

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
Arizona Cardinals Football Club LLC		04/08/2010	LIMITED LIABILITY COMPANY: 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: UNITED STATES

PROPERTY NUMBERS Total: 14

Property Type	Number	Word Mark
Registration Number:	1228995	7
Registration Number:	1674588	7
Registration Number:	3058382	9
Registration Number:	3223807	9
Registration Number:	2125896	ARIZONA CARDINALS
Registration Number:	3301530	ARIZONA CARDINALS
Registration Number:	1209145	CARDINALS
Registration Number:	3390954	CARDINALS
Registration Number:	2459266	CARDINALS CHEERLEADERS
Registration Number:	870653	
Registration Number:	1810720	
Registration Number:	3288680	
Registration Number:	3323107	

CH \$365.00 1228995

Registration Number:

3209501

SPORTSMAN'S PARK

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:

05/18/2010

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:

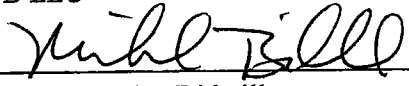
Please be advised that pursuant to an Amended and Restated Security Agreement, dated as of April 8, 2010, (as such Amended and Restated Security Agreement may be amended, modified, supplemented or restated, the "*Security Agreement*"), by and between Arizona Cardinals Football Club LLC, a Delaware limited liability company (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,

ARIZONA CARDINALS FOOTBALL
CLUB LLC

By: 
Name: Michael J. Bidwill
Title: President

Acknowledged and Accepted:

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

By: _____
Name: _____
Title: _____

[Notice of IP Grant]

STATE OF Arizona)
) SS
COUNTY OF Maricopa)

On April 5, 2010 before me, D'Ann Jordan,
Notary Public, personally appeared Michael Bidwill, 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 Arizona
that the foregoing paragraph is true and correct.

Witness my hand and official seal.

(Seal)

Signature D'Ann Jordan

(Notary Seal)




Very truly yours,

ARIZONA CARDINALS FOOTBALL
CLUB LLC

By: _____
Name:
Title:

Acknowledged and Accepted:

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

By:  _____
Name: Stephen Dean
Title: Vice President

[Notice of IP Grant]

SCHEDULE A

**UNITED STATES TRADEMARK
REGISTRATIONS AND APPLICATIONS FOR
Arizona Cardinals Football Club LLC**

I. UNITED STATES TRADEMARK REGISTRATIONS AND APPLICATIONS

JURISDICTION	TRADEMARK	REG. NO. (APP. NO.)	REG. DATE (APP. DATE)	RECORD OWNER
U.S.	7 and Design	1,228,995	3/1/1983	Arizona Cardinals Football Club LLC
U.S.	7 and Design	1,674,588	2/4/1992	Arizona Cardinals Football Club LLC
U.S.	9 and Design	3,058,382	2/14/2006	Arizona Cardinals Football Club LLC
U.S.	9 and Design	3,223,807	4/3/2007	Arizona Cardinals Football Club LLC
U.S.	ARIZONA CARDINALS	2,125,896	12/30/1997	Arizona Cardinals Football Club LLC
U.S.	ARIZONA CARDINALS	3,301,530	10/2/2007	Arizona Cardinals Football Club LLC
U.S.	CARDINALS	1,209,145	9/14/1982	Arizona Cardinals Football Club LLC
U.S.	CARDINALS	3,390,954	3/4/2008	Arizona Cardinals Football Club LLC
U.S.	CARDINALS CHEERLEADERS	2,459,266	6/12/2001	Arizona Cardinals Football Club LLC
U.S.	Design Only	870,653	6/3/1969	Arizona Cardinals Football Club LLC
U.S.	Design Only	1,810,720	12/14/1993	Arizona Cardinals Football Club LLC
U.S.	Design Only	3,288,680	9/4/2007	Arizona Cardinals Football Club LLC
U.S.	Design Only	3,323,107	10/30/2007	Arizona Cardinals Football Club LLC
U.S.	SPORTSMAN'S PARK	3,209,501	2/13/2007	Arizona Cardinals Football Club LLC

II. UNITED STATES COPYRIGHT REGISTRATIONS AND APPLICATIONS

TITLE	REG. NO.	REG. DATE	RECORD OWNER
Phoenix Cardinals ligature	VA589973	July 13, 1993	B & B Holdings, Inc. d.b.a. Phoenix Cardinals*

* Subsequent Copyright Assignments (Articles of Amendment to Articles of Incorporation from B&B Holdings, Inc. changing its name to Arizona Cardinals Football Club, Inc. dated 12/11/2006 and Certificate of Merger from Arizona Cardinals Football Club, Inc to Arizona Cardinals Football Club LLC dated 6/29/2009) were recorded without reference to this specific registration number.