

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
OKC Athletic Club, LLC		08/30/2010	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	SPIRITBANK
Street Address:	3823 SOUTH BOULEVARD
City:	EDMOND
State/Country:	OKLAHOMA
Postal Code:	73013
Entity Type:	CORPORATION: OKLAHOMA

PROPERTY NUMBERS Total: 10

Property Type	Number	Word Mark
Serial Number:	77553878	OKLAHOMA CITY REDHAWKS
Serial Number:	77553892	OKC REDHAWKS
Serial Number:	77561321	OKC OKLAHOMA CITY REDHAWKS
Serial Number:	77561350	OKC
Serial Number:	77561363	OKC
Serial Number:	77561380	
Registration Number:	2238858	OKLAHOMA REDHAWKS
Registration Number:	2304382	OKLAHOMA REDHAWKS
Registration Number:	2390763	OKLAHOMA REDHAWKS
Registration Number:	2079095	89ERS

CORRESPONDENCE DATA

Fax Number: (405)917-5005
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

900170893

**TRADEMARK
 REEL: 004272 FRAME: 0242**

OP \$265.00 77553878

Email: kkelley@nashfirm.com
Correspondent Name: Kevin Kelley
Address Line 1: 4101 Perimeter Center Drive
Address Line 2: Suite 200
Address Line 4: Oklahoma City, OKLAHOMA 73112

ATTORNEY DOCKET NUMBER:	8607.005
NAME OF SUBMITTER:	Kevin Kelley
Signature:	s/Kevin Kelley/
Date:	09/03/2010

Total Attachments: 8
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UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional]
B. SEND ACKNOWLEDGMENT TO: (Name and Address)
SPIRITBANK 3823 SOUTH BOULEVARD EDMOND, OK 73013

1. DEBTOR'S EXACT FULL LEGAL NAME – insert only one debtor name (1a or 1b) – do not abbreviate or combine names

1a. ORGANIZATION'S NAME				
OKC Athletic Club, LLC				
OR	1b. INDIVIDUAL'S LAST NAME			
FIRST NAME		MIDDLE NAME		SUFFIX
1c. MAILING ADDRESS			CITY	STATE
4751 Wilshire Boulevard			Los Angeles	CA
			POSTAL CODE	COUNTRY
			90010	USA
1d. <u>SEE INSTRUCTIONS</u>	ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION	1f. JURISDICTION OF ORGANIZATION	1g. ORGANIZATIONAL ID#, if any
				<input type="checkbox"/> NONE

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME – insert only one debtor name (2a or 2b) – do not abbreviate or combine names

2a. ORGANIZATION'S NAME				
OR	2b. INDIVIDUAL'S LAST NAME			
FIRST NAME		MIDDLE NAME		SUFFIX
2c. MAILING ADDRESS			CITY	STATE
			POSTAL CODE	COUNTRY
2d. <u>SEE INSTRUCTIONS</u>	ADD'L INFO RE ORGANIZATION DEBTOR	2e. TYPE OF ORGANIZATION	2f. JURISDICTION OF ORGANIZATION	2g. ORGANIZATIONAL ID#, if any
				<input type="checkbox"/> NONE

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) – insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME				
SPIRITBANK				
OR	3b. INDIVIDUAL'S LAST NAME			
FIRST NAME		MIDDLE NAME		SUFFIX
3c. MAILING ADDRESS			CITY	STATE
3823 SOUTH BOULEVARD			EDMOND	OK
			POSTAL CODE	COUNTRY
			73013	USA

4. This FINANCING STATEMENT covers the following collateral:

All of the items of personal property and interests, of whatever kind or character, including, but not limited to, those items of personal property more particularly described in Schedule "1" attached hereto, which are owned or hereafter acquired by Debtor and which include but are not limited to all intellectual property rights now existing or hereafter arising, including rights under the following patents, trademarks, trade names, copyrights or other intellectual property identified in the attached Exhibit "A" attached hereto and incorporated herein for all purposes. Products and proceeds of the Collateral are also covered by this Financing Statement.

