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

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

1. Name of conveying party(ies):

B&B Holdings, Inc.

☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☑ Corporation-State Arizona
☐ Other

Additional name(s) of conveying party(ies) attached? ☐ Yes ☑ 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 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

3. Nature of conveyance:

☐ Assignment ☐ Merger
☐ Security Agreement ☐ Change of Name
☑ Other 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) 1885984 1810720 1674588 1228995 1224593 1209145

Additional number(s) attached ☐ Yes ☑ No 870653 2125896 2143804

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

8. Deposit account number:

19-2385 (Our Ref: 401530/252)

DO NOT USE THIS SPACE

9. Signature.

Maria A. Lijoi
Name of Person Signing

Maria A. Lijoi
Signature

March 7, 2003
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

700025725

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

TRADEMARK
REEL: 002616 FRAME: 0195

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: _____
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 ~~November~~ October, 2002.

Ann Elizabeth Keenoy

Notary Public
My Commission Expires:

(Notary Seal)

OFFICIAL SEAL
ANN ELIZABETH KEENOY
NOTARY PUBLIC-ARIZONA
MARICOPA COUNTY
My Comm. Expires Aug. 7, 2004

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. NO.	REG. / APP. 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.