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| Form PTO-1594<br>(Rev. 10/02)<br>OMB No. 0651-0027 (exp. 6/30/2005)<br>Tab settings ⇄ ⇄ ⇄ ▼ ▼ ▼ ▼ ▼ ▼ ▼   | <b>RECORDATION FORM COVER SHEET</b><br><b>TRADEMARKS ONLY</b>   | U.S. DEPARTMENT OF COMMERCE<br>U.S. Patent and Trademark Office |
| To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.   |   |   |
| <b>1. Name of conveying party(ies):</b><br><u>B&amp;B Holdings, Inc.</u><br><br><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association<br><input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership<br><input checked="" type="checkbox"/> Corporation-State Arizona<br><input type="checkbox"/> Other _____<br><br>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No   | <b>2. Name and address of receiving party(ies)</b><br>Name: <u>Bank of America, N.A.</u><br>Internal Address: <u>Bank of America Corporate Center</u><br><br>Street Address: <u>100 North Tyron Street</u><br>City: <u>Charlotte</u> State: <u>NC</u> Zip: <u>29255</u><br><br><input type="checkbox"/> Individual(s) citizenship _____<br><input type="checkbox"/> Association _____<br><input type="checkbox"/> General Partnership _____<br><input type="checkbox"/> Limited Partnership _____<br><input type="checkbox"/> Corporation-State _____<br><input checked="" type="checkbox"/> Other <u>National banking association</u><br><small>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from assignment)</small><br>Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |   |
| <b>3. Nature of conveyance:</b><br><input type="checkbox"/> Assignment <input type="checkbox"/> Merger<br><input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name<br><input checked="" type="checkbox"/> Other <u>SEE ATTACHED</u><br>Execution Date: <u>November 8, 2002</u>   |   |   |
| <b>4. Application number(s) or registration number(s):</b><br>A. Trademark Application No.(s) _____<br><br>Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No  | B. Trademark Registration No.(s) <u>1885984 1810720</u><br><u>1674588 1228995 1224593 1209145</u><br><br><u>870653 2125896 2143804</u>  |   |
| <b>5. Name and address of party to whom correspondence concerning document should be mailed:</b><br>Name: <u>Maria A. Lijoi, Esq.</u><br><br>Internal Address: <u>Skadden, Arps, Slate, Meagher &amp; Flom LLP</u><br><br>Street Address: <u>Four Times Square</u><br><br>City: <u>New York</u> State: <u>NY</u> Zip: <u>10036-6522</u>   | <b>6. Total number of applications and registrations involved:</b> ..... <span style="border: 1px solid black; padding: 2px;">9</span><br><br><b>7. Total fee (37 CFR 3.41)</b> .....\$ <u>240.00</u><br><br><input type="checkbox"/> Enclosed<br><input checked="" type="checkbox"/> Authorized to be charged to deposit account<br><br><b>8. Deposit account number:</b><br><u>19-2385 (Our Ref: 401530/252)</u>  |   |
| <b>DO NOT USE THIS SPACE</b>  |   |   |
| <b>9. Signature.</b><br><br><div style="display: flex; justify-content: space-between;"> <div style="width: 30%;"> <u>Maria A. Lijoi</u><br/>           Name of Person Signing         </div> <div style="width: 30%; text-align: center;"> <br/>           Signature         </div> <div style="width: 30%; text-align: right;"> <u>March 7, 2003</u><br/>           Date         </div> </div> <div style="text-align: right; margin-top: 5px;"> <span style="border: 1px solid black; padding: 2px;">8</span> </div> |   |   |

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

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 B&B Holdings, Inc. (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,

B&B HOLDINGS, INC.

By:



Name: William V. Bidwill  
Title: President

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,

B&B HOLDINGS, INC.

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 Arizona

COUNTY OF Maricopa

I, Ann Elizabeth Keenoy, a Notary Public of the County and State aforesaid, certify that William V. Bidwill, personally came before me this day and acknowledged that (s)he is President of B&B Holdings, Inc., an Arizona corporation, and that by authority duly given and as the act of the corporation, the foregoing instrument was signed by him/her in its name as President.

WITNESS my hand and official stamp or seal, this 29 day of <sup>October</sup>~~November~~, 2002.

