

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
Tennessee Football, Inc.		04/08/2010	CORPORATION: DELAWARE

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: 31

Property Type	Number	Word Mark
Registration Number:	2431099	9
Registration Number:	2431098	9
Registration Number:	3264908	
Registration Number:	2372971	
Registration Number:	2908894	
Registration Number:	2715942	
Registration Number:	2390404	
Registration Number:	2390403	
Registration Number:	2472018	
Registration Number:	2392186	
Registration Number:	2392185	
Registration Number:	2390402	
Registration Number:	2472017	

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Registration Number:	2995446	MUSIC CITY MIRACLE
Registration Number:	2856188	MUSIC CITY MIRACLE
Registration Number:	2886809	MUSIC CITY MIRACLE
Registration Number:	3264909	T
Registration Number:	2484424	T RAC
Registration Number:	3066215	T RAC
Registration Number:	2423617	TENNESSEE OILERS
Registration Number:	2573988	TENNESSEE OILERS
Registration Number:	2476024	TENNESSEE OILERS INAUGURAL SEASON 97
Registration Number:	3261094	TENNESSEE TITANS
Registration Number:	2439029	TENNESSEE TITANS
Registration Number:	2493049	TENNESSEE TITANS
Registration Number:	2643212	TENNESSEE TITANS
Registration Number:	2439028	TENNESSEE TITANS
Registration Number:	2762202	TITAN UP
Registration Number:	3023964	TITAN UP
Registration Number:	3524281	TITANS
Registration Number:	2559454	TITANS TOWEL

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

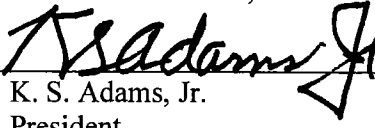
Ladies and Gentlemen:

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 Tennessee Football, Inc., a Delaware corporation (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.

Very truly yours,

TENNESSEE FOOTBALL, INC.

By: 
Name: K. S. Adams, Jr.
Title: President

Acknowledged and Accepted:

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

By: _____
Name: _____
Title: _____

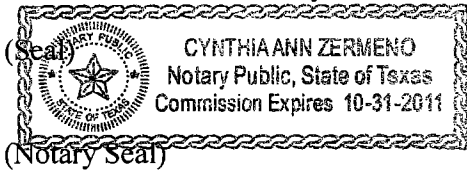
[Notice of IP Grant]

STATE OF [Texas])
) SS
COUNTY OF [Harris])

On April 1, 2010 before me, Cynthia Ann Zermeno,
Notary Public, personally appeared K.S. Adams, Jr., 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 [Texas]
that the foregoing paragraph is true and correct.

Witness my hand and official seal.



Signature Cynthia Ann Zermeno

Very truly yours,

TENNESSEE FOOTBALL, INC.

By: _____

Name: K. S. Adams, Jr.

Title: President

Acknowledged and Accepted:

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

By:  _____

Name: Stephen DeGel

Title: Vice President

[Notice of IP Grant]

SCHEDULE A

**UNITED STATES TRADEMARK
REGISTRATIONS AND APPLICATIONS FOR
Tennessee Football, Inc.**

I. UNITED STATES TRADEMARK REGISTRATIONS AND APPLICATIONS

Trademark	Reg. No. (App. No.)	Reg. Date (App. Date)	Record Owner
9 and Design	2,431,099	2/27/2001	Tennessee Football, Inc.
9 and Design	2,431,098	2/27/2001	Tennessee Football, Inc.
DESIGN ONLY	3,264,908	7/17/2007	Tennessee Football, Inc.
DESIGN ONLY	2,372,971	8/1/2000	Tennessee Football, Inc.
DESIGN ONLY	2,908,894	12/7/2004	Tennessee Football, Inc.
DESIGN ONLY	2,715,942	5/13/2003	Tennessee Football, Inc.
DESIGN ONLY	2,390,404	9/26/2000	Tennessee Football, Inc.
DESIGN ONLY	2,390,403	9/26/2000	Tennessee Football, Inc.
DESIGN ONLY	2,472,018	7/24/2001	Tennessee Football, Inc.
DESIGN ONLY	2,392,186	10/3/2000	Tennessee Football, Inc.
DESIGN ONLY	2,392,185	10/3/2000	Tennessee Football, Inc.
DESIGN ONLY	2,390,402	9/26/2000	Tennessee Football, Inc.
DESIGN ONLY	2,472,017	7/24/2001	Tennessee Football, Inc.
MUSIC CITY MIRACLE	2,995,446	9/13/2005	Tennessee Football, Inc.
MUSIC CITY MIRACLE	2,856,188	6/22/2004	Tennessee Football, Inc.
MUSIC CITY MIRACLE	2,886,809	9/21/2004	Tennessee Football, Inc.
T and Design	3,264,909	7/17/2007	Tennessee Football, Inc.
T RAC	2,484,424	9/4/2001	Tennessee Football, Inc.
T RAC	3,066,215	3/7/2006	Tennessee Football, Inc.
TENNESSEE OILERS	2,423,617	12/23/2001	Tennessee Football, Inc.
TENNESSEE OILERS	2,573,988	5/8/2002	Tennessee Football, Inc.
TENNESSEE OILERS INAUGURAL SEASON 97 and Design	2,476,024	8/7/2001	Tennessee Football, Inc.
TENNESSEE TITANS	3,261,094	7/10/2007	Tennessee Football, Inc.
TENNESSEE TITANS	2,439,029	3/27/2001	Tennessee Football, Inc.
TENNESSEE TITANS	2,493,049	9/25/2001	Tennessee Football, Inc.
TENNESSEE TITANS	2,643,212	10/29/2002	Tennessee Football, Inc.
TENNESSEE TITANS	2,439,028	3/27/2001	Tennessee Football, Inc.
TITAN UP	2,762,202	9/9/2003	Tennessee Football, Inc.
TITAN UP	3,023,964	12/6/2005	Tennessee Football, Inc.
TITANS	3,524,281	10/28/2008	Tennessee Football, Inc.
TITANS TOWEL	2,559,454	4/9/2002	Tennessee Football, Inc.

I. UNITED STATES COPYRIGHT REGISTRATIONS

NONE