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
San Francisco Forty Niners, Limited		04/08/2010	LIMITED PARTNERSHIP: CALIFORNIA

RECEIVING PARTY DATA

Name:	Bank of America, N.A.
Street Address:	100 NORTH TRYON STREET
Internal Address:	BANK OF AMERICA CORPORATE CENTER
City:	Charlotte
State/Country:	NORTH CAROLINA
Postal Code:	28255
Entity Type:	National Association:

PROPERTY NUMBERS Total: 20

Property Type	Number	Word Mark
Registration Number:	3535892	49ERS
Registration Number:	1238824	7
Registration Number:	1238823	7
Registration Number:	2189722	7 SF
Registration Number:	2189723	7 SF
Serial Number:	78937217	FAITHFUL
Serial Number:	78937211	FAITHFUL
Serial Number:	78937205	FAITHFUL
Serial Number:	78937195	FAITHFUL
Registration Number:	2976688	GOLDMINE
Registration Number:	1318640	NINERS
Registration Number:	3056288	PROJECT FUEL
Registration Number:	1810714	SAN FRANCISCO 49ERS

CH $515.00 3535892

Registration Number:	3452019	SAN FRANCISCO 49ERS
Registration Number:	3480219	SAN FRANCISCO FORTY NINERS
Registration Number:	1809130	SF
Registration Number:	1079541	SF
Registration Number:	3630975	SF
Registration Number:	3630972	SF
Registration Number:	3685401	SF

CORRESPONDENCE DATA

Fax Number: (917)777-4104

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

Phone: (212)735-3000

Email: kellie.weilbrenner@skadden.com

Correspondent Name: Skadden, Arps, Slate, Meagher & Flom LLP

Address Line 1: Four Times Square

Address Line 2: Attn: Matthew Fagin, Esq.

Address Line 4: New York, NEW YORK 10036

ATTORNEY DOCKET NUMBER:	401530/0374
NAME OF SUBMITTER:	Matthew Fagin
Signature:	/Matthew Fagin/
Date:	04/28/2010

Total Attachments: 5

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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS AND COPYRIGHTS

United States Patent and Trademark Office
United States Copyright Office

Ladies and Gentlemen:

Please be advised that pursuant to an Amended and Restated Security Agreement, dated as of April 8, 2010, (as such Amended and Restated Security Agreement may be amended, modified, supplemented or restated, the *"Security Agreement"*), by and between San Francisco Forty Niners, Limited, a California limited partnership (the *"Borrower"*) and Bank of America, N.A., acting as collateral agent for the Secured Parties (as defined in the Security Agreement) (in its capacity as collateral agent hereunder and any successor in such capacity being hereinafter referred to as the *"Collateral Agent"*) the Borrower has granted to the Collateral Agent for the ratable benefit of the Secured Parties a security interest in, and right of setoff against and has acknowledged and agreed that the Collateral Agent (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 right of setoff against any and all right, title and interest of the Borrower, whether now existing or hereafter acquired or arising, in and to the Trademarks and Trade Names and Copyrights (each as defined in the Security Agreement), including, without limitation, the trademark, service mark and copyright registrations and applications shown on the attached Schedule A hereto.

The security interest in and to and right of setoff against the Trademarks and Trade Names and Copyrights, including, without limitation, the trademark, service mark and copyright registrations and applications set forth on Schedule A, is granted in accordance with the terms and conditions of the Security Agreement and can be terminated only in accordance with the terms of the Security Agreement.

Notwithstanding the foregoing, no security interest shall be granted or attach hereunder with respect to any Trademark or Trade Name applications filed in the United States Patent and Trademark Office on the basis of the Borrower's intent to use any such Trademark or Trade Name pursuant to U.S.C. § 1051 Section 1(b), unless and until such Trademark or Trade Name is used in interstate commerce, at which point the security interest granted hereunder shall attach to such application; *provided*, that, the foregoing exclusion shall apply only to the extent that granting a lien in such application prior to such use would adversely affect the enforceability or validity of such application.

