

**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 England Patriots L.P.		06/11/2010	LIMITED PARTNERSHIP: DELAWARE

**RECEIVING PARTY DATA**

Name:	Bank of America, N.A.
Street Address:	100 North Tryon St.
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: 25**

Property Type	Number	Word Mark
Registration Number:	3429547	
Registration Number:	3550262	FANTASY FORECAST
Registration Number:	3355250	NEW ENGLAND PATRIOTS
Serial Number:	77377134	PATRIOT PERFECT
Registration Number:	3439067	PATRIOTS
Registration Number:	3144361	PATS
Registration Number:	3782594	THE BELESTRATOR
Registration Number:	3699429	BOSTON PATRIOTS
Registration Number:	1230456	7
Registration Number:	1295023	7
Registration Number:	2043974	7
Registration Number:	2043973	7
Registration Number:	948384	

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Registration Number:	995096	
Registration Number:	1850666	
Registration Number:	2029693	
Registration Number:	2755546	
Registration Number:	995095	NEW ENGLAND PATRIOTS
Registration Number:	1884852	NEW ENGLAND PATRIOTS
Registration Number:	2766441	NEW ENGLAND PATRIOTS
Registration Number:	948574	PATRIOTS
Registration Number:	949536	PATRIOTS
Registration Number:	2035889	PATRIOTS
Registration Number:	2711199	PATRIOTS
Registration Number:	2746155	PATRIOTS EXPERIENCE

**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:	401530/0252
NAME OF SUBMITTER:	Matthew Fagin
Signature:	/Matthew Fagin/
Date:	06/25/2010

Total Attachments: 9  
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NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS AND COPYRIGHTS

United States Patent and Trademark Office  
United States Copyright Office

June 11, 2010

Ladies and Gentlemen:

Please be advised that pursuant to an Amended and Restated Security Agreement, dated as of June 11, 2010, (as such Amended and Restated Security Agreement may be amended, modified, supplemented or restated, the "Security Agreement"), by and between New England Patriots L.P., a Delaware limited partnership (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 ENGLAND PATRIOTS L.P.

By: Kraft Patriots Inc.,  
its General Partner

By:   
Name: Robert K. Kraft  
Title: President

STATE OF [ MA ] )  
 ) SS  
COUNTY OF [ Norfolk ] )

On JUNE 10, 2010 before me, Karen A O'Brien,  
Notary Public, personally appeared Robert K. Kraft, 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.

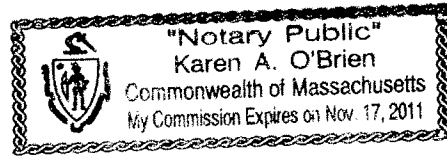
I certify under PENALTY OF PERJURY under the laws of the State of [ MA ]  
that the foregoing paragraph is true and correct.

Witness my hand and official seal.

(Seal)


Signature K. O'Brien

(Notary Seal)



Acknowledged and Accepted:

BANK OF AMERICA, N.A.,  
as Collateral Agent

By:   
Name: Stephen Vogel  
Title: Vice President

STATE OF [North Carolina] )  
 ) SS  
COUNTY OF [Mecklenburg] )

On June 11, 2010 before me, Jennifer P. Redmile,  
Notary Public, personally appeared Stephen Vogel, 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 North Carolina a  
that the foregoing paragraph is true and correct.

Witness my hand and official seal.

(Seal)

Signature

Jennifer P. Redmile  
My Commission Expires February 2, 2013

(Notary Seal)

