

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
New York Football Giants, Inc.		04/08/2010	CORPORATION: NEW YORK

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:	1228988	7
Registration Number:	1217891	7
Registration Number:	1174596	GIANTS
Registration Number:	1802062	GIANTS
Registration Number:	1174598	GIANTS
Registration Number:	2147207	GIANTS GIANTS STADIUM
Registration Number:	1248654	GIANTS STADIUM
Registration Number:	1927075	NEW YORK GIANTS
Registration Number:	1843003	NEW YORK GIANTS
Registration Number:	1174597	NEW YORK GIANTS
Registration Number:	2774776	NY
Registration Number:	2804140	NY
Registration Number:	2790409	NY

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Registration Number:	2790408	NY
Registration Number:	3005335	NY
Registration Number:	835679	THE NEW YORK FOOTBALL GIANTS
Registration Number:	3351878	NY GIANTS
Registration Number:	3421494	NEW YORK GIANTS
Registration Number:	3439002	GIANTS
Registration Number:	3397365	NY

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:	04/27/2010

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 New York Football Giants, Inc., a New York 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.

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,

NEW YORK FOOTBALL GIANTS, INC.

By: Christine Procop
Name: Christine Procop
Title: VP+CFO

Acknowledged and Accepted:

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

By: _____
Name: _____
Title: _____

[Notice of IP Grant]

STATE OF New Jersey)
) SS
COUNTY OF Bergen)

On April 5, 2010 before me, CAROLYN KUHL, Notary Public, personally appeared CHRISTINE PROCOPS, 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 New Jersey that the foregoing paragraph is true and correct.

Witness my hand and official seal.

(Seal)

Signature CAROLYN KUHL

(Notary Seal)

CAROLYN KUHL
Notary Public of New Jersey
My Commission Expires Nov. 14, 2014

Very truly yours,

NEW YORK FOOTBALL GIANTS, INC.

By: _____

Name:

Title:

Acknowledged and Accepted:

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

By: [Signature]

Name: Stephen Vogel

Title: Vice President

[Notice of IP Grant]

SCHEDULE A

**UNITED STATES TRADEMARK
REGISTRATIONS AND APPLICATIONS FOR
New York Football Giants, Inc.**

I. UNITED STATES TRADEMARK REGISTRATIONS AND APPLICATIONS

Jurisdiction	Trademark	Reg No. (App. No)	Reg Date (App. Date)	Record Owner
U.S.	7 and Design	1,228,988	03/01/1983	The New York Football Giants, Inc.
U.S.	7 and Design	1,217,891	11/23/1982	The New York Football Giants, Inc.
U.S.	GIANTS	1,174,596	10/20/1981	New York Football Giants, Inc.
U.S.	GIANTS and Design	1,802,062	11/02/1993	New York Football Giants, Inc.
U.S.	GIANTS and Design	1,174,598	10/20/1981	New York Football Giants, Inc.
U.S.	GIANTS GIANTS STADIUM and Design	2,147,207	03/31/1998	New York Football Giants, Inc.
U.S.	GIANTS STADIUM and Design	1,248,654	08/16/1983	The New York Football Giants, Inc.
U.S.	NEW YORK GIANTS	1,927,075	10/17/1995	New York Football Giants, Inc.
U.S.	NEW YORK GIANTS	1,843,003	07/05/1994	New York Football Giants, Inc.
U.S.	NEW YORK GIANTS	1,174,597	10/20/1981	The New York Football Giants, Inc.
U.S.	NY (Stylized Letters)	2,774,776	10/21/2003	New York Football Giants, Inc.
U.S.	NY (Stylized Letters)	2,804,140	01/13/2004	New York Football Giants, Inc.
U.S.	NY (Stylized Letters)	2,790,409	12/09/2003	New York Football Giants, Inc.
U.S.	NY (Stylized Letters)	2,790,408	12/09/2003	New York Football Giants, Inc.
U.S.	NY and Design	3,005,335	10/11/2005	New York Football Giants, Inc.
U.S.	THE NEW YORK FOOTBALL GIANTS	835,679	09/19/1967	The New York Football Giants, Inc.
U.S.	NY GIANTS and Design	3,351,878	12/11/2007	New York Football Giants, Inc.
U.S.	NEW YORK GIANTS	3,421,494	5/6/2008	New York Football Giants, Inc.
U.S.	GIANTS	3,439,002	6/3/2008	New York Football Giants, Inc.
U.S.	NY (Stylized Letters)	3,397,365	3/18/2008	New York Football Giants, Inc.

II. UNITED STATES COPYRIGHT REGISTRATIONS AND APPLICATIONS

Title	Reg. No.	Reg. Date	Record Owner(s)
Giants ... yearbook.	TX5028747	11/19/1999	New York Football Giants, Inc
New York Giants : seventy-five years / by Jerry Izenberg ; foreword by Frank Gifford.	TX5223109	3/14/2000	Tehabi Books and New York Football Giants, Inc. (joint owners)
Giants : 70 years of championship football / John Steinbreder	TX 4-048-535	1/30/1995	New York Football Giants, Inc.