

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
Colorado Rockies Baseball Club, Ltd.		01/31/2012	LIMITED PARTNERSHIP: COLORADO
RECEIVING PARTY DATA			
Name:	Citibank, N.A.		
Street Address:	666 Fifth Avenue		
Internal Address:	5th Floor		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10103		
Entity Type:	national banking association: NEW YORK		
PROPERTY NUMBERS Total: 13			
Property Type	Number	Word Mark	
Serial Number:	74091288	ROOKIE LEAGUE	
Serial Number:	74173227	ROCKIES	
Serial Number:	74800751	ROCKIES	
Serial Number:	74182619	CR	
Serial Number:	74800745	CR	
Serial Number:	74182620	COLORADO ROCKIES	
Serial Number:	74364473	THE ROCKPILE	
Serial Number:	74370486	COLORADO ROCKIES	
Serial Number:	74376834	ROCKIES ROOKIES KIDS FAN CLUB	
Serial Number:	74404360	THE ROCKPILE	
Serial Number:	74800710	COLORADO ROCKIES	
Serial Number:	75265186	BLAKE STREET BOMBERS	
Serial Number:	74523888	DINGER	

TRADEMARK

CORRESPONDENCE DATA

Fax Number: (310)229-1972
Phone: 310-788-1272
Email: jehrich@kayescholer.com

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Correspondent Name: Judi Ehrlich c/o Kaye Scholer LLP
Address Line 1: 1999 Avenue of the Stars
Address Line 2: 17th Floor
Address Line 4: Los Angeles, CALIFORNIA 90067

ATTORNEY DOCKET NUMBER:	2021 V. GILBERT
NAME OF SUBMITTER:	Judi Ehrlich
Signature:	/s/ Judi Ehrlich
Date:	02/01/2012
Total Attachments: 4 source=Citi-Rockies-Second Amended and Restated Trademark Security Agreement#page1.tif source=Citi-Rockies-Second Amended and Restated Trademark Security Agreement#page2.tif source=Citi-Rockies-Second Amended and Restated Trademark Security Agreement#page3.tif source=Citi-Rockies-Second Amended and Restated Trademark Security Agreement#page4.tif	

SECOND AMENDED AND RESTATED TRADEMARK SECURITY AGREEMENT

THIS SECOND AMENDED AND RESTATED TRADEMARK SECURITY AGREEMENT (this "Agreement") dated as of January 31, 2012, made by COLORADO ROCKIES BASEBALL CLUB, LTD. ("Grantor"), a Colorado limited partnership, whose address is Coors Field, 2001 Blake Street, Denver, Colorado 80205, Attention: Harold R. Roth, to CITIBANK, N.A. ("Lender"), whose address is 666 Fifth Street, 5th Floor, New York, New York 10103, Attention: John Gleeson.

PRELIMINARY STATEMENT:

WHEREAS, pursuant to that certain Fourth Amended and Restated Credit Agreement, dated as of January 31, 2012 (as amended, restated, supplemented or otherwise modified from time to time, the "Credit Agreement"), between the Grantor and the Lender, the Lender has agreed, subject to the terms and conditions thereof, to make Loans (as defined in the Credit Agreement; all terms not defined herein shall have the meaning set forth in the Credit Agreement) to or for the benefit of the Grantor;

WHEREAS, this Agreement is an amendment and restatement of that certain Amended and Restated Trademark Security Agreement dated as of December 14, 2001, and was recorded with the United States Patent and Trademark Office on February 15, 2002 on Reel 2460 and Frame No. 746 (the "Existing Trademark 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 Existing Trademark 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 Existing Trademark 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 except to the extent constituting "Excluded Collateral" under, and as defined in, the hereinafter defined Security Agreement.

SECTION 2. Governing Document. This Agreement is governed by that certain Third Amended and Restated Security Agreement dated January 31, 2012, entered into between Grantor and Lender (as amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement").

SECTION 3. Major League Baseball Requirements. Notwithstanding anything herein to the contrary, (i) the parties hereto hereby acknowledge and agree that (a) this Agreement is subject to the terms of Section 8.2 and Section 10.13 of the Credit Agreement, the terms of which are incorporated by reference herein, as if set forth in their entirety herein, and (b) MLB

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shall be entitled to enforce the provisions of this Section 3 directly against any party hereto (or their successors and permitted assigns), (ii) the Lender may not foreclose upon any Collateral related to the Franchise unless it is also foreclosing on, or has foreclosed on, the Franchise and (iii) the Lender may not sell, transfer or otherwise dispose of any Collateral related to the Franchise to any Person, other than any Person that owns or is acquiring the Franchise.

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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

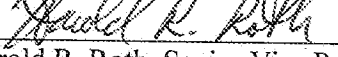
By: 
Harold R. Roth, Senior Vice President

EXHIBIT A

Trademarks

Mark	Serial No.	Filing Date	Registration No.	Registration Date
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