

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Ripley Entertainment, Inc.		10/29/2009	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Bank of America, N.A., as Administrative Agent
Street Address:	231 S. La Salle Street
Internal Address:	Mail Code IL1-231-10-41
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60604
Entity Type:	national banking association: UNITED STATES

PROPERTY NUMBERS Total: 10

Property Type	Number	Word Mark
Registration Number:	3050735	RIPLEY'S SUPER FUN ZONE
Registration Number:	3053792	BELIEVE IT OR NOT
Registration Number:	3414623	RIPLEY'S
Registration Number:	3594160	RIPLEY'S AQUARIUM
Registration Number:	3611388	RIPLEY'S AQUARIUM
Registration Number:	3628459	RIPLEY'S AQUARIUM
Serial Number:	77144626	ZON8
Serial Number:	77813926	RIPLEY RADIO
Serial Number:	78732404	REZZN8
Serial Number:	78732410	RIPLEY REZZN8

CORRESPONDENCE DATA

Fax Number: (919)416-8328
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

900148074

**TRADEMARK
 REEL: 004099 FRAME: 0406**

OP \$265.00 3050735

Phone: 9192868041
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Address Line 2: Suite 500
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ATTORNEY DOCKET NUMBER:	327000.11301 EAR
NAME OF SUBMITTER:	Ellen A. Rubel
Signature:	/Ellen A. Rubel/
Date:	11/19/2009
Total Attachments: 4 source=NGSI-T Ripley to BOA#page1.tif source=NGSI-T Ripley to BOA#page2.tif source=NGSI-T Ripley to BOA#page3.tif source=NGSI-T Ripley to BOA#page4.tif	

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Amended and Restated Security Agreement dated as of October 29, 2009 (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.

[SIGNATURE PAGES FOLLOW]

Very truly yours,

RIPLEY ENTERTAINMENT, INC., a Delaware corporation

By:  _____

Name: Nick Desmarais

Title: Secretary

Acknowledged and Accepted:

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

By: _____

Name: Anne M. Zeschke

Title: Vice President

Schedule A

Ripley Entertainment, Inc.
(Delaware Corporation)

U.S. Trademarks

Registered Marks

Mark	Reg. No.	Reg. Date
RIPLEY'S SUPER FUN ZONE	3050735	1/24/06
BELIEVE IT OR NOT	3053792	1/31/06
RIPLEY'S and Design	3414623	4/22/08
RIPLEY'S AQUARIUM and Design	3594160	3/24/09
RIPLEY'S AQUARIUM	3611388	4/28/09
RIPLEY'S AQUARIUM	3628459	5/26/09

Pending Applications

Mark	Serial No.	Filing Date
ZONE8	77144626	3/30/07
RIPLEY RADIO	77813926	8/27/09
REZZN8	78732404	10/13/05
RIPLEY REZZN8	78732410	10/13/05