

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	Purchase and Sale Agreement
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Atlanta Hockey Club, Inc.		09/12/2003	CORPORATION: GEORGIA

RECEIVING PARTY DATA	
Name:	Atlanta Spirit LLC
Street Address:	101 Marietta Street, NW
City:	Atlanta
State/Country:	GEORGIA
Postal Code:	30303
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 13

Property Type	Number	Word Mark
Registration Number:	2350572	ATLANTA THRASHERS
Registration Number:	2411175	ATLANTA THRASHERS
Registration Number:	2451472	
Registration Number:	2330330	
Registration Number:	2314983	
Registration Number:	2500792	
Registration Number:	2312487	
Registration Number:	2314986	
Serial Number:	75375582	THRASHERS
Registration Number:	2343979	THRASHERS
Registration Number:	2428809	THRASHERS STREET DASHERS
Registration Number:	2677100	THRASHERVILLE
Serial Number:	76087621	THRASHERVILLE

CORRESPONDENCE DATA

CH \$340.00 2350572

Fax Number: (212)789-2727
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (212) 789-2057
Email: anunez@nhl.com
Correspondent Name: Alison Nunez
Address Line 1: 1251 Avenue of the Americas
Address Line 2: NHL Enterprises, L.P.
Address Line 4: New York, NEW YORK 10020

ATTORNEY DOCKET NUMBER:	ATLANTA.ASSIGNMENT(13)
NAME OF SUBMITTER:	Alison Nunez

Total Attachments: 5
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AMENDED AND RESTATED PURCHASE AND SALE AGREEMENT

THIS AMENDED AND RESTATED PURCHASE AND SALE AGREEMENT (this "Agreement") is made effective as of September 12, 2003 (the "Effective Date"), by and among ATLANTA SPIRIT LLC (formerly known as HTPA Acquisition Company LLC), a Delaware limited liability company ("Purchaser"), Mr. Steve Belkin, an adult individual, ("Belkin"), Mr. Bruce Levenson, an adult individual, ("Levenson"), Mr. Ed Peskowitz, an adult individual, ("Peskowitz"), ATLANTA HOCKEY CLUB, INC., a Georgia corporation ("Hockey Club Inc."), TURNER ARENA OPERATIONS, INC., a Georgia corporation ("Arena Operations Inc."), ARENA SPORTS MARKETING, INC., a Georgia corporation ("Arena Marketing Inc."), HAWKS MANAGEMENT COMPANY, a Georgia corporation ("Hawks Management"), HAWKS BASKETBALL, INC., a Georgia corporation ("Hawks Basketball"), and TURNER BROADCASTING SYSTEM, INC., a Georgia corporation ("Turner") (each of Hawks Management, Hawks Basketball and Turner being a "Seller" and, collectively, "Sellers").

RECITALS

A. The parties hereto previously entered into that certain Agreement and Plan of Merger and Purchase and Sale Agreement, dated September 12, 2003 (the "Original Purchase Agreement");

B. Pursuant to Section 13.2 of the Original Purchase Agreement, the parties hereto desire to amend and restate the obligations of the parties in connection with the Original Purchase Agreement as provided in this Agreement.

C. Turner owns a 2% limited partnership interest in Atlanta Hawks, L.P., a Georgia limited partnership ("Hawks LP"), Hawks Basketball owns a 96% limited partnership interest in Hawks LP, and Hawks Management owns a 1% limited partnership interest in Hawks LP (such limited partnership interests, collectively, the "Hawks Limited Partnership Interests") and a 1% general partnership interest in Hawks LP (the "Hawks General Partnership Interest" and, with the Hawks Limited Partnership Interests, collectively, the "Hawks Partnership Interests").

D. Turner owns all of the issued and outstanding capital stock of Hockey Club Inc., Arena Operations Inc. and Arena Marketing Inc.

E. Hawks LP owns and operates the professional basketball team known as the "Atlanta Hawks" (the "Hawks") and holds a franchise and membership in the National Basketball Association (the "NBA"). Hockey Club Inc. owns and operates the professional hockey team known as the "Atlanta Thrashers" (the "Thrashers") and holds a franchise and membership in the National Hockey League (the "NHL"). Arena Operations Inc. is the operator of, and Hawks LP and Hockey Club Inc. are licensees of, the Philips Arena ("Philips Arena"), a multi-purpose entertainment complex in Fulton County, Georgia. Hockey Club Inc. owns all of the issued and outstanding capital stock of Atlanta Thrashers Enterprises ULC, a Nova Scotia unlimited liability company ("Thrashers Enterprises").

