

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Tampa Bay Rays Baseball Ltd.		06/30/2011	LIMITED PARTNERSHIP: FLORIDA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	JPMorgan Chase Bank, N.A.		
<b>Street Address:</b>	270 Park Avenue		
<b>City:</b>	New York		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10017		
<b>Entity Type:</b>	National Association: UNITED STATES		
<b>PROPERTY NUMBERS Total: 6</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	85195271	TB DJ KITTY PROPERTY OF THE TAMPA BAY RAYS	
<b>Serial Number:</b>	85195286	TB DJ KITTY PROPERTY OF THE TAMPA BAY RAYS	
<b>Serial Number:</b>	85195295	TB DJ KITTY PROPERTY OF THE TAMPA BAY RAYS	
<b>Serial Number:</b>	85148517	DJ KITTY	
<b>Serial Number:</b>	85148490	DJ KITTY	
<b>Serial Number:</b>	85148502	DJ KITTY	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(212)969-2900		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
<b>Phone:</b>	212-969-3000		
<b>Email:</b>	Trademark@proskauer.com		
<b>Correspondent Name:</b>	Proskauer Rose LLP- Jenifer deWolf Paine		
<b>Address Line 1:</b>	Eleven Times Square		
<b>Address Line 2:</b>	Trademark Fileroom		
<b>Address Line 4:</b>	New York, NEW YORK 10036-8299		

**CH \$165.00 85195271**

ATTORNEY DOCKET NUMBER:	40869-001 TBRBL TSA
NAME OF SUBMITTER:	Jenifer deWolf Paine
Signature:	/Jenifer deWolf Paine/
Date:	07/05/2011
<b>Total Attachments: 8</b> source=TBRBL - Trademark Security Agreement#page1.tif source=TBRBL - Trademark Security Agreement#page2.tif source=TBRBL - Trademark Security Agreement#page3.tif source=TBRBL - Trademark Security Agreement#page4.tif source=TBRBL - Trademark Security Agreement#page5.tif source=TBRBL - Trademark Security Agreement#page6.tif source=TBRBL - Trademark Security Agreement#page7.tif source=TBRBL - Trademark Security Agreement#page8.tif	

TRADEMARK SECURITY AGREEMENT

This Trademark Security Agreement (this "Trademark Security Agreement"), dated as of June 30, 2011, by Tampa Bay Rays Baseball Ltd., a Florida limited partnership (the "Pledgor"), in favor of JPMorgan Chase Bank, N.A., in its capacity as Administrative Agent for the Secured Parties pursuant to the Credit Agreement dated as of June 30, 2011 (in such capacity, the "Administrative Agent").

W I T N E S S E T H:

WHEREAS, the Pledgor is party to a Guarantee and Collateral Agreement of even date with the Credit Agreement (as amended, restated, supplemented, waived, replaced or otherwise modified from time to time, the "Guarantee and Collateral Agreement") in favor of the Administrative Agent pursuant to which the Pledgor is required to execute and deliver this Trademark Security Agreement;

NOW, THEREFORE, in consideration of the foregoing premises, to induce the Administrative Agent and the Lenders to enter into the Credit Agreement and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Pledgor hereby agrees with the Administrative Agent as follows:

SECTION 1. Defined Terms. Unless otherwise defined herein, terms defined in the Guarantee and Collateral Agreement and used herein have the meaning given to them in the Guarantee and Collateral Agreement.

SECTION 2. Grant of Security Interest in Trademark Collateral. As security for the payment or performance, as the case may be, in full of the Obligations, the Pledgor hereby pledges and grants to the Administrative Agent for the ratable benefit of the Secured Parties a lien on and security interest in and to all of its right, title and interest in, to and under all the following Collateral of the Pledgor (collectively, the "Trademark Collateral"):

- (a) Trademarks of such Pledgor listed on Schedule 1<sup>1</sup> attached hereto;
- (b) all goodwill associated with such Trademarks; and
- (c) all Proceeds of any and all of the foregoing.

