

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Phoenix Suns Limited Partnership		04/09/2004	LIMITED PARTNERSHIP: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	Suns Legacy Partners, LLC
<b>Street Address:</b>	201 East Jefferson Street
<b>City:</b>	Phoenix
<b>State/Country:</b>	ARIZONA
<b>Postal Code:</b>	85004
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE

**PROPERTY NUMBERS Total: 22**

Property Type	Number	Word Mark
Registration Number:	2366431	FASTBREAK
Registration Number:	3045529	PHOENIX SUNS
Registration Number:	2227524	PHOENIX SUNS
Registration Number:	2857254	PHOENIX SUNS
Registration Number:	1861768	PHOENIX SUNS
Registration Number:	2504308	PHOENIX SUNS
Registration Number:	2648325	PHOENIX SUNS
Registration Number:	2299905	PHOENIX SUNS
Registration Number:	2825428	
Registration Number:	2764632	
Registration Number:	2834767	
Registration Number:	2776015	
Registration Number:	2636160	

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Registration Number:	2598677	PHX
Registration Number:	2556935	PHX
Registration Number:	2778135	PHX
Registration Number:	2518489	PHX
Registration Number:	2840532	PHX
Registration Number:	1882292	
Registration Number:	2163052	
Registration Number:	2076766	
Serial Number:	78247503	SUNS

**CORRESPONDENCE DATA**

Fax Number: (212)223-5159

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: 212-407-8330

Email: ipgroup@nba.com

Correspondent Name: Anil V. George

Address Line 1: Olympic Tower - 645 Fifth Avenue

Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER:	PHX SUNS ASSIGNMENT
NAME OF SUBMITTER:	Anil V. George
Signature:	/Anil V. George/
Date:	08/23/2006

**Total Attachments: 4**

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## ASSET PURCHASE AND SALE AGREEMENT

THIS ASSET PURCHASE AND SALE AGREEMENT (the "Agreement") is executed and delivered as of April 9, 2004 (the "Effective Date"), among Suns Legacy Partners, L.L.C., a Delaware limited liability company ("Purchaser") and Phoenix Suns Limited Partnership, a Delaware limited partnership ("PSLP"), Phoenix Arena Sports Corporation, an Arizona corporation ("PASC"), and Phoenix Arena Development Corporation, an Arizona corporation ("PADC" and, collectively with PSLP and PASC, "Sellers").

### RECITALS

A. PSLP owns the right to own and operate the Phoenix Suns professional basketball team (the "Phoenix Suns") of the National Basketball Association, a joint venture composed of its member teams (the "NBA").

B. PSLP is (i) the 99% limited partner of Phoenix Arena Sports Limited Partnership, a Delaware limited partnership ("PASLP"), (ii) the 99% limited partner of Phoenix Arena Development Limited Partnership, a Delaware limited partnership ("PADLP"), (iii) the 99% limited partner of Phoenix Suns Marketing Limited Partnership, a Delaware limited partnership ("PSMLP"), (iv) the 99.9% member of Sports & Entertainment Services, LLC, an Arizona limited liability company ("SES" and, collectively with PASLP, PADLP and PSMLP, the "Transferred Entities"), (v) a member with a 50% membership interest in Team Shops, L.L.C., an Arizona limited liability company ("Team Shops"), and (vi) a member with a 25% membership interest in Sports Jet, LLC, a North Carolina limited liability company ("Sports Jet" and, together with Team Shops, the "Joint Ventures").

C. PASC is the 1% general partner of PASLP.

D. PADC is the 1% general partner of PADLP and PSMLP and the 0.1% managing member of SES.

E. Subject to the terms and conditions set forth in this Agreement, Sellers desire to sell, transfer and assign to Purchaser the Phoenix Suns and substantially all of the assets, properties and contractual rights owned or used in connection with the Suns Basketball Businesses.

F. Subject to the terms and conditions set forth in this Agreement, Purchaser desires to purchase the Phoenix Suns and such assets, properties and contractual rights from Sellers for the consideration specified herein and the assumption by Purchaser of certain liabilities and obligations of Sellers.

(viii) through SES, the provision of labor and other services to the Arena, Bank One Ballpark and the Dodge Theatre.