This security interest is subject to Major League Rule 54 regarding Regulation of Minor League Franchises and is also subject to the approval of the President of the National Association and review of the Office of the Commissioner of Baseball in their sole and absolute discretion and the Pacific Coast League ("PCL") in accordance with the Constitution and Bylaws of the PCL.

5. ALTERNATIVE DESIGNATION [if applicable]:	<input type="checkbox"/> LESSEE/LESSOR	<input type="checkbox"/> CONSIGNEE/CONSIGNOR	<input type="checkbox"/> BAILEE/BAILOBR	<input type="checkbox"/> SELLER/BUYER	<input type="checkbox"/> AG. LIEN	<input type="checkbox"/> NON-UCC FILING
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6. <input type="checkbox"/> This FINANCING STATEMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS. Attach Addendum [if applicable]	7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) [ADDITIONAL FEE] [optional]	<input type="checkbox"/> All Debtors	<input type="checkbox"/> Debtor 1	<input type="checkbox"/> Debtor 2
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8. OPTIONAL FILER REFERENCE DATA

**SCHEDULE "1" TO BE ATTACHED TO
UCC FINANCING STATEMENT**

The Financing Statement covers the following collateral (the "Collateral"):

(i) all of Debtor's inventory, equipment, goods, accounts, accounts receivable, fixtures, furnishings, furniture, appliances, merchandise, plants, art, decorations, signage, accessories, deposits, deposit accounts, money, funds, cash-on-hand, miscellaneous supplies, promotional items, leases, contracts, contract rights, income, revenue, royalties, payment intangibles, leases, bids, options, negotiation rights, data, documents, computer programs or software, chattel mortgages, chattel paper, instruments, business records, general intangibles, payment intangibles, trade names, trademarks, service marks, trademark or service mark applications, trade secrets, patents, copyrights, domain names, internet or social media sites, accounts, listings or registrations, and all intellectual property filings, registrations or applications, and all other intellectual property, advertising rights and revenue, sponsorship rights, merchandising rights, actions or choses in action, contract claims, intellectual property infringement claims, enforcement actions, tort claims or other claims for which Debtor has or may have a right of recovery, a right of payment or other remedy, investment property, letters of credit, letters of credit rights, licenses, permits, and all other personal property now owned or hereafter acquired, specifically including after-acquired property; and,

(ii) in addition to all other Collateral described herein or in any other Loan Document, all tangible and intangible assets relating to the certain minor league baseball team/franchise commonly referred to as the "Oklahoma City RedHawks" of the Pacific Coast League (the team and all related tangible and intangible property and rights is sometimes hereafter referred to as the "Franchise"), which is a triple-A ("AAA") affiliate of the Texas Rangers Major League Baseball Franchise (the "Parent Organization"), including but not limited to all rights relating to the team, and all Franchise and membership rights, business good will and reputation, licenses, permits, naming rights, advertising rights, licensing and other rights, merchandising and merchandising rights, trademarks, trade names (including the name "RedHawks", or variations thereof; further, because the name "RedHawks" may appear in different variations or formats, either in printed text, logos, or otherwise, such reference shall be broadly construed to include any variation of the name, including but not limited to "RedHawks", "Red Hawks", "Redhawks", etc., whether or not preceded by a reference to "Oklahoma City" or "Oklahoma"), identifying marks, logos, crests, mascots, color schemes, uniform and other designs, signage, copyrights, patents, permits, sales/vending permits and licenses, business plans, know-how, trade secrets and other intellectual property, and the Franchise's history, its records, its awards, souvenirs, trophies and statistics, all scouting and player development contracts, documents and information, and all intellectual property rights now existing or hereafter arising, including rights under the following patents, trademarks, trade names, copyrights or other intellectual property identified in the attached Exhibit "A", which is attached hereto and incorporated by reference herein, and all derivations or permutations thereof, or modifications thereto, and all other tangible or intangible property of any kind, nature or description relating to the Franchise or otherwise now owned or hereafter acquired by Debtor; and,