SECTION 3. Guarantee and Collateral Agreement. The security interest granted pursuant to this Trademark Security Agreement is granted in conjunction with the security interest granted to the Administrative Agent pursuant to the Guarantee and Collateral Agreement, and the Pledgor hereby acknowledges and affirms that the rights and remedies of the Administrative Agent with respect to the security interest in the Trademark Collateral made and granted hereby are more fully set forth in the Guarantee and Collateral Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein. In the event that any provision of this Trademark Security Agreement is

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<sup>1</sup> List the Trademarks identified in Schedule 11(A) to the Perfection Certificate. Notwithstanding anything to the contrary in this Trademark Security Agreement, the Pledgor shall not be required to disclose on Schedule 1 (or on any supplement thereto or update thereof) (A) any Trademark License (i) under which a Grantor is a licensor, unless the licensee thereunder is another Grantor or (ii) that is not material to the operation of the business of the Pledgor, taken as a whole, (B) any Trademarks other than registrations and applications for registration in the United States Patent and Trademark Office, and (C) any Trademarks consisting of "intent to use" applications for which an amendment to allege use has not been accepted by the United States Patent and Trademark Office.

deemed to conflict with the Guarantee and Collateral Agreement, the provisions of the Guarantee and Collateral Agreement shall control.

SECTION 4. Termination. Section 7.13 of the Guarantee and Collateral Agreement is hereby incorporated by reference herein as if fully set forth herein.

SECTION 5. Major League Baseball Requirements. Section 7.16 of the Guarantee and Collateral Agreement is hereby incorporated by reference herein as if fully set forth herein.

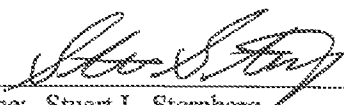
SECTION 6. Governing Law. This Trademark Security Agreement shall be construed in accordance with and governed by the internal laws of the State of New York.

*[Remainder of page intentionally left blank.]*

IN WITNESS WHEREOF, the Pledgor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

TAMPA BAY RAYS BASEBALL LTD.,  
as Pledgor,

By: 501SG, LLC, its Managing Partner

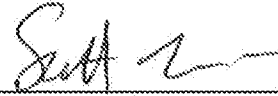
By:   
Name: Stuart L. Sternberg  
Title: Manager

[Signature Page to Trademark Security Agreement]

TRADEMARK  
REEL: 004575 FRAME: 0743

Accepted and Agreed:

**JPMORGAN CHASE BANK, N.A.,**  
as Administrative Agent

By:   
Name: *Scott Milleisen*  
Title: *Managing Director*




[Signature Page to Trademark Security Agreement]

**TRADEMARK**  
**REEL: 004575 FRAME: 0744**

**SCHEDULE 1**  
**to**  
**TRADEMARK SECURITY AGREEMENT**  
**TRADEMARK REGISTRATIONS AND APPLICATIONS**

*[see attached]*

# Trademark Status Report for Tampa Bay Rays

Country	Mark	Appl. No. Appl. Date	Reg. No. Reg. Date	Class	Goods/Services	Status
United States of America		85/195271 10-Dec-2010		25	clothing, namely, caps, hats, visors, knitted headwear, headbands, bandannas, shirts, t-shirts, tank tops, blouses, sweaters, turtlenecks, pullovers, vests, shorts, pants, slacks, dresses, skirts, baseball uniforms, jerseys, warm-up suits, jogging suits, sweatshirts, sweatpants, underwear, boxer shorts, robes, sleepwear, nightshirts, nightgowns, swimwear, clothing wraps, jackets, ponchos, cloth bibs, infant wear, infant diaper covers, cloth diaper sets with undershirt and diaper cover, jumpers, rompers, coveralls, creepers, baby booties, ties, belts, mittens, gloves, wristbands, earmuffs, scarves, footwear, socks, hosiery, slippers, and halloween and masquerade costumes.	Published
United States of America		85/195286 10-Dec-2010		28	toys and sporting goods, namely, stuffed toys, plush toys, bean bag toys, foam toys, foam novelty items, namely, foam fingers, puppets; balloons, checker sets, chess sets, dominoes, cribbage games, board games, card games, playing cards, dart boards and dart board accessories, namely, darts, dart shafts and dart flights, toy cars and trucks, toy mobiles, jigsaw and manipulative puzzles, yo-yo's, toy banks, toy figures, toy vehicles, toy airplanes, dolls and doll accessories, bobbing head dolls, inflatable baseball bats, decorative wind socks, flying discs, miniature baseball bats, mini batting helmet replicas, toy necklaces, miniature toy baseballs, baseballs, holders for baseballs, autographed baseballs, footballs, softballs, playground balls, rubber action balls, golf balls, golf club head covers, golf club bags, golf putters, billiard accessories, namely, cues, billiard balls and cue cases, baseball bases, baseball bats, catcher's masks, grip tape for baseball bats, baseball batting tees, pine tar bags for baseball, rosin bags for baseball, baseball glove conditioning oil, batting gloves, baseball gloves, baseball mitts, chest protectors for sports, athletic supporters, baseball pitching machines, inflatable toys; basketball backboards and nets; hand held unit for playing video and electronic games; party favors in the nature of noise makers; costume masks; christmas tree ornaments, excluding confectionery and illumination articles, and christmas stockings.	Published
United States of America		85/195295 10-Dec-2010		41	crowd entertainment services, namely, live and video performances of a costumed and virtual mascot; film and video production; entertainment services, namely, baseball games, competitions, tournaments and exhibitions rendered live and through broadcast media including television, radio, satellite, wireless, audio and video media, telephone, fiber optics, wi-fi and other electronic media and via a global computer network or a commercial on-line service; information services, namely, providing information in the field of sports, entertainment and related topics, and providing for informational messages relating thereto; entertainment services,	Published



