

**TRADEMARK RECORDATION COVER SHEET**

To the Commissioner of Patents and Trademarks:

Please record the attached original documents or copy thereof.

1. **Name of conveying party:**

Tennessee Football, L.P.

2. **Name and address of receiving party:**

Tennessee Football, Inc.  
530 Gay Street  
Knoxville, Tennessee 37902

3. **Nature of Conveyance:**

Merger

Dated: March 03, 2004

4. **Registration/Application Number(s):**

Please see attached schedule

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

David M. Proper, Esq.  
NFL Properties LLC  
280 Park Avenue  
New York, New York 10017

6. **Total number of applications/registrations involved:**

Twenty-Seven (27)

CH \$690.00 140792 75812492

**TRADEMARK RECORDATION COVER SHEET**

7. **Total fee (37 CFR 3.41):** \$690.00

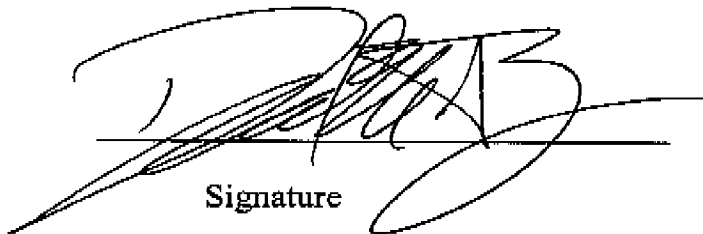
**Authorization to charge fee to deposit account**

8. **Deposit account number:** 14-0792

9. **Statement and signature:**

To the best of my knowledge and belief, the foregoing information is true and correct and any copy attached is a true copy of the original document.

Name of Person Signing: David M. Proper

  
Signature

April 27, 2004

Date

Total number of pages comprising cover sheet, attachments and documents: Six (7)

**TENNESSEE TITANS****SCHEDULE FOR RECORDATION OF MERGER****Registrations**

Mark	Class	Registration No.
DESIGN (MASCOT)	41	2,372,971
DESIGN (UNIFORM) [Away Uniform]	25 & 41	2,431,099
DESIGN (UNIFORM) [Home Uniform]	25 & 41	2,431,098
DESIGN [Circle w/ T and Flame]	16	2,390,403
DESIGN [Circle w/ T and Flame]	25	2,472,018
DESIGN [Circle w/ T and Flame]	28	2,392,186
DESIGN [Circle w/ T and Flame]	41	2,392,185
DESIGN [Sword w/ Stars]	16	2,390,402
DESIGN [Sword w/ Stars]	25	2,472,017
DESIGN [Sword w/ Stars]	28	2,715,942
DESIGN [Sword w/ Stars]	41	2,390,404
T RAC	41	2,484,424
TENNESSEE OILERS	16	2,423,617
TENNESSEE OILERS	25	2,573,988
TENNESSEE OILERS INAUGURAL SEASON 97 AND DESIGN	25	2,476,024
TENNESSEE TITANS	16	2,439,029
TENNESSEE TITANS	25	2,493,049
TENNESSEE TITANS	28	2,643,212
TENNESSEE TITANS	41	2,439,028
TITAN TOWEL	24	2,559,454
TITAN UP	25	2,762,202

**Pending Applications**

Mark	Class	Serial No.
DESIGN (MASCOT)	28	75/812,492
MUSIC CITY MIRACLE	16	75/943,966
MUSIC CITY MIRACLE	25	75/943,965
MUSIC CITY MIRACLE	35 & 41	75/943,963
T RAC	28	75/812,491
TITAN UP	41	76/080,936

# Delaware

PAGE 1

*The First State*

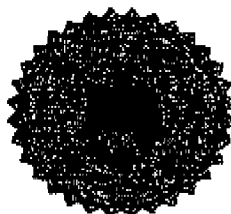
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"TENNESSEE FOOTBALL, L.P.", A TENNESSEE LIMITED PARTNERSHIP, WITH AND INTO "TENNESSEE FOOTBALL, INC." UNDER THE NAME OF "TENNESSEE FOOTBALL, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF FEBRUARY, A.D. 2004, AT 6:49 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-NINTH DAY OF FEBRUARY, A.D. 2004, AT 11:59 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

2598595 8100M  
040151561



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2966506

DATE: 03-03-04

TRADEMARK


REEL: 002842 FRAME: 0240

RECORDATION OF MERGER OF  
TENNESSEE FOOTBALL, L.P. TO  
TENNESSEE FOOTBALL, INC.

Recordal Cover Sheet with Schedule of Registrations/Applications  
Cover Letter Authorizing Payment from Deposit Account  
Certificate of Merger

**CERTIFICATE OF FACSIMILE TRANSMISSION**

I hereby certify that this correspondence, including the materials listed  
above, is being facsimile transmitted to the U.S. Patent and Trademark Office,  
Assignment Division Fax Number (703) 306-5995 on April 27, 2004.

  
\_\_\_\_\_

Melissa Gonzalez