(iii) in addition to the Collateral described herein and in any Loan Document, Borrower expressly grants to Lender a collateral assignment and pledge of all contracts, contract rights, leases or arrangements, including but not limited to: (a) Borrower's lease of the baseball ballpark (commonly known as the "AT&T Bricktown Ballpark" or the "Bricktown Ballpark") in Oklahoma City, including the land, buildings, structures, fixtures, furnishings, leaseholds and leasehold improvements, and all ancillary facilities thereto; and, (b) all player development contracts and options or rights with regard to baseball players, and contracts and contract rights relating to managers/coaches, scouts, employees, agents, administrators or other personnel; and, (c) all media (including but not limited to televisions, radio, internet or publishing media outlets), advertising, marketing or promotional contracts, agreements, rights, options, privileges or benefits; and, (d) all equipment leases, contracts or contract rights; and, (e) all service contracts, warranties, or rights to exchange or repair goods, or rights to refunds or rebates; and, (f) all concession and merchandising rights, licenses or privileges, and all revenue due to Borrower under any lease or contract, including revenue, income and proceeds owed to Borrower from advertising, parking, ticket sales and gate admissions, merchandising, or souvenir or concession sales; and, (g) all sponsorship and naming rights contracts, agreements, options, privileges, benefits or arrangements; and, (h) all other tangible or intangible rights of Debtor, whether or not specifically identified herein, and whether now existing or hereafter arising; and,

(iv) any property which may be subject to any statutory or common law liens or rights, including any possessory lien rights or rights of setoff or offset; and,

(v) any and all other tangible or intangible property now or hereafter described or identified in any of the Loan Documents, which are incorporated by reference herein, or any other assets of any nature, character, kind or description which have been or may hereafter be pledged or assigned to secure any loan, indebtedness, liability or agreement which Debtor has or may hereafter have with Lender, or which may otherwise be subject to any lien or encumbrance in favor of Lender, or as described in any Loan Document; and,

(vi) any and all assets purchased by Debtor using any proceeds advanced by Secured Party, whether or not described in any Loan Documents; and,

(vii) all cash and non-cash proceeds and products of any of the forgoing or of any item, type or category of Collateral, whether described herein or in any other Loan Document, including insurance proceeds, and further includes all and replacements thereof or substitutions thereof, together with any other Collateral described in the Loan Agreement, or described in any other Loan Document, or now or hereafter securing any debts, obligations or liabilities owed by Debtor or any other obligor, and further including any third-party pledges and property pledged under any and all cross-collateralization provisions. PROVIDED, however, that any security interest in the Franchise, contract rights and intangibles is subject to Rule 54 of Major League Baseball and to the Pacific Coast League's Constitution and Bylaws.

EXHIBIT A

<u>Mark</u>	<u>Serial Number</u>	<u>Filed</u>	<u>Status</u>
1. OKLAHOMA CITY REDHAWKS	77/553,878	08/22/2008	Pending Notice of Allowance Mailed 11/10/2009 File Statement of Use or Extension of Time Deadline 11/10/2010

List of Goods/Services:

IC 016: Paper goods and printed matter, namely, writing paper, note books, note pads, pens, non-electric erasers, pencils, autograph books, stationary-type portfolios, baseball trading cards, bumper stickers, bookmarks, reference books of interest to baseball fans in the field of baseball, binders, paper badges, travel guide books, blank cards, catalogs of interest to baseball fans in the field of baseball, paper containers, decals, envelopes, stationary folders, desk pads, bond paper, copy paper, newsprint paper, paper name badges, printed paper signs, paper weights, pictures, posters, printed awards, printed guides of interest to baseball fans in the field of baseball, baseball demographics questionnaires in the field of baseball fan demographics, score books, printed survey answer sheets, paper identification tags and printed souvenir game tickets