# Trademark Status Report for Tampa Bay Rays

Country	Mark	Appl. No. Appl. Date	Reg. No. Reg. Date	Class	Goods/Services	Status
					namely, providing multi-user interactive computer games all via a global computer network or a commercial on-line service; educational services in the nature of baseball skills programs, baseball camps, seminars and clinics offered live and through on-line instruction; entertainment services, namely, production of programming broadcast via television, radio and a global computer network or a commercial on-line service; organizing community sporting events; providing facilities for sports tournaments and competitions relating to baseball.	
United States of America	DJ KITTY	85/148517 08-Oct-2010		41	crowd entertainment services, namely, live and video performances of a costumed and virtual mascot; film and video production; entertainment services, namely, baseball games, competitions, tournaments and exhibitions rendered live and through broadcast media including television, radio, satellite, wireless, audio and video media, telephone, fiber optics, wi-fi and other electronic media and via a global computer network or a commercial on-line service; information services, namely, providing information in the field of sports, entertainment and related topics, and providing for informational messages relating thereto; entertainment services, namely, providing multi-user interactive computer games all via a global computer network or a commercial on-line service; educational services in the nature of baseball skills programs, baseball camps, seminars and clinics offered live and through on-line instruction; entertainment services, namely, production of programming broadcast via television, radio and a global computer network or a commercial on-line service; organizing community sporting events; providing facilities for sports tournaments and competitions relating to baseball.	Published
United States of America	DJ KITTY	85/148490 08-Oct-2010		25	clothing, namely, caps, hats, visors, knitted headwear, headbands, bandannas, shirts, t-shirts, tank tops, blouses, sweaters, turtlenecks, pullovers, vests, shorts, pants, slacks, dresses, skirts, baseball uniforms, jerseys, warm-up suits, jogging suits, sweatshirts, sweatpants, underwear, boxer shorts, robes, sleepwear, nightshirts, nightgowns, swimwear, clothing wraps, jackets, ponchos, cloth bibs, infant wear, infant diaper covers, cloth diaper sets with undershirt and diaper cover, jumpers, rompers, coveralls, creepers, baby booties, ties, belts, mittens, gloves, wristbands, earmuffs, scarves, footwear, socks, hosiery, slippers, and halloween and masquerade costumes.	Published

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Country	Mark	Appl. No. Appl. Date	Reg. No. Reg. Date	Class	Goods/Services	Status
United States of America	DJ KITTY	85/148502 08-Oct-2010		28	toys and sporting goods, namely, stuffed toys, plush toys, bean bag toys, foam toys, foam novelty items, namely, foam fingers, puppets; balloons, checker sets, chess sets, dominoes, cribbage games, board games, card games, playing cards, dart boards and dart board accessories, namely, darts, dart shafts and dart flights, toy cars and trucks, toy mobiles, jigsaw and manipulative puzzles, yo-yos, toy banks, toy figures, toy vehicles, toy airplanes, dolls and doll accessories, bobbing head dolls, inflatable baseball bats, decorative wind socks, flying discs, miniature baseball bats, mini batting helmet replicas, toy necklaces, miniature toy baseballs, baseballs, holders for baseballs, autographed baseballs, footballs, softballs, playground balls, rubber action balls, golf balls, golf club head covers, golf club bags, golf putters, billiard accessories, namely, cues, billiard balls and cue cases, baseball bases, baseball bats, catcher's masks, grip tape for baseball bats, baseball batting tees, pine tar bags for baseball, rosin bags for baseball, baseball glove conditioning oil, batting gloves, baseball gloves, baseball mitts, chest protectors for sports, athletic supporters, baseball pitching machines, inflatable toys; basketball backboards and nets; hand held unit for playing video and electronic games other than those adapted for use with an external display screen or monitor; party favors in the nature of noise makers; costume masks; christmas tree ornaments, excluding confectionery and illumination articles, and christmas stockings.	Published