

03-14-2002

Form PTO-1594

(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)

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RE



102011356

U.S. DEPARTMENT OF COMMERCE
U.S. 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):

Colorado Rockies Baseball Club, Ltd.
Coors Field
2001 Blake Street
Denver, CO 80205

2-15-02

☐ Individual(s)☐ Association☐ General Partnership☒ Limited Partnership☐ Corporation-State☐ Other _____Additional name(s) of conveying party(ies) attached? ☐ Yes ☒ No

3. Nature of conveyance:

☐ Assignment☐ Merger☒ Security Agreement☐ Change of Name☐ Other _____

Execution Date: December 14, 2001

2. Name and address of receiving party(ies)

Name: Citicorp USA, Inc.

Internal

Address: 25th Floor

Street Address: 153 East 53rd Street

City: New York State: NY

☐ Individual(s) citizenship☐ Association☐ General Partnership☐ Limited Partnership☒ Corporation-State Delaware☐ Other _____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

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

A. Trademark Application No.(s)

None

B. Trademark Registration No.(s)

See attached

Additional number(s) attached ☒ Yes ☐ No

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

Name: Rebecca C. Ambriz, Paralegal

Internal Address: Sonnenschein Nath

& Rosenthal

8000 Sears Tower

Street Address: 233 South Wacker Drive

City: Chicago State: IL Zip: 60606

6. Total number of applications and registrations involved:

13

7. Total fee (37 CFR 3.41).....\$ 340.00

☒ Enclosed☐ Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

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.

Rebecca C. Ambriz

Name of Person Signing

Rebecca C. Ambriz

Signature

2/15/02

Date

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

5

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

03/13/2002 TDIAZ1 00000143 74091288

01 FC:481
02 FC:48240.00 OP
300.00 OPTRADEMARK
REEL: 002460 FRAME: 0746

Attachment to Recordation Form Cover Sheet

Trademarks

<u>Mark</u>	<u>Serial No.</u>	<u>Filing Date</u>	<u>Registration No.</u>	<u>Registration Date</u>
ROOKIE LEAGUE	74,091,288	August 27, 1990	1,812,199	December 21, 1993
ROCKIES (Block Letters)	74,173,227	June 5, 1991	1,831,055	April 19, 1994
ROCKIES (Block Letters)	74,800,751	June 5, 1991	1,842,521	June 28, 1994
CR (Stylized) Cap Designation	74,182,619	July 5, 1991	1,809,057	December 7, 1993
CR (Stylized) Cap Designation	74,800,745	July 5, 1991	1,812,620	December 31, 1993
COLORADO ROCKIES and Design - Official Team Logo	74,182,620	July 5, 1991	1,831,056	April 19, 1994
ROCKPILE (Block Letters)	74,364,473	March 3, 1993	1,857,293	October 4, 1994
COLORADO ROCKIES (Block Letters)	74,370,486	March 22, 1993	1,913,394	August 22, 1995
ROCKIES ROOKIES KIDS FAN CLUB (Block Letters)	74,376,834	April 8, 1993	1,812,473	December 21, 1993
THE ROCKPILE (Block Letters)	74,404,360	June 22, 1993	1,831,625	April 19, 1994
COLORADO ROCKIES and Design - Official Team Logo	74,800,710	July 5, 1991	1,839,084	June 7, 1994
BLAKE STREET BOMBERS	75,265,186	March 27, 1997	2,390,143	September 26, 2000
DINGER	74,523,888	May 11, 1994	1,937, 954	November 28, 1995

AMENDED AND RESTATED TRADEMARK SECURITY AGREEMENT

THIS AMENDED AND RESTATED SECURITY AGREEMENT (this "Agreement") dated as of December 14, 2001, made by COLORADO ROCKIES BASEBALL CLUB, LTD. ("Grantor"), a Colorado limited partnership formerly known as Colorado Baseball Partnership 1993, Ltd., whose address is Coors Field, 2001 Blake Street, Denver, Colorado 80205, Attention: Harold R. Roth, to CITICORP, USA, INC., a Delaware corporation ("Lender"), whose address is 153 East 53rd, New York, New York 10043, Attention: William Demick.