IC 021: Housewares and glass, namely, beer mugs, beverage glassware, beverage ware, coffee cups, cups, drinking glasses, garbage cans, jugs, mugs, paper cups, plastic cups and plastic water bottles sold empty

IC 025: Clothing, namely, shirts, pants, sweat pants, under garments, socks, shorts, sweaters, turtlenecks, sweatshirts, ponchos, coats, jackets, jump suits, baseball uniforms, hats, caps, visors, and infantwear

IC 028: Games in the nature of action skill games, playing cards, sport balls, balloons, baseball bats, baseball mitts and dolls; toys and sporting goods, namely, baseballs, baseball bats, miniature toy baseball batting helmets, baseball batting gloves, baseball gloves, novelty talking baseball toy

IC 041: Entertainment services, namely, entertainment services in the nature of baseball games and baseball exhibitions; entertainment, namely, live music concerts

2. OKC REDHAWKS	77/553,892	08/22/2008	Pending Notice of Allowance Mailed 11/10/2009 File Statement of Use or Extension of Time Deadline 11/10/2010
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List of Goods/Services:

IC 016: Paper goods and printed matter, namely, writing paper, note books, note pads, pens, non-electric erasers, pencils, autograph books, stationary-type portfolios, baseball trading cards, bumper stickers, bookmarks, reference books of interest to baseball fans in the field of baseball, binders, paper badges, travel guide books, blank cards, catalogs of interest to baseball fans in the field of baseball, paper containers, decals, envelopes, stationary folders, desk pads, bond paper, copy paper, newsprint paper, paper name badges, printed paper signs, paper weights, pictures, posters, printed awards, printed guides of interest to baseball fans in the field of baseball, baseball demographics questionnaires in the field of baseball fan demographics, score books, printed survey answer sheets, paper identification tags and printed souvenir game tickets

IC 021: Housewares and glass, namely, beer mugs, beverage glassware, beverage ware, coffee cups, cups, drinking glasses, garbage cans, jugs, mugs, paper cups, plastic cups and plastic water bottles sold empty

IC 025: Clothing, namely, shirts, pants, sweat pants, under garments, socks, shorts, sweaters, turtlenecks, sweatshirts, ponchos, coats, jackets, jump suits, baseball uniforms, hats, caps, visors, and infantwear

IC 028: Games in the nature of action skill games, playing cards, sport balls, balloons, baseball bats, baseball mitts and dolls; toys and sporting goods, namely, baseballs, baseball bats, miniature toy baseball batting helmets, baseball batting gloves, baseball gloves, novelty talking baseball toy

IC 041: Entertainment services, namely, entertainment services in the nature of baseball games and baseball exhibitions; entertainment, namely, live music concerts



3. OKLAHOMA CITY REDHAWKS
& Design

77/561,321

09/03/2008

Pending
Notice of Allowance
Mailed 11/10/2009
File Statement of Use or
Extension of Time
Deadline 11/10/2010

List of Goods/Services:

IC 016: Paper goods and printed matter, namely, writing paper, note books, note pads, pens, non-electric erasers, pencils, autograph books, stationary-type portfolios, baseball trading cards, bumper stickers, bookmarks, reference books of interest to baseball fans in the field of baseball, binders, paper badges, travel guide books, blank cards, catalogs of interest to baseball fans in the field of baseball, paper containers, decals, envelopes, stationary folders, desk pads, bond paper, copy paper, newsprint paper, paper name badges, printed paper signs, paper weights, pictures, posters, printed awards, printed guides of interest to baseball fans in the field of baseball, baseball demographics questionnaires in the field of baseball fan demographics, score books, printed survey answer sheets, paper identification tags and printed souvenir game tickets

IC 021: Housewares and glass, namely, beer mugs, beverage glassware, beverage ware, coffee cups, cups, drinking glasses, garbage cans, jugs, mugs, paper cups, plastic cups and plastic water bottles sold empty