**SCHEDULE A**

**UNITED STATES TRADEMARK AND COPYRIGHT  
REGISTRATIONS AND APPLICATIONS FOR  
New England Patriots L.P.**

**NEW ENGLAND PATRIOTS L.P.**

**TRADEMARKS**

**US Trademarks**

<b>Jurisdiction</b>	<b>Trademark</b>	<b>Reg No. (App. No)</b>	<b>Reg Date (App. Date)</b>	<b>Record Owner</b>	<b>Status</b>
U.S.	Design Only	3,429,547	3/6/2007 is the application date/ 5/20/2008 is the registration date	New England Patriots L.P.	Registered
U.S.	FANTASY FORECAST	3,550,262	12/23/2008	New England Patriots L.P.	Registered
U.S.	NEW ENGLAND PATRIOTS	3,355,250	12/18/2007	New England Patriots L.P. 2008 BoA lien	Registered
U.S.	PATRIOT PERFECT	(77/377,134)	(1/22/2008)	New England Patriots L.P. 2008 BoA lien	Pending
U.S.	PATRIOTS	3,439,067	6/3/2008	New England Patriots L.P. 2008 BoA lien	Registered
U.S.	PATS	3,144,361	9/19/2006	New England Patriots L.P. 2008 BoA lien	Registered
U.S.	THE BELESTRATOR	3,782,594	4/27/2010	New England Patriots L.P.	Registered
U.S.	BOSTON PATRIOTS	3,699,429	10/20/2009	New England Patriots L.P. 2008 BoA lien	Registered
U.S.	7 and Design	1,230,456	3/8/1983	New England Patriots L.P.	Registered
U.S.	7 and Design	1,295,023	9/11/1984	New England Patriots L.P.	Registered
U.S.	7 and Design	2,043,974	3/11/1997	New England Patriots L.P.	Registered
U.S.	7 and Design	2,043,973	3/11/1997	New England Patriots L.P.	Registered
U.S.	DESIGN ONLY	948,384	12/05/1972	New England Patriots L.P.	Registered
U.S.	DESIGN ONLY	995,096	10/08/1974	New England Patriots L.P.	Registered
U.S.	DESIGN ONLY	1,850,666	8/23/1994	New England Patriots L.P.	Registered
U.S.	DESIGN ONLY	2,029,693	1/14/1997	New England Patriots L.P. 1	Registered



U.S.	DESIGN ONLY	2,755,546	8/26/2003	New England Patriots L.P.	Registered
U.S.	NEW ENGLAND PATRIOTS	995,095	10/08/1974	New England Patriots L.P.	Registered
U.S.	NEW ENGLAND PATRIOTS	1,884,852	3/21/1995	New England Patriots L.P.	Registered
U.S.	NEW ENGLAND PATRIOTS	2,766,441	9/23/2003	New England Patriots L.P.	Registered
U.S.	PATRIOTS	948,574	12/12/1972	New England Patriots L.P.	Registered
U.S.	PATRIOTS	949,536	12/26/1972	New England Patriots L.P.	Registered
U.S.	PATRIOTS and Design	2,035,889	2/04/1997	New England Patriots L.P.	Registered
U.S.	PATRIOTS and Design	2,711,199	4/29/2003	New England Patriots L.P.	Registered
U.S.	PATRIOTS EXPERIENCE and Design	2,746,155	08/05/2003	New England Patriots L.P.	Registered
U.S. State – Arizona	DESIGN ONLY	52,422	1/22/2008	New England Patriots, L.P.	Registered
U.S. State – Arizona	DESIGN ONLY	52,421	1/22/2008	New England Patriots, L.P.	Registered
U.S. State – Arizona	DESIGN ONLY	52,420	1/22/2008	New England Patriots, L.P.	Registered
U.S. State – Arizona	PATRIOTS	52,419	1/22/2008	New England Patriots, L.P.	Registered
U.S. State – Arizona	NEW ENGLAND PATRIOTS	52,418	1/22/2008	New England Patriots, L.P.	Registered
U.S. State – Arizona	NEW ENGLAND PATRIOTS	52,417	1/22/2008	New England Patriots, L.P.	Registered
U.S. State – Arizona	NEW ENGLAND PATRIOTS	52,416	1/22/2008	New England Patriots, L.P.	Registered
U.S. State – Rhode Island	NEW ENGLAND PATRIOTS	701,007	1/22/2007	New England Patriots, L.P.	Registered
U.S. State – Massachusetts	NEW ENGLAND PATRIOTS	67,962	1/22/2007	New England Patriots, L.P.	Registered
U.S. State – Massachusetts	5 <sup>TH</sup> QUARTER	65,531	3/24/2005	New England Patriots L.P.	Registered
U.S. State – Rhode Island	5 <sup>TH</sup> QUARTER	20,050,318	3/25/2005	New England Patriots L.P.	Registered
U.S. State – Rhode Island	PATS	20,050,201	2/1/2005	New England Patriots, L.P.	Registered
U.S. State – Florida	PATS	T2,005,148	2/2/2005	New England Patriots L.P.	Registered
U.S. State – Florida	DESIGN ONLY	T2,005,109	1/20/2005	New England Patriots LP	Registered
U.S. State – Florida	DESIGN ONLY	T2,005,108	1/20/2005	New England Patriots LP	Registered
U.S. State – Florida	PATRIOTS and Design	T2,005,107	1/20/2005	New England Patriots LP	Registered