- Very truly yours,

SAN FRANCISCO FORTY NINERS, LIMITED

By: San Francisco Forty-Niners, LLC, its General Partner

By: Francis Lally Heneghan
Name: FRANCIS LALLY HENEGHAN
Title: V. P. and SECRETARY

Acknowledged and Accepted:

Bank of America, N.A.,
as Collateral Agent

By: _____
Name: _____
Title: _____

STATE OF [California])
) SS
COUNTY OF [Santa Clara])

On April 1, 2010 before me, Esther Chi, Notary Public, personally appeared Francis Lally Heneghan, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of [California] that the foregoing paragraph is true and correct.

Witness my hand and official seal.

(Seal) Signature Esther Chi

(Notary Seal)

ESTHER CHI
Commission # 1732610
Notary Public - California
Santa Clara County
My Comm. Expires Mar 30, 2011

TRADEMARK
REEL: 004195 FRAME: 0115

Very truly yours,

SAN FRANCISCO FORTY NINERS, LIMITED

By: San Francisco Forty-Niners, LLC, its General Partner

By: _____
Name:
Title:

Acknowledged and Accepted:

Bank of America, N.A.,
as Collateral Agent

By: _____
Name: Stephen Vogel
Title: Vice President

[*Notice of IP Grant*]

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SCHEDULE A

UNITED STATES TRADEMARK REGISTRATIONS AND APPLICATIONS FOR San Francisco Forty Niners, Limited

I. UNITED STATES TRADEMARK REGISTRATIONS AND APPLICATIONS

Jurisdiction	Trademark	Reg. No. (App. No.)	Reg. Date (App. Date)	Record Owner
U.S.	49ERS	3,535,892	11/25/2008	San Francisco Forty Niners, Limited
U.S.	7 & Design (Uniform)	1,238,824	5/17/83	San Francisco Forty Niners, Limited
U.S.	7 & Design (Uniform)	1,238,823	5/17/83	San Francisco Forty Niners, Limited
U.S.	7 SF & Design (Uniform)	2,189,722	9/15/98	San Francisco Forty Niners, Ltd
U.S.	7 SF & Design (Uniform)	2,189,723	9/15/98	San Francisco Forty Niners, Ltd.
U.S.	FAITHFUL	(78/937,217)	(7/25/2006)	San Francisco Forty Niners, Ltd.
U.S.	FAITHFUL	(78/937,211)	(7/25/2006)	San Francisco Forty Niners, Ltd.
U.S.	FAITHFUL	(78/937,205)	(7/25/2006)	San Francisco Forty Niners, Ltd.
U.S.	FAITHFUL	(78/937,195)	(7/25/2006)	San Francisco Forty Niners, Ltd
U.S.	GOLDMINE	2,976,688	7/26/2005	San Francisco Forty Niners, Ltd
U.S.	NINERS	1,318,640	2/5/85	San Francisco 49ers
U.S.	PROJECT FUEL	3,056,288	1/31/2006	San Francisco Forty Niners, Ltd.
U.S.	SAN FRANCISCO 49ERS	1,810,714	12/14/93	San Francisco Forty Niners, Ltd.
U.S.	SAN FRANCISCO 49ERS	3,452,019	6/24/2008	San Francisco Forty Niners, Limited
U.S.	SAN FRANCISCO FORTY NINERS	3,480,219	8/5/2008	San Francisco Forty Niners, Ltd.
U.S.	SF & Design	1,809,130	12/7/93	San Francisco Forty Niners, Ltd
U.S.	SF (Stylized Letters)	1,079,541	12/13/77	San Francisco Forty Niners, Limited
U.S.	SF and Design	3,630,975	6/2/2009	San Francisco Forty Niners, Ltd
U.S.	SF and Design	3,630,972	6/2/2009	San Francisco Forty Niners, Ltd
U.S.	SF and Design	3,685,401	9/22/2009	San Francisco Forty Niners, Ltd.

II UNITED STATES COPYRIGHT REGISTRATIONS AND APPLICATIONS

None