Form PTO-1594
(rev 06/04)

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U. S. Department of Commerce
Patent and Trademark Office

To the Director of the U.S. Patent and Trademark Office: Please record the attached documents or the new address(es) below:

1. Name of conveying party(ies)/Execution Date(s):
Pro-Football, Inc.

___ Individual(s) ___ Association
___ General Partnership ___ Limited Partnership
X Corporation
___ Other

Citizenship Maryland
Execution Date(s) November 5, 2004
Additional name(s) of conveying party(ies) attached? ___ Yes X No

2. Name and Address of receiving party(ies)
Additional name(s) & address(es) attached? ___ Yes X No
Name: Bank of America, N.A.

Internal Address: 100 North Tryon Street
Street Address:

City: Charlotte
State: North Carolina
Country: USA Zip: 28255
___ Association – Citizenship
___ General Partnership – Citizenship
___ Limited Partnership – Citizenship
___ Corporation – Citizenship
X Other National Banking Association
Citizenship
If assignee is not domiciled in the United States, a domestic representative designation is attached ___ Yes X No.

3. Nature of conveyance:
___ Assignment ___ Merger
___ Security Agreement ___ Change of Name
___ Government Interest Assignment
X Other: **Notice of Grant of Security Interest in Trademarks and Copyrights**

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

A. Trademark Application No(s).

76499626	**76499625**	**76385985**
76316640	**76228476**	**75882258**
75771166	**75042104**	**75042057**
75042056		

B. Trademark Registration No(s).

Additional numbers attached? ___ Yes X No

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

Kenneth A. Rubenstein, Esq.
SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
Four Times Square
New York, New York 10036
Tel: (212) 735-4188
Fax: (917) 777-4188
krubenst@skadden.com

6. Total number of applications and registrations involved: 10

7. Total fee (37 CFR 1.21(h) and 3.41) **$ 265**

X All fees and any deficiencies are authorized to be charged to Deposit Account
(Our Ref. 401530/269)

8. Payment Information
Deposit Account No. **19-2385**
Authorized user Name: **Faith C. Robinson**

9. Signature.
Kenneth Rubenstein
Signature
November 23, 2004
Date
Kenneth A. Rubenstein, Esq.
Name of Person Signing
Total number of pages including cover sheet, and documents: 6

CH $265.00 192385 76499626

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS AND COPYRIGHTS

United States Patent and Trademark Office
United States Copyright Office

Ladies and Gentlemen:

WHEREAS, pursuant to a Security Agreement (the "Original Agreement"), dated as of October 16, 2002 by and between Pro-Football, Inc., a Maryland corporation (the "Assignor") and Bank of America, N.A., acting as collateral agent for the Secured Parties (each defined in the Original Agreement) (in its capacity as collateral agent hereunder and any successor in such capacity being hereinafter referred to as the "Assignee"), the Assignor has assigned and granted to the Assignee for the ratable benefit of the Secured Parties a continuing security interest in and to, and right of set off against, the trademarks and service marks, trademark and service mark registrations applications, copyrights, and copyright registrations and applications shown on the attached Schedule A hereto;

WHEREAS, the Original Agreement was amended and restated pursuant to an Amended and Restated Security Agreement, dated as of November 5, 2004 by and between the Assignor and the Assignee (the "Amended and Restated Agreement"; together with the Original Agreement and as further amended, restated or supplemented, the "Security Agreement"), wherein the Assignor granted (and confirmed and reaffirmed its grant under the Original Agreement) to the Assignee for the ratable benefit of the Secured Parties a security interest in and a right of setoff against, and acknowledged and agreed that the Assignee (and with respect to rights of setoff, 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 a right of setoff against any and all right, title and interest of the Assignor, whether now existing or hereafter acquired or arising, in and to the Trademarks, Trade Names and Copyrights (each as defined in the Amended and Restated Agreement).

NOW THEREFORE, please be advised that:

1) Pursuant to the Security Agreement, the Assignor has granted (and confirmed and reaffirmed its grant under the Original Agreement) to the Assignee for

Very truly yours,

PRO-FOOTBALL, INC.

By:_____
Name:_____
Title:_____

Acknowledged and Accepted:

BANK OF AMERICA, N.A.
as Collateral Agent

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

Very truly yours,

PRO-FOOTBALL, INC.

By: _____
Name: Jay Sloan
Title: CFO

Acknowledged and Accepted:

BANK OF AMERICA, N.A.
as Collateral Agent

By: _____
Name: _____
Title: _____

STATE OF Virginia

COUNTY OF Loudoun

I, Tracy Petitt, a Notary Public of the County and State aforesaid, certify that Jay Sloan, personally came before me this day and acknowledged that (s)he is CFO of Pro-Football, Inc., a Maryland 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 _____.

WITNESS my hand and official stamp or seal, this 5th day of November, 2004.

Notary Public

My Commission Expires: My Commission Expires July 31, 2006

(Notary Seal)

Commissioned as Tracy M Rickbeil

SCHEDULE A

III. FEDERAL REGISTRATIONS

TRADEMARK/SERVICE MARK	REG. / APP. NO.	REG. / APP. DATE
FIRST LADIES OF FOOTBALL	(76-499,626)	(March 21, 2003)
DESIGN ONLY	(76-499,625)	(March 21, 2003)
WASHINGTON REDSKINS 70TH ANNIVERSARY EST. 1932 LIMITED EDITION and Design	(76-385,985)	(March 21, 2002)
FIRST LADIES OF FOOTBALL	(76-316,640)	(September 24, 2001)
WASHINGTON REDSKINS CHEERLEADERS R and Design	(76-228,476)	(March 22, 2001)
SKINS	(75-882,258)	(December 28, 1999)
REDSKINS BROADCAST NETWORK R and Design	(75-771,166)	(August 9, 1999)
REDSKINS PIGSKINS	(75-042,104)	(January 11, 1996)
REDSKINS FANATICS	(75-042,057)	(January 11, 1996)
REDSKINS ROOTERS	(75-042,056)	(January 11, 1996)