORTY NINERS | Louisiana | 480,077 | 1/16/90 | San Francisco Forty Niners, Ltd. |
| SAN FRANCISCO FORTY NINERS | Louisiana | 480,076 | 1/16/90 | San Francisco Forty Niners, Ltd. |
| SAN FRANCISCO FORTY NINERS | Louisiana | 480,075 | 1/16/90 | San Francisco Forty Niners, Ltd. |
| SAN FRANCISCO FORTY NINERS | Louisiana | 480,074 | 1/16/90 | San Francisco Forty Niners, Ltd. |
| NINERS | Louisiana | 480,073 | 1/16/90 | San Francisco Forty Niners, Ltd. |
| NINERS | Louisiana | 480,072 | 1/16/90 | San Francisco Forty Niners, Ltd. |
| 49ERS | Louisiana | 480,071 | 1/16/90 | San Francisco Forty Niners, Ltd. |
| 49ERS | Louisiana | 480,070 | 1/16/90 | San Francisco Forty Niners, Ltd. |
| TEAM OF THE DECADE | Louisiana | 480,069 | 1/16/90 | San Francisco Forty Niners, Ltd. |
| BACK TO BACK | Louisiana | 480,069 | 1/16/90 | San Francisco Forty Niners, Ltd. |
| SAN FRANCISCO 49ERS | Virginia | None available | 10/3/96 | San Francisco Forty Niners, Ltd. |

III. CANADIAN REGISTRATIONS

| MARK | REG. NO. | REG. DATE | RECORD OWNER |
|------------------|------------|-----------|--|
| 49ERS and Design | TMA329,971 | 7/10/87 | San Francisco Forty-Niners (Limited Partnership) |
| SF and Design | TMA329,970 | 7/10/87 | San Francisco Forty-Niners (Limited Partnership) |
| 49ERS and Design | TMA264,399 | 11/20/81 | San Francisco Forty-Niners (Limited Partnership) |

| | | | |
|---------------------|------------|----------|--|
| sf and Design | TMA256,883 | 3/13/81 | San Francisco Forty-Niners (Limited Partnership) |
| SAN FRANCISCO 49ERS | TMA251,756 | 10/24/80 | San Francisco Forty-Niners (Limited Partnership) |