

08-19-2003

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005)

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



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Tab settings

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

1. Name of conveying party(ies):

Palisades Baseball, L.P. 8/1/03

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

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

2. Name and address of receiving party(ies)

Name: Mandalay Baseball Properties, LLC

Internal Address: 3rd Floor

Street Address: 4751 Wilshire Boulevard

City: Los Angeles State: CA Zip: 90010

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State, Other Limited Liability Company - Delaware

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

3. Nature of conveyance:

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

Execution Date: July 23, 2003

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

A. Trademark Application No.(s) 75, 705, 810

B. Trademark Registration No.(s) 2665561; 2653616; 2591192; 2395247; 1972640; 2016899; 2014831; 1997483; 2397309; 2299810

Additional number(s) attached Yes No

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

Name: D. Scott Poley

Internal Address:

Street Address: 201 Bayshore Drive SE.

City: Saint Petersburg State: FL Zip: 33701

6. Total number of applications and registrations involved:

11

7. Total fee (37 CFR 3.41) \$ 290.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

(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.

D. Scott Poley Name of Person Signing

D. Scott Poley Signature

8/14/03 Date

Total number of pages including cover sheet, attachments, and document: 3

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

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TRADEMARK REEL: 002803 FRAME: 0784

OFFICE OF PRIORITY RECORDS 2003 AUG 14 AM 10:31 FINANCE SECTION

ASSIGNMENT

WHEREAS, Palisades Baseball, a Limited Partnership organized and existing under the laws of the State of California, and having a place of business at 110 East 10th Street, Erie, Pennsylvania 16057, and doing business as the Erie SeaWolves ("Assignor"), is the owner of all right, title, and interest in and to the trademarks listed in Exhibit A attached hereto (the "Marks"); and

WHEREAS, Mandalay Baseball Properties LLC, a limited liability company organized and existing under the laws of Delaware, and having a place of business at 4751 Wilshire Boulevard, 3rd Floor, Los Angeles, California 90010 ("Assignee"), wishes to acquire any and all rights Assignor has in and to the Marks, together with the good will of the business in connection with which the Marks are used and which is symbolized by the Marks, along with the right to recover for damages and profits for past infringements thereof;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby sell and assign unto Assignee, all right, title, and interest in and to the Marks, together with the good will of the business in connection with which the Marks are used in which is symbolized by the Marks, along with the right to recover for damages and profits for past infringements thereof.

Assignor agrees to execute and deliver, at the request of Assignee, all papers, instruments, and assignments, and to perform any other reasonable acts Assignee may require in order to vest all Assignor's right, title, and interest in and to the Marks in Assignee and/or to provide evidence to support any of the foregoing in the event such evidence is deemed necessary by Assignee, to the extent that such evidence is in the possession or control of Assignor.

IN WITNESS WHEREOF, Assignor has caused this instrument to be executed this _____ day of _____, 2003.

Palisades Baseball Ltd.,
a California Limited Partnership

By: AML Entertainment, Inc.,
a California corporation
Its Managing General Partner

By: 
Alan M. Levin, President

EXHIBIT A

MARK	SERIAL NO.	REGISTRATION NO.
Erie SeaWolves	76237166	2,665,561
Erie SeaWolves	76237510	2,653,618
Erie SeaWolves	76237509	2,591,192
Erie SeaWolves	75705809	2,395,247
Erie SeaWolves	74647606	1,972,640
SeaWolves	74631132	2,016,899
SeaWolves	74631137	2,014,831
Erie SeaWolves	74647607	1,997,983
SeaWolves	75705815	2,397,309
Erie SeaWolves	75705810	Not Available
SeaWolves	75558181	2,299,810