F. Sellers desire to sell, assign and convey to Purchaser, and Purchaser desires to purchase and acquire from Sellers, the Hawks Partnership Interests.

G. Sellers also desire to sell, assign and convey to Purchaser, and Purchaser desires to purchase and acquire from Sellers, all of the ownership interests in Hockey LLC, Arena Operations LLC and Sports Marketing LLC (the Georgia limited liability companies into which each of Hockey Club Inc., Arena Operations Inc. and Arena Marketing Inc., respectively, will be converted prior to the Closing pursuant to Section 2.2 of this Agreement).

H. By virtue of the transactions contemplated herein, Purchaser shall directly or indirectly own (i) 100% of the general and limited partnership interests in Hawks LP and (ii) 100% of the ownership interests in Hockey LLC, Arena Operations LLC and Sports Marketing LLC.

NOW, THEREFORE, in consideration of the foregoing recitals, and the representations, warranties, covenants and agreements hereinafter set forth, the parties agree as follows, with the intent to be legally bound:

ARTICLE I. DEFINITIONS

1.1. Definitions. The following terms, as used herein, have the following meanings:

“Active Employees” has the meaning set forth in Section 9.1.


“Additional Security Facility” means the additional security facility required pursuant to the Indenture which provides that, in connection with the bonds issued thereunder, Turner will either (i) cause an irrevocable standby letter of credit in a stated amount equal to \$15,000,000 to be issued to, or (ii) make a cash deposit in an amount equal to \$15,000,000 into, the Recreation Authority Arena Project Additional Security Fund created by the Indenture.

“Adjusted Current Assets” means (a) the aggregate current assets of the Purchased Entities (determined in accordance with GAAP, but excluding any amounts related to Taxes of the Purchased Entities), plus (b) the sum of the following items to the extent not recorded in (a) above: (i) the cash surrender value of life insurance policies owned by the Purchased Entities, and (ii) the full amount of receivables attributable to insurance proceeds expected to be received in connection with the Player contract for Terrell Brandon, less (c) the sum of the following items to the extent recorded in (a) above: (i) amounts due to the Purchased Entities from Turner and its Affiliates (other than the Purchased Entities), (ii) prepaid signing bonuses, (iii) the NBA Fees, (iv) the dollar trade value of goods and services delivered or to be delivered by Turner Trade Group in lieu of cash payments of suite license fees relating to periods following the Closing Date by ClearChannel Outdoor, Inc. and Interface, Inc. pursuant to Suite Agreements and related TTG Agreements with such Persons and (v) the Turner Security as of the date of the Original Purchase Agreement. In addition, the Adjusted Current Assets as of the Closing Date will be reduced by the amount of any portion of the NBA Fees that is received by the Turner Entities (after August 31, 2003) prior to the Closing Date. For illustration purposes, a

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be effective as of the day and year first above written.

ATLANTA SPIRIT LLC
(formerly known as HTPA Acquisition
Company LLC)

By HTPA HOLDING COMPANY LLC,
as sole member

By: 
Name: Michael Geam, Jr.
Title: Authorized Agent

MR. STEVE BELKIN

By: 

MR. BRUCE LEVENSON

By: 

MR. ED PESKOWITZ

By: 

[Purchase Agreement]

ATLANTA HOCKEY CLUB, INC.

By: John E. Kampfe
Name: John E. Kampfe
Title: Vice President

TURNER ARENA OPERATIONS, INC.

By: John E. Kampfe
Name: John E. Kampfe
Title: Vice President

ARENA SPORTS MARKETING, INC.

By: John E. Kampfe
Name: John E. Kampfe
Title: Vice President

HAWKS MANAGEMENT COMPANY

By: John E. Kampfe
Name: John E. Kampfe
Title: Vice President

[Purchase Agreement]

HAWKS BASKETBALL, INC.

By: John E. Kampfe
Name: John E. Kampfe
Title: Vice President

TURNER BROADCASTING SYSTEM, INC.

By: John E. Kampfe
Name: John E. Kampfe
Title: SVP, Controller and Chief Accounting Officer

[Purchase Agreement]