IC 025: Clothing, namely, shirts, pants, sweat pants, under garments, socks, shorts, sweaters, turtlenecks, sweatshirts, ponchos, coats, jackets, jump suits, baseball uniforms, hats, caps, visors, and infantwear

IC 028: Games in the nature of action skill games, playing cards, sport balls, balloons, baseball bats, baseball mitts and dolls; toys and sporting goods, namely, baseballs, baseball bats, miniature toy baseball batting helmets, baseball batting gloves, baseball gloves, novelty talking baseball toy

IC 041: Entertainment services, namely, entertainment services in the nature of baseball games and baseball exhibitions; entertainment, namely, live music concerts



4. OKC & Design

77/561,350

09/03/2008

Pending
Office Action
Mailed 10/07/2009
Response to Office Action
Filed 04/07/2010

List of Goods/Services:

IC 016: Paper goods and printed matter, namely, writing paper, note books, note pads, pens, non-electric erasers, pencils, autograph books, stationary-type portfolios, baseball trading cards, bumper stickers, bookmarks, reference books of interest to baseball fans in the field of baseball, binders, paper badges, travel guide books, blank cards, catalogs of interest to baseball fans in the field of baseball, paper containers, decals, envelopes, stationary folders, desk pads, bond paper, copy paper, newsprint paper, paper name badges, printed paper signs, paper weights, pictures, posters, printed awards, printed guides of interest to baseball fans in the field of baseball, baseball

demographics questionnaires in the field of baseball fan demographics, score books, printed survey answer sheets, paper identification tags and printed souvenir game tickets

IC 021: Housewares and glass, namely, beer mugs, beverage glassware, beverage ware, coffee cups, cups, drinking glasses, garbage cans, jugs, mugs, paper cups, plastic cups and plastic water bottles sold empty

IC 025: Clothing, namely, shirts, pants, sweat pants, under garments, socks, shorts, sweaters, turtlenecks, sweatshirts, ponchos, coats, jackets, jump suits, baseball uniforms, hats, caps, visors, and infantwear

IC 028: Games in the nature of action skill games, playing cards, sport balls, balloons, baseball bats, baseball mitts and dolls; toys and sporting goods, namely, baseballs, baseball bats, miniature toy baseball batting helmets, baseball batting gloves, baseball gloves, novelty talking baseball toy

IC 041: Entertainment services, namely, entertainment services in the nature of baseball games and baseball exhibitions; entertainment, namely, live music concerts

5. OKC & Design



77/561,363

09/03/2008

Pending
Office Action
Mailed 10/07/2009
Response to Office Action
Filed 04/07/2010

List of Goods/Services:

IC 016: Paper goods and printed matter, namely, writing paper, note books, note pads, pens, non-electric erasers, pencils, autograph books, stationary-type portfolios, baseball trading cards, bumper stickers, bookmarks, reference books of interest to baseball fans in the field of baseball, binders, paper badges, travel guide books, blank cards, catalogs of interest to baseball fans in the field of baseball, paper containers, decals, envelopes, stationary folders, desk pads, bond paper, copy paper, newsprint paper, paper name badges, printed paper signs, paper weights, pictures, posters, printed awards, printed guides of interest to baseball fans in the field of baseball, baseball demographics questionnaires in the field of baseball fan demographics, score books, printed survey answer sheets, paper identification tags and printed souvenir game tickets

IC 021: Housewares and glass, namely, beer mugs, beverage glassware, beverage ware, coffee cups, cups, drinking glasses, garbage cans, jugs, mugs, paper cups, plastic cups and plastic water bottles sold empty

IC 025: Clothing, namely, shirts, pants, sweat pants, under garments, socks, shorts, sweaters, turtlenecks, sweatshirts, ponchos, coats, jackets, jump suits, baseball uniforms, hats, caps, visors, and infantwear

IC 028: Games in the nature of action skill games, playing cards, sport balls, balloons, baseball bats, baseball mitts and dolls; toys and sporting goods, namely, baseballs, baseball bats, miniature toy baseball batting helmets, baseball batting gloves, baseball gloves, novelty talking baseball toy