*Ann Elizabeth Keenoy*  
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)

**SCHEDULE A****I. FEDERAL REGISTRATIONS**

| MARK                   | REG. NO.  | REG. DATE | RECORD OWNER       |
|------------------------|-----------|-----------|--------------------|
| CARDINALS CORRAL       | 2,143,804 | 3/17/98   | B&B Holdings, Inc. |
| ARIZONA CARDINALS      | 2,125,896 | 12/30/97  | B&B Holdings, Inc. |
| PHOENIX CARDINALS      | 1,885,984 | 3/28/95   | B&B Holdings, Inc. |
| DESIGN (Helmet Design) | 1,810,720 | 12/14/93  | B&B Holdings, Inc. |
| 7 & Design             | 1,674,588 | 2/04/92   | B&B Holdings, Inc. |
| 7 & Design (Uniform)   | 1,228,995 | 3/01/83   | B&B Holdings, Inc. |
| 7 & Design (Uniform)   | 1,224,593 | 1/18/83   | B&B Holdings, Inc. |
| CARDINALS              | 1,209,145 | 9/14/82   | B&B Holdings, Inc. |
| DESIGN (Helmet Design) | 870,653   | 6/03/69   | B&B Holdings, Inc. |

**II. STATE REGISTRATIONS**

| MARK   | STATE   | REG. NO. | REG. DATE | RECORD OWNER                             |
|--|---------|----------|-----------|--|
| CARDINALS CORRAL                                   | Arizona | 34,729   | 12/01/94  | B&B Holdings, Inc.                       |
| ARIZONA CARDINALS...BUDDY BALL and Design          | Arizona | 33,540   | 4/06/94   | B&B Holdings, Inc.                       |
| ARIZONA CARDINALS and Design                       | Arizona | 33,438   | 3/22/94   | B&B Holdings, Inc.                       |
| ARIZONA CARDINALS                                  | Arizona | 33,437   | 3/22/94   | B&B Holdings, Inc.                       |
| ARIZONA CARDINALS                                  | Arizona | 33,436   | 3/22/94   | B&B Holdings, Inc.                       |
| JOIN THE CARD GUARD. SERVE ON WEEKENDS and Design  | Arizona | 29,987   | 09/23/91  | B&B Holdings, Inc.                       |
| PHOENIX CARDINALS FOOTBALL CLUB (Stylized Letters) | Arizona | 26,001   | 1/13/88   | B&B Holdings, Inc. DBA Phoenix Cardinals |
| PHOENIX CARDINALS FOOTBALL TEAM (Stylized Letters) | Arizona | 26,000   | 1/13/88   | B&B Holdings, Inc. DBA Phoenix Cardinals |
| ARIZONA CARDINALS and Design                       | Arizona | 25,999   | 1/13/88   | B&B Holdings, Inc. DBA Phoenix Cardinals |
| ARIZONA CARDINALS FOOTBALL CLUB (Stylized Letters) | Arizona | 25,998   | 1/13/88   | B&B Holdings, Inc. DBA Phoenix Cardinals |
| ARIZONA CARDINALS FOOTBALL TEAM (Stylized Letters) | Arizona | 25,997   | 1/13/88   | B&B Holdings, Inc. DBA Phoenix Cardinals |
| TEMPE CARDINALS FOOTBALL TEAM (Stylized Letters)   | Arizona | 25,995   | 1/13/88   | B&B Holdings, Inc. DBA Phoenix Cardinals |

**III. CANADIAN REGISTRATIONS**

| MARK                 | REG. / APP.<br>NO. | REG. / APP.<br>DATE | RECORD OWNER         |
|----------------------|--------------------|---------------------|----------------------|
| PHOENIX CARDINALS    | TMA471,048         | 2/13/97             | B & B Holdings, Inc. |
| CARDINALS and Design | TMA257,259         | 3/27/81             | B & B Holdings, Inc. |
| ST. LOUIS CARDINALS  | TMA249,240         | 8/08/80             | B & B Holdings, Inc. |
| DESIGN ONLY          | TMA249,239         | 8/08/80             | B & B Holdings, Inc. |
| ARIZONA CARDINALS    | 0781,204           | 4/25/95             | B & B Holdings, Inc. |
| CARDINALS and Design | 0363,228           | 6/24/81             | B & B Holdings, Inc. |