

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest

CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Ripley Entertainment, Inc.		10/30/2003	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	Bank of America, N.A., as Administrative Agent
Street Address:	231 LaSalle Street
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60604
Entity Type:	national banking association: UNITED STATES

PROPERTY NUMBERS Total: 27

Property Type	Number	Word Mark
Serial Number:	78212894	RIPLEY'S AQUARIUM OF THE ROCKIES
Serial Number:	76335992	RIPLEY'S DAVY CROCKETT
Serial Number:	76261353	RIPLEY'S OLD MACDONALD'S FARM
Serial Number:	76229021	SLEEP WITH THE SHARKS
Serial Number:	76161256	BELIEVE IT!
Registration Number:	2536411	RIPLEY'S BELIEVE IT OR NOT!
Registration Number:	2595655	MISCELLANEOUS DESIGN
Registration Number:	2655405	SLEEP WITH THE SHARKS
Registration Number:	2557047	RIPLEY'S HAUNTED ADVENTURE
Registration Number:	2489383	RIPLEY'S AQUARIUM OF THE SMOKIES
Registration Number:	2433070	CARGO HOLD
Registration Number:	2613035	LOUIS TUSSAUD'S
Registration Number:	2613034	LOUIS TUSSAUD'S WAXWORKS
Registration Number:	2354503	RIPLEY'S
Registration Number:	2496565	RIPLEY'S AQUARIUM OF THE SMOKIES

OP \$690.00 78212894

Registration Number:	2358176	BELIEVE IT!
Registration Number:	2214135	CARGO HOLD
Registration Number:	2191321	
Registration Number:	2041151	RIPLEY'S BELIEVE IT OR NOT!
Registration Number:	1935176	ODDITORIUM
Registration Number:	918432	RIPLEY'S BELIEVE IT OR NOT
Registration Number:	918431	RIPLEY'S BELIEVE IT OR NOT!
Registration Number:	355396	BELIEVE IT OR NOT RIPLEY
Registration Number:	355388	RIPLEY
Registration Number:	198531	BELIEVE IT OR NOT
Registration Number:	1981919	ROBERT RIPLEY
Registration Number:	1813856	RIPLEY'S BELIEVE IT OR NOT

CORRESPONDENCE DATA

Fax Number: (919)286-8199
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 919 286-8122
Email: PTO_TMconfirmation@mvalaw.com
Correspondent Name: Moore & Van Allen PLLC
Address Line 1: 2200 West Main Street
Address Line 2: Suite 800
Address Line 4: Durham, NORTH CAROLINA 27705

ATTORNEY DOCKET NUMBER:	327000.10496
NAME OF SUBMITTER:	Steven D. Thomas

Total Attachments: 3
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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of October ~~30~~ 2003 (the "Security Agreement") by and among the Grantors party thereto (each an "Grantor" and collectively, the "Grantors") and Bank of America, N.A., as Administrative Agent (the "Administrative Agent") for the holders of the Secured Obligations referenced therein, the undersigned Grantor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications set forth on Schedule 1 attached hereto to the Administrative Agent for the ratable benefit of the holders of the Secured Obligations.

The undersigned Grantor and the Administrative Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the trademarks and trademark applications set forth on Schedule 1 attached hereto (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

RIPLEY ENTERTAINMENT, INC.

By: 

Name: NICK DERMATITS

Title: SECRETARY

Acknowledged and Accepted:

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

By: _____

Name:

Title:

NOTICE
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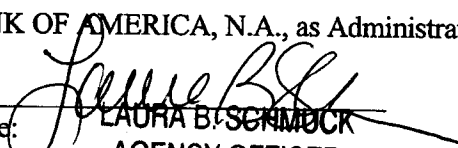
Very truly yours,

RIPLEY ENTERTAINMENT, INC.

By: _____
Name:
Title:

Acknowledged and Accepted:

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

By: 
Name: LAURA B. SCHMOCK
Title: AGENCY OFFICER
ASSISTANT VICE PRESIDENT

Schedule 1

**Ripley Entertainment, Inc.
(Delaware Corporation)**

U.S. Trademarks

Registered Marks

Mark	Reg. No.	Reg. Date
RIPLEY'S BELIEVE IT OR NOT!	2536411	2/5/02
Miscellaneous Design	2595655	7/16/02
SLEEP WITH THE SHARKS	2655405	12/3/02
RIPLEY'S HAUNTED ADVENTURE	2557047	4/2/02
RIPLEY'S AQUARIUM OF THE SMOKIES	2489383	9/11/01
CARGO HOLD	2433070	3/6/01
LOUIS TUSSAUD'S	2613035	8/27/02
LOUIS TUSSAUD'S WAXWORKS	2613034	8/27/02
RIPLEY'S and Design	2354503	6/6/00
RIPLEY'S AQUARIUM OF THE SMOKIES	2496565	10/9/01
BELIEVE IT!	2358176	6/13/00
CARGO HOLD	2214135	12/29/98
Design Only	2191321	9/22/98
RIPLEY'S BELIEVE IT OR NOT!	2041151	2/25/97
ODDITORIUM	1935176	2/25/97
RIPLEY'S BELIEVE IT OR NOT	918432	8/17/71
RIPLEY'S BELIEVE IT OR NOT! (Stylized)	918431	8/17/71
BELIEVE IT OR NOT RIPLEY (Stylized)	355396	3/15/38
RIPLEY	355388	3/15/38
BELIEVE IT OR NOT	198531	5/19/25
ROBERT RIPLEY	1981919	6/25/96
RIPLEY'S BELIEVE IT OR NOT	1813856	12/28/93

Pending Applications

Mark	Serial No.	Filed Date
RIPLEY'S AQUARIUM OF THE ROCKIES	78212894	2/10/03
RIPLEY'S DAVY CROCKETT	76335992	11/9/01
RIPLEY'S OLD MACDONALD'S FARM and Design	76261353	5/23/01
SLEEP WITH THE SHARKS	76229021	3/22/01
BELIEVE IT!	76161256	11/7/00