(b) Definition of Acquired Assets. As used in this Agreement, the term "Acquired Assets" shall mean, refer to and include all of Sellers' right, title and interest in and to all tangible and intangible assets, properties and rights that are used in, held for use in, intended to be used in or necessary to the Suns Basketball Businesses, wherever located, including the following categorical listing of assets existing on the Closing Date, but specifically excluding the Excluded Assets:

(i) any real estate leaseholds, sub-leaseholds, licenses and occupancy agreements therein (collectively, the "Assumed Leases"), improvements and fixtures used in, held for use in, intended to be used in, necessary to or relating to any of the Suns Basketball Businesses, including those described on Schedule 2.1(b)(i);

(ii) all tangible personal property (whether or not located on Sellers' premises), including all machinery, equipment and tools, furniture and furnishings, computers and computer supplies, telephone, telecommunications, networking and Internet equipment and infrastructure, office materials and supplies, inventories of any kind or nature, raw materials and supplies, manufactured and purchased goods, and all goods in process and finished goods used in, held for use in, intended to be used in, necessary to or relating to any of the Suns Basketball Businesses;

(iii) all books, records, ledgers, files, documents, correspondence, customer, supplier, advertiser, circulation and other lists (including list of customers, season ticket holders, camp prospects or attendees and any other subscribers, vendors, and customers), invoices and sales data, creative, advertising and other promotional materials, studies, reports, and other printed or written materials or data used in, held for use in, intended to be used in, necessary to or directly relating to any of the Suns Basketball Businesses, wherever located and whether existing in hard copy or magnetic or electronic form;

(iv) all intellectual property rights, subject to the NBA Documents, goodwill associated therewith, licenses and sublicenses granted and obtained with respect thereto, rights thereunder, remedies against infringements thereof, and rights to protection of interests therein under applicable Laws, in each case used in, held for use in, intended to be used in, necessary to or relating to any of the Suns Basketball Businesses;

(v) all rights under the contracts, indentures, instruments, agreements, purchase orders, leases, and licenses relating to the ownership, operation and maintenance of the Suns Basketball Businesses, but not including the NBA Documents (which are addressed in clause (vii) below), including the material contracts, indentures, instruments, agreements, purchase orders, leases and licenses listed in Schedule 2.1(b)(v) (the "Assumed Contracts");


(vi) all rights under all permits, authorizations, orders, registrations, certificates, variances, approvals, consents and franchises or any pending applications of Sellers used in, held for use in, intended to be used in, necessary to or relating to any of the Suns Basketball Businesses (the "Permits");

IN WITNESS WHEREOF, the parties have caused this Agreement to be executed as of the date set forth above by their duly authorized representatives.

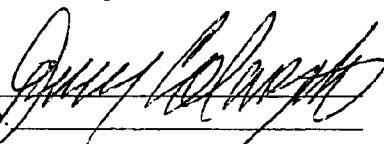
SELLERS:

Phoenix Suns Limited Partnership,  
a Delaware limited partnership

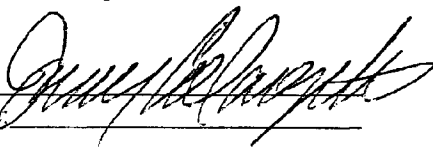
By: JDM Sports, Inc.,  
an Arizona corporation,  
General Partner

By:   
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

Phoenix Arena Sports Corporation,  
an Arizona corporation

By:   
Name: \_\_\_\_\_  
Title: \_\_\_\_\_


Phoenix Arena Development Corporation,  
an Arizona corporation

By:   
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

PURCHASER:

Suns Legacy Partners, L.L.C., a Delaware limited  
liability company

By: Suns Capital Group, L.L.C.,  
a Delaware limited liability company,

By:   
Name: Robert Sarver  
Title: Manager

# Delaware

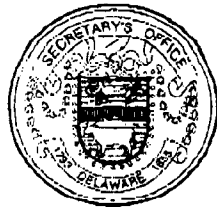
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## *The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SUNS LEGACY PARTNERS, L.L.C." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTH DAY OF AUGUST, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SUNS LEGACY PARTNERS, L.L.C." WAS FORMED ON THE NINTH DAY OF JUNE, A.D. 2004.



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060734055

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4952609

DATE: 08-04-06