

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	NUNC PRO TUNC ASSIGNMENT
EFFECTIVE DATE:	06/08/2010

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Arena Football One, LLC a/k/a Af1		03/15/2010	LIMITED LIABILITY COMPANY: LOUISIANA

RECEIVING PARTY DATA

Name:	AFL-PS II, LLC
Also Known As:	AKA Philadelphia Soul
Street Address:	1900 Market Street
Internal Address:	c/o Cozen O'Connor
City:	Philadelphia
State/Country:	PENNSYLVANIA
Postal Code:	19103
Entity Type:	LIMITED LIABILITY COMPANY: PENNSYLVANIA

PROPERTY NUMBERS Total: 10

Property Type	Number	Word Mark
Registration Number:	3362796	
Registration Number:	3398869	
Registration Number:	3398870	
Registration Number:	3398871	
Registration Number:	3402219	
Registration Number:	3335645	PHILADELPHIA SOUL
Registration Number:	3335646	PHILADELPHIA SOUL
Registration Number:	3335647	PHILADELPHIA SOUL
Registration Number:	3352794	PHILADELPHIA SOUL
Registration Number:	3352802	PHILLY SOUL

CH \$265.00 3362796

CORRESPONDENCE DATA

Fax Number: (215)701-2273
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 215-665-7273
Email: cmiller@cozen.com
Correspondent Name: Camille M. Miller
Address Line 1: 1900 Market Street
Address Line 2: IP Group
Address Line 4: Philadelphia, PENNSYLVANIA 19103

ATTORNEY DOCKET NUMBER:	SOUL - 146005
NAME OF SUBMITTER:	Camille M. Miller
Signature:	/Camille M. Miller/
Date:	07/27/2011
Total Attachments: 2 source=Soul#page1.tif source=Soul#page2.tif	

March 5 , 2010

Arena Football One, LLC
Attn: Dan Newman
401 Market Street; Suite 200
Shreveport, Louisiana 71101

Dear Mr. Newman:

This letter shall serve as confirmation of the agreement between Arena Football One, LLC ("AF1") and Jon Bon Jovi, Ron Jaworski and Craig Spencer or any two of them or their affiliates ("Buyer") with respect to certain of the intellectual property that AF1 acquired from the Arena Football League, LLC (the "AFL"). AF1 and Buyer agree that until May 1, 2010, the Buyer will have the right to acquire from AF1 all rights to all or any part of the intellectual property (including all trade names, trademarks and logos "Marks") associated with the Philadelphia Soul Team which AF1 acquired from the AFL, pursuant to the U.S. Bankruptcy Court Order dated December 7, 2009, and the related Asset Purchase Agreement between AF1 and the bankruptcy estate of the Arena Football League, LLC approved as of November 17, 2009. The Purchase Price for the intellectual property will be [REDACTED]. The Purchase Price of the Marks hereunder includes at no additional cost full membership (equal to the membership of all other teams) to the league created by AF1, provided the Buyer fields a team during the 2011 season of the league created by AF1. In the event the Buyer does not field a team during the 2011 season of the league created by AF1, the ownership of the Marks shall revert to AF1.

Upon the election by Buyer hereunder, the parties agree to promptly exchange and execute appropriate documentation to fully affect the transfers, licenses and team ownership hereunder. The terms of this letter agreement are specifically enforceable by any party or third party beneficiary. Please confirm that this is our agreement by signing and returning an executed counterpart of this letter agreement.

Seller:

Arena Football One, LLC

By: *Dan E Newman*

Name: Dan E. Newman

Title: Manager

Date: March 15, 2010

Buyer:

Philadelphia AFL-PS II, LLC

By: _____

Name: Craig Spencer

Title: Manager

Date: March 15, 2010