

Form PTO-1594 (Rev. 06/04)
OMB Collection 0651-0027 (exp. 6/30/2005)

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

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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):

The Frost National Bank

- Individual(s)
- General Partnership
- Corporation-State
- Other National banking association
- Association
- Limited Partnership

Citizenship (see guidelines) _____

Execution Date(s) 12/01/04

Additional names of conveying parties attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Termination and Release of Security Interests in Certain Trademarks
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Baseball Express, Inc.

Internal

Address: _____

Street Address: 1051 East Nakoma

City: San Antonio

State: Texas

Country: USA Zip: 78216

- Association Citizenship _____
- General Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship Delaware
- Other _____ Citizenship _____

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)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No. (s) _____

B. Trademark Registration No.(s)
1,933,884

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

BASEBALL EXPRESS (see Attachment for additional trademarks)

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

Name: Pamela B. Huff

Internal Address: Cox Smith Matthews Incorporated

Street Address: 112 East Pecan Street Suite 1800

City: San Antonio

State: Texas Zip: 78205

Phone Number: 210-554-5450

Fax Number: 210-226-8495

Email Address: ipdock@coxsmith.com

6. Total number of applications and registrations involved:

5

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 140.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 03-3483

Authorized User Name P. Huff

9. Signature:

Pamela B. Huff
Signature

December 2, 2004
Date

Pamela B. Huff
Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 6

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

CH \$140.00 033483 1933884

ATTACHMENT TO RECORDATION COVER SHEET

<u>Trademark</u>	<u>Serial No.</u>	<u>Registration No.</u>	<u>Registration Date</u>
BASEBALL EXPRESS (<i>Listed on Cover Sheet</i>)	74/462,536	1,933,884	11/07/95
BASEBALL EXPRESS & DESIGN	75/226,079	2,170,548	06/30/98
SOFTBALL EXPRESS	75/226,086	2,179,724	08/04/98
FASTPITCH EXPRESS	75/798,756	2,528,688	01/08/02
TEAM EXPRESS	75/228,933	2,618,442	09/10/02

**TERMINATION AND RELEASE
OF SECURITY INTERESTS IN CERTAIN TRADEMARKS**

TERMINATION AND RELEASE OF SECURITY INTERESTS IN CERTAIN TRADEMARKS ("Release"), dated as of Dec. 1, 2004, by **THE FROST NATIONAL BANK** a national banking association, as collateral agent (the "Agent") for itself and the other lending institutions which are parties to that certain Amended and Restated Loan Agreement dated as of September 30, 2000 (as amended and in effect from time to time, the "Credit Agreement"), among Baseball Express, Inc. ("Baseball Express"), as borrower, the Agent and the lenders party thereto.

WHEREAS, pursuant to the terms of that certain Trademark Agreement, dated as of September 30, 2000 between Baseball Express and The Frost National Bank, as collateral agent, and recorded with the USPTO on or about November 3, 2000 (Reel Number 002172 and Frame Number 0511) (referred to as the "Trademark Agreement"), Baseball Express, for the purpose of securing certain obligations of Baseball Express to the Agent, on behalf of itself and the lenders party thereto, granted a security interest in and lien on, and collaterally assigned to the Agent, certain trademark applications, trademark registrations and associated goodwill, including, without limitation, those trademarks listed on Schedule 1 attached hereto (collectively referred to herein as the "Named Trademarks"); and

WHEREAS, the Agent has agreed to terminate and release its security interest and all of its right, title and interest in the Named Trademarks as herein provided;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Agent and Baseball Express hereby agree as follows:

1. **Release and Assignment.** The Agent hereby terminates and releases its security interest in and first priority lien on the Named Trademarks and the Agent hereby assigns and transfers to Baseball Express, without recourse, all of the Agent's right, title and interest to the Named Trademarks and the related trademark registrations and goodwill, effective as fo the date set forth above.
2. **Acknowledgment and Acceptance.** Baseball Express hereby acknowledges and accepts the foregoing release by the Agent.
3. **Counterparts.** This Release may be executed in any number of counterparts which shall together constitute one and the same agreement.

[Remainder of page intentionally left blank.]

The Frost National Bank, as Agent

By: *Rick Young*
Printed Name: RICK YOUNG
Title: ENP

Accepted:

Baseball Express, Inc.

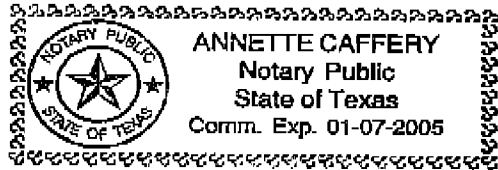
By: *Patrick M Cowles*
Printed Name: PATRICK M. COWLES
Title: ~~VICE~~ PRESIDENT

[Remainder of page intentionally left blank.]

CERTIFICATE OF ACKNOWLEDGMENT

STATE OF TEXAS)
)
COUNTY OF BEXAR)

Before me, the undersigned, a Notary Public in and for the state aforesaid, on this 2nd day of December, 2004, personally appeared PATRICK M. LOUIS to me known personally, and who, being by me duly sworn, deposes and says that he is President of **BASEBALL EXPRESS, INC.**, and that said instrument was signed and sealed on behalf of said corporation by authority of its respective Board of Directors, and said officer acknowledged said instrument to be the free act and deed of said corporations.

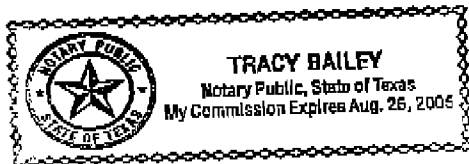


Annette Caffery
Notary Public, State of Texas
My Commission Expires: 1-7-05

CERTIFICATE OF ACKNOWLEDGMENT

STATE OF TEXAS)
)
COUNTY OF BEXAR)

Before me, the undersigned, a Notary Public in and for the state aforesaid, on this 1st day of December, 2004, personally appeared Rick Young to me known personally, and who, being by me duly sworn, deposes and says that he is Exec. Vice Pres. of **THE FROST NATIONAL BANK**, and that said instrument was signed and sealed on behalf of said corporation by authority of its respective Board of Directors, and said officer acknowledged said instrument to be the free act and deed of said corporations.



Tracy Bailey
Notary Public, State of Texas
My Commission Expires: _____

**SCHEDULE 1
TO
SECURITY AGREEMENT
(Trademark)**

**BY AND BETWEEN
THE FROST NATIONAL BANK
AND
BASEBALL EXPRESS, INC.**

Item A.**Trademark Registrations**

<u>Country</u>	<u>Trademark</u>	<u>Registration No.</u>	<u>Registration Date</u>
United States	Baseball Express	1,933,884	11/07/95
United States	Baseball Express & Design	2,170,548 Supp. Reg.	06/30/98
United States	Softball Express	2,179,724 Supp. Reg.	08/04/98

Pending Trademark Applications

<u>Country</u>	<u>Trademark</u>	<u>Serial No.</u>	<u>Filing Date</u>
United States	Team Express	75/228,933	01/21/97
United States	Fastpitch Express	75/798,756	09/13/99
Australia	Baseball Express	827,949	03/17/00

Trademark Applications in Preparation

<u>Country</u>	<u>Trademark</u>	<u>Docket No.</u>	<u>Expected Filing Date</u>	<u>Products/Services</u>
NONE				

Item B.**Trademark Licenses**

<u>Country or Territory</u>	<u>Trademark</u>	<u>Licensor</u>	<u>Licensee</u>	<u>Effective Date</u>	<u>Expiration Date</u>
NONE					