U.S. State – Florida	PATRIOTS and Design	T2,005,106	1/20/2005	New England Patriots LP	Registered
U.S. State – Florida	PATRIOTS	T2,005,105	1/20/2005	New England Patriots LP	Registered
U.S. State – Florida	NEW ENGLAND PATRIOTS	T2,005,104	1/20/2005	New England Patriots LP	Registered
U.S. State – Florida	NEW ENGLAND PATRIOTS	T2,005,103	1/20/2005	New England Patriots LP	Registered
U.S. State – Florida	NEW ENGLAND PATRIOTS	T2,005,102	1/20/2005	New England Patriots LP	Registered
U.S. State – Massachusetts	PATS	65,301	2/1/2005	New England Patriots L.P.	Registered
U.S. State – Maine	GO PATS	20,050,146	2/1/2005	New England Patriots L.P.	Registered
U.S. State – Texas	NEW ENGLAND PATRIOTS	800,290,263	1/8/2004	New England Patriots L.P.	Registered
U.S. State – Texas	NEW ENGLAND PATRIOTS	800,290,269	1/8/2004	New England Patriots L.P.	Registered
U.S. State – Texas	NEW ENGLAND PATRIOTS	800,290,254	1/8/2004	New England Patriots L.P.	Registered
U.S. State – Texas	DESIGN ONLY	800,290,250	1/8/2004	New England Patriots L.P.	Registered
U.S. State – Texas	DESIGN ONLY	800,290,248	1/8/2004	New England Patriots L.P.	Registered
U.S. State – Texas	DESIGN ONLY	800,290,245	1/8/2004	New England Patriots L.P.	Registered
					Expired
			7/13/2004		Expired
U.S. State – Rhode Island	PATRIOTS FIFTH QUARTER SHOW	950,406	4/6/1995	New England Patriots LP	Registered
U.S. State – Rhode Island	FIFTH QUARTER SHOW	950,405	4/7/1995	New England Patriots LP	Registered
U.S. State – Massachusetts	PATRIOTS	51,462	7/12/1995	New England Patriots L.P.	Registered
U.S. State – Massachusetts	DESIGN ONLY (Patriot Head)	51,461	7/12/1995	New England Patriots L.P.	Registered
U.S. State – Massachusetts	Helmet Design	51,460	7/12/1995	New England Patriots L.P.	Registered
U.S. State – Massachusetts	NEW ENGLAND PATRIOTS	51,459	7/12/1995	New England Patriots L.P.	Registered
U.S. State – Massachusetts	NEW ENGLAND PATRIOTS FOOTBALL CLUB	18,966	6/23/1960	New England Patriots L.P.	Registered
U.S. State – Massachusetts	DESIGN ONLY (Colonial Player)	18,967	6/23/1960	New England Patriots L.P.	Registered
U.S. State – Massachusetts	FIFTH QUARTER SHOW	51,060	4/12/1995	New England Patriots L.P.	Registered
U.S. State – Massachusetts	PATRIOTS FIFTH QUARTER SHOW	51,059	4/12/1995	New England Patriots L.P.	Registered

### Foreign Trademarks

Jurisdiction	Trademark	Reg No. (App. No)	Reg Date (App. Date)	Record Owner	Status
Canada	PATRIOTS and Design	TMA478,838	7/22/1997	New England Patriots L.P.	Registered
Canada	Design Only	TMA478,762	7/21/1997	New England Patriots L.P.	Registered
Canada	Design Only	TMA478,837	7/22/1997	New England Patriots L.P.	Registered
Canada	NEW ENGLAND PATRIOTS	TMA249,489	8/15/1980	New England Patriots L.P.	Registered
Canada	PATRIOTS and Design	TMA256,892	3/13/1981	New England Patriots L.P.	Registered
Canada	DESIGN ONLY	TMA256,891	3/13/1981	New England Patriots L.P.	Registered
Canada	DESIGN ONLY	TMA256,890	3/13/1981	New England Patriots L.P.	Registered

### COPYRIGHTS

Title	Reg. No.	Reg. Date	Record Owner
Robert K. Kraft's speech at unveiling of New England Patriots license plate.	TXu1250423	6/08/2005	New England Patriots, LP
AFC play-off game Patriots VS Raiders, 01/29/02.	VA1161519	3/15/2002	New England Patriots, LP
Final regular season game at Foxboro Stadium	VAu541291	3/15/2002	New England Patriots, LP