PRELIMINARY STATEMENT:

WHEREAS, pursuant to that certain Second Amended and Restated Credit Agreement, dated as of December 14, 2001 (as amended, restated, supplemented or otherwise modified from time to time, the "Credit Agreement"), between the Grantor and the Lender, the Lender and the Grantor have agreed, subject to the terms and conditions thereof, to continue the credit originally extended pursuant to that certain Credit Agreement dated as of October 28, 1993 (the "Original Credit Agreement") to or for the benefit of the Grantor;

WHEREAS, this Agreement is an amendment and restatement of that certain Security Agreement dated October 28, 1993, which was required to be executed and delivered in connection with the Original Credit Agreement, and was recorded with the United States Patent and Trademark Office on December 21, 1993 on Reel 1081 and Frame Nos. 408-411 (the "Original Security Agreement");

WHEREAS, it is a condition precedent to the making of the Loans by the Lender under the Credit Agreement that the parties hereto shall have executed and delivered this Agreement to amend and restate the Original Security Agreement;

NOW, THEREFORE, in consideration of the foregoing premises and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Grantor hereby agrees with Lender as follows:

SECTION 1. Grant of Security. Grantor hereby reaffirms, subject to Section 2 below, the collateral assignment made to the Lender under the Original Security Agreement and hereby collaterally assigns and pledges to Lender for its benefit and hereby grants to Lender, a lien on and continuing security interest in, all of Grantor's right, title and interest in and to all servicemarks and trademarks, trade names, copyrights, patents, patent applications and intellectual property, including, but not limited to the trademarks listed on Exhibit A attached hereto and incorporated herein by this reference.

SECTION 2. Governing Document. This Agreement is governed by that certain Second Amended and Restated Security Agreement dated December 14, 2001, entered into between Grantor and Lender, including but not limited to Sections 1(k) and 16(c)(iv) thereof, as such agreement may be amended, modified or restated from time to time.

IN WITNESS WHEREOF, Grantor has caused this agreement to be duly executed and delivered by its officer thereunto duly authorized as of the date first above written.

COLORADO ROCKIES BASEBALL CLUB,
LTD., a Colorado limited partnership

By: COLORADO BASEBALL 1993, INC., a
Colorado corporation, General Partner

By:

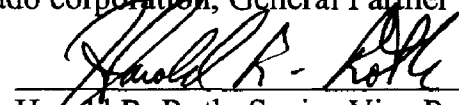

Harold R. Roth, Senior Vice President

EXHIBIT A

List of U.S. Trademarks and Tradenames

<u>Trademark</u>	<u>(Application No.) Reg. No.</u>	<u>(Filing Date) Reg. Date</u>	<u>Class</u>	<u>Remarks</u>
ROOKIE LEAGUE	(091,288)		28	Pub. OG 9/28/93
COLORADO BASEBALL & Design	(134,732)	(Jan. 30, 1991)	Int. 25	Pub. OG 8/2/92
ROCKIES (Block Letters)	(173,227)	(Jun. 5, 1991)	Int. 6, 14, 16, 18, 21, 28	Pub. OG 7/6/93
ROCKIES (Block Letters)	(800,751)	(Jun. 5, 1991)	Int. 41	Pub. OG 12/8/92
CR (Stylized) Cap Designation	(182,618) 1,809,057	(Jul. 5, 1991)	Int. 14, 16, 18, 21, 25, 28	Pub. OG 9/14/93
CR (Stylized) - Cap Designation	(800,745)	(Jul. 5, 1991)	Int. 6, 41	Pub. OG 12/8/92
COLORADO ROCKIES and Design - Official Team Logo	(182,620) 1,812,620	(Jul. 5, 1991)	Int. 6, 14, 16, 18, 21, 25, 28	Pub. OG 6/22/93.
ROCKPILE (Block Letters)	(364,473)	(Mar. 3, 1993)	Int. 25	Pub. OG 8/24/93
COLORADO ROCKIES (Block Letters)	(370,485)	(Mar. 22, 1993)	Int. 25	Pending
ROCKIES ROOKIE KIDS FAN CLUB (Block Letters)	(378,634) 1,812,473	(Apr. 8, 1993)	Int. 41	Pub. OG 9/28/93
THE ROCKPILE (Block Letters)	(404,860) 1,831,625	(June 22, 1993)	Int. 41	Pub. OG 4/19/94
COLORADO ROCKIES and Design - Official Team Logo	(800,710) 1,839,064	(Jul. 5, 1991)	Int. 41	Pub. OG 6/1/93,
BLAKE STREET BOMBERS	(75/255,186) 2,390,149	(Mar. 27, 1997) Sep. 26, 2000	Int. 25	Pub. OG 9/28/00
DINGER	(75/523,888) 1,837,954	(May 11, 1994) Nov. 28, 1995	Int. 41	Pub. OG 11/28/95
<u>Copyright</u>			<u>Remarks</u>	
COLORADO ROCKIES Logo	VA 486-436	Jan. 23, 1992	Registered	