

Form PTO-1594
(rev 3/1)

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

U. S. Department of Commerce
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

New York Football Giants, Inc.

- Individual(s) Association
- General Partnership
- Limited Partnership
- Corporation - **New York**
- Other

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and Address of receiving party(ies)

**Bank of America, N.A.
Bank of America Corporate Center
100 North Tryon Street
Charlotte, North Carolina 28255**

- Individual(s) citizenship
 - Association
 - General Partnership
 - Limited Partnership
 - Corporation
 - Other - **National Banking Association**
- If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other - **Notice of Grant of Security Interest in Trademarks and Copyrights**

Execution Date: **April 7, 2004**

4. Application number(s) or registration number(s):

A. Trademark Application No(s).
Please see attached

B. Trademark Registration No(s).
Please see attached

Additional numbers attached? Yes No

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

**Kenneth A. Rubenstein, Esq.
SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP
Four Times Square
New York, New York 10036**

6. Total number of applications/registrations involved: 16

7. Total fee (37 CFR 3.41) **\$415**

All fees and any deficiencies are authorized to be charged to Deposit Account
(Our Ref. 401530/296)

8. Deposit Account No. **19-2385**

DO NOT USE THIS SPACE

9. Statement and signature.

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

Kenneth A. Rubenstein

Kenneth Rubenstein

May 6, 2004

Name

Signature

Date

Total number of pages including cover sheet, attachments, and document: **8**

CH \$416.00 192386 76407671

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CONTINUATION OF ITEM 4. Trademark Application and Registration Numbers

A. Trademark Application No(s).	B. Trademark Registration No(s).
76407671	1228988
	1217891
	1174596
	1802062
	1174598
	2147207
	1248654
	1927075
	1843003
	1174597
	2774776
	2804140
	2790409
	2790408
	835679

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 a Security Agreement, dated as of April 7, 2004 (as such Security Agreement may be amended, modified, supplemented or restated, the "Security Agreement"), by and among New York Football Giants, Inc. (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,

New York Football Giants, Inc.

By: *[Signature]*
Name: John J. Moran
Title: E.V.P. and C.O.O.

Acknowledged and Accepted:

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

By: _____
Name: _____
Title: _____

STATE OF New Jersey

COUNTY OF Bergen

I, Carolyn Kuhl, a Notary Public of the County and State aforesaid, certify that John K. Mass, personally came before me this day and acknowledged that (s)he is EVP & COO of Ny Football Martine and that by authority duly given and as the act of the corporation, the foregoing instrument was signed by him/her in its name as _____

WITNESS my hand and official stamp or seal, this 6th day of April, 2004.

Carolyn Kuhl

Notary Public
My Commission Expires:

(Notary Seal) **CAROLYN KUHL
NOTARY PUBLIC OF NEW JERSEY
MY COMMISSION EXPIRES NOV. 14, 2004**

Very truly yours,

New York Football Giants, Inc.

By: _____
Name: _____
Title: _____

Acknowledged and Accepted:

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

By: *Wm. Elliott McCabe*
Name: Wm. Elliott McCabe
Title: Managing Director

Schedule A

United States, State and Canadian Trademark Registrations and Applications and United States Copyright Registrations for NEW YORK FOOTBALL GIANTS, INC.

U.S. Federal Registrations

Mark	Reg. No./ (App. No.)	Reg. Date/ (App. Date)
7 and Design	1,228,988	03/01/83
7 and Design	1,217,891	11/23/82
GIANTS	1,174,596	10/20/81
GIANTS and Design	1,802,062	11/02/93
GIANTS and Design	1,174,598	10/20/81
GIANTS GIANTS STADIUM and Design	2,147,207	03/31/98
GIANTS STADIUM and Design	1,248,654	08/16/83
NEW YORK GIANTS	1,927,075	10/17/95
NEW YORK GIANTS	1,843,003	07/05/94
NEW YORK GIANTS	1,174,597	10/20/81
NY (Stylized Letters)	2,774,776	10/21/03
NY (Stylized Letters)	2,804,140	01/13/04
NY (Stylized Letters)	2,790,409	12/09/03
NY (Stylized Letters)	2,790,408	12/09/03
NY and Design	(76-407,671)	(05/14/02)
THE NEW YORK FOOTBALL GIANTS	835,679	09/19/67

U.S. State Registrations

Mark	State	Reg. No.	Reg. Date
DESIGN ONLY	California	83,919	02/11/87
NEW YORK GIANTS and Design	California	83,836	01/16/87
BIG BLUE and Design	Florida	R,200,185	01/18/01
Design Only	Florida	T,200,179	01/17/01
Design Only	Florida	T,200,180	01/17/01
GIANTS	Florida	T13,965	01/15/91
GIANTS and Design	Florida	T,200,162	01/12/01
GIANTS and Design	Florida	T13,967	01/15/91
NEW YORK GIANTS and Design	Florida	T,200,186	01/18/01
NY (Stylized Letters)	Florida	T, 200,168	01/12/01

Mark	State	Reg. No.	Reg. Date
NY (Stylized Letters)	Florida	T,200,164	01/12/01
NY (Stylized Letters)	Florida	T,200,163	01/12/01
GIANTS and Design	Georgia	T13,249	12/30/93
GIANTS and Design	Georgia	T13,246	12/30/93
NEW YORK GIANTS	Georgia	T13,248	12/30/93
NEW YORK GIANTS (Stylized Letters)	Georgia	T13,247	12/30/93
BIG BLUE	New Jersey	9,032	10/27/89
GIANTS	New Jersey	2,197	05/21/80
GIANTS and Design	New Jersey	2,199	05/21/80
GIANTS...CHAMPIONSHIPS ANNIVERSARIES...1956...1986 and Design	New Jersey	14,322	10/23/96
NEW YORK GIANTS	New Jersey	2,198	05/21/80
BIG BLUE	New York	R25,880	11/14/89
GIANTS	New York	S5,644	05/30/80
GIANTS 1925 1994 70 SEASONS OF PRO FOOTBALL and Design	New York	R27,815	12/05/94
GIANTS and Design	New York	R27,746	09/16/94
GIANTS and Design	New York	S5,646	05/30/80
GIANTS CHAMPIONSHIP ANNIVERSARIES 1956 1986 and Design	New York	R28,446	10/11/96
NEW YORK GIANTS	New York	S5,645	05/30/80
GIANTS	Virginia	(Not Provided)	11/07/96

Canadian Registrations

Mark	Reg. No./ (App. No.)	Reg. Date/ (App. Date)
GIANTS and Design	(1010,527)	(03/31/99)
GIANTS and Design	TMA531,847	08/28/00
GIANTS and Design	TMA479,053	07/25/97
GIANTS and Design	TMA256,905	03/13/81
NEW YORK GIANTS	(0363,299)	(06/24/81)
NEW YORK GIANTS	TMA249,490	08/15/80
NY and Design	TMA590,481	09/23/03

U.S. Copyright Registrations

Title	Reg. No.	Reg. Date
Giants : 70 years of championship football / John Steinbreder.	TX4048535	1/30/95
New York Giants : seventy-five years / by Jerry Izenberg ; foreword by Frank Gifford.	TX5223109	3/14/00
Giants ... yearbook.	TX5028747	11/19/99