IC 041: Entertainment services, namely, entertainment services in the nature of baseball games and baseball exhibitions; entertainment, namely, live music concerts

6. Design Only



77/561,380

09/03/2008

Pending
Notice of Allowance
Mailed 10/20/2009
Extension filed 4/19/2010
File Statement of Use or
Extension of Time
Deadline 10/20/2010

List of Goods/Services:

IC 016: Paper goods and printed matter, namely, writing paper, note books, note pads, pens, non-electric erasers, pencils, autograph books, stationary-type portfolios, baseball trading cards, bumper stickers, bookmarks, reference books of interest to baseball fans in the field of baseball, binders, paper badges, travel guide books, blank cards, catalogs of interest to baseball fans in the field of baseball, paper containers, decals, envelopes, stationary folders, desk pads, bond paper, copy paper, newsprint paper, paper name badges, printed paper signs, paper weights, pictures, posters, printed awards, printed guides of interest to baseball fans in the field of baseball, baseball demographics questionnaires in the field of baseball fan demographics, score books, printed survey answer sheets, paper identification tags and printed souvenir game tickets

IC 021: Housewares and glass, namely, beer mugs, beverage glassware, beverage ware, coffee cups, cups, drinking glasses, garbage cans, jugs, mugs, paper cups, plastic cups and plastic water bottles sold empty

IC 025: Clothing, namely, shirts, pants, sweat pants, under garments, socks, shorts, sweaters, turtlenecks, sweatshirts, ponchos, coats, jackets, jump suits, baseball uniforms, hats, caps, visors, and infantwear

IC 028: Games in the nature of action skill games, playing cards, sport balls, balloons, baseball bats, baseball mitts and dolls; toys and sporting goods, namely, baseballs, baseball bats, miniature toy baseball batting helmets, baseball batting gloves, baseball gloves, novelty talking baseball toy

IC 041: Entertainment services, namely, entertainment services in the nature of baseball games and baseball exhibitions; entertainment, namely, live music concerts

7. OKLAHOMA REDHAWKS	2,238,858	04/13/1999	Registered Sections 8 & 9 Due 4/13/2009 Note: six-month grace period to file has lapsed -- the registration will soon become abandoned. A Petition Under 37 C.F. R. §2.146 would need to be filed to keep registration alive.
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List of Goods/Services:

IC 041: Entertainment services in the nature of baseball games and exhibitions
First Use: 11/01/1997 First Use in Commerce: 11/01/1997



8. OKLAHOMA REDHAWKS & Design	2,304,382	12/28/1999	Registered Sections 8 & 9 Due 12/28/2009 Note: six-month grace period to file is 06/28/2010
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List of Goods/Services:

IC 028: Toys and sporting goods; namely, baseballs, baseball bats, toy baseball batting helmets; baseball batting gloves, baseball gloves, talking baseball games, playing cards, sport balls, balloons, baseball bats, baseball mitts and dolls
First Use: 11/01/1997 First Use in Commerce: 11/01/1997



9. OKLAHOMA REDHAWKS & Design 2,390,763 10/03/2000 Registered
Sections 8 & 9 Due
10/03/2010

List of Goods/Services:

IC 025: Clothing; namely, shirts, t shirts, tank tops, golf shirts, polo shirts, jerseys, blouses, pants, shorts, sweaters, turtlenecks, sweatshirts, ponchos, coats, jackets, jump suits, baseball uniforms, hats, caps, handkerchiefs, visors, and infantwear

First Use: 11/01/1997 First Use in Commerce: 11/01/1997

89ers

10. 89ers (Stylized) 2,079,095 07/15/1997 Registered
Sections 8 & 9 Due
07/15/2017

List of Good/Services:

IC 041: Entertainment services in the nature of baseball games and exhibitions.

First use: 04/1962 First Use in Commerce: 04/1962