

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Grant and Acknowledgement of Security Interest in Trademarks		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Anheuser-Busch, Incorporated		12/01/2009	CORPORATION: MISSOURI
RECEIVING PARTY DATA			
Name:	Busch Entertainment LLC		
Street Address:	9205 South Park Center Loop		
Internal Address:	Suite 400		
City:	Orlando		
State/Country:	FLORIDA		
Postal Code:	32819		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 16			
Property Type	Number	Word Mark	
Registration Number:	0925302	BUSCH GARDENS	
Registration Number:	2783350	BUSCH GARDENS	
Registration Number:	3293429	THE WORLDS OF BUSCH GARDENS	
Registration Number:	3256146	BUSCH GARDENS	
Registration Number:	3283086	BUSCH GARDENS	
Registration Number:	3312598	BUSCH GARDENS	
Registration Number:	3256382	BUSCH GARDENS	
Registration Number:	3256430	BUSCH GARDENS	
Registration Number:	3256481	BUSCH GARDENS	
Registration Number:	3302601	BUSCH GARDENS	
Registration Number:	3256484	BUSCH GARDENS	
Registration Number:	3273349	BUSCH GARDENS	
Registration Number:	3273369	BUSCH GARDENS	

OP \$415.00 0925302

900153954

TRADEMARK
 REEL: 004143 FRAME: 0819

Registration Number:	3235723	BUSCH GARDENS
Registration Number:	3337890	BUSCH GARDENS
Registration Number:	3503701	BUSCH GARDENS

CORRESPONDENCE DATA

Fax Number: (212)455-2502

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: (212) 455-7976

Email: ksolomon@stblaw.com

Correspondent Name: Mindy M. Lok, Esq.

Address Line 1: Simpson Thacher & Bartlett LLP

Address Line 2: 425 Lexington Avenue

Address Line 4: New York, NEW YORK 10017

ATTORNEY DOCKET NUMBER:	010395/1076
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NAME OF SUBMITTER:	Mindy M. Lok
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Signature:	/ml/
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Date:	02/04/2010
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Total Attachments: 7

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GRANT AND ACKNOWLEDGEMENT OF SECURITY INTEREST IN TRADEMARKS

This GRANT AND ACKNOWLEDGEMENT OF SECURITY INTEREST IN TRADEMARKS (this "Agreement"), effective as of December 1, 2009, is made by ANHEUSER-BUSCH, INCORPORATED, a Missouri corporation, located at One Busch Place, St. Louis, MO 63118-1852 (the "Grantor") in favor of BUSCH ENTERTAINMENT LLC, a Delaware limited liability company, located at 9205 South Park Center Loop, Suite 400, Orlando, Florida 32819, as grantee (the "Grantee").

The Grantor and the Grantee executed a Trademark License Agreement, dated December 1, 2009 (the "Trademark License Agreement"), pursuant to Section 11 of which the Grantor pledged and granted to the Grantee a continuing security interest in and first priority lien upon the marks listed on the attached Schedule A (the "Licensed Marks"). This Agreement incorporates by reference such pledge and grant in Section 11 of the Trademark License Agreement as if fully set forth herein and evidences the security interest in the Licensed Marks granted in Section 11 of the Trademark License Agreement. This Agreement has been executed and delivered by the Grantor for the purpose of recording such grant of security interest with the United States Patent and Trademark Office and the Missouri Secretary of State.

In the event of any conflict between the terms of this Agreement and the terms of the Trademark License Agreement, the terms of the Trademark License Agreement shall govern. This agreement shall be governed by and construed in accordance with the laws of the State of New York. This Agreement may be executed in counterparts.

IN WITNESS HEREOF, the parties have caused this Agreement to be duly executed and delivered by their respective officers thereunto duly authorized as of the date first written above.

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ANHEUSER-BUSCH, INCORPORATED

BUSCH ENTERTAINMENT
LLC

By: Th 2r

Name: Thomas D. Larson

Title: Assistant Secretary

By: _____

Name: _____

Title: _____

STATE OF Missouri)
)
 City of
~~COUNTY OF~~ St. Louis)

ss.:

On this 23rd day of November 2009, before me, the undersigned, a notary public in and for said state and county, personally appeared Thomas D. Larson, personally known to me (or proved to me on the basis of satisfactory evidence), to be the individual who executed the foregoing instrument on behalf of ANHEUSER-BUSCH, INCORPORATED, a Missouri corporation, as the Assistant Secretary of such corporation and acknowledged to me that the execution and delivery of said instrument was duly authorized by said corporation.



Elaine A. Wilson
Notary Public

(Affix Seal Below)

STATE OF _____)
)
 COUNTY OF _____)

ss.:

On this ____ day of November 2009, before me, the undersigned, a notary public in and for said state and county, personally appeared _____, personally known to me (or proved to me on the basis of satisfactory evidence), to be the individual who executed the foregoing instrument on behalf of BUSCH ENTERTAINMENT LLC, a Delaware limited liability company, as the _____ of such corporation and acknowledged to me that the execution and delivery of said instrument was duly authorized by said corporation.

Notary Public

(Affix Seal Below)

ANHEUSER-BUSCH, INCORPORATED

BUSCH ENTERTAINMENT
LLC

By: _____

Name: _____

Title: _____

By:  _____

Name: J. ARONSON

Title: PRESIDENT

STATE OF _____)
) ss.:

COUNTY OF _____)

On this ____ day of November 2009, before me, the undersigned, a notary public in and for said state and county, personally appeared _____, personally known to me (or proved to me on the basis of satisfactory evidence), to be the individual who executed the foregoing instrument on behalf of ANHEUSER-BUSCH, INCORPORATED, a Missouri corporation, as the _____ of such corporation and acknowledged to me that the execution and delivery of said instrument was duly authorized by said corporation.

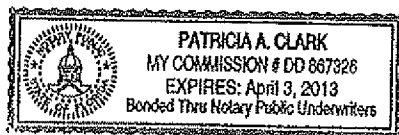
Notary Public

(Affix Seal Below)

STATE OF Florida)
) ss.:

COUNTY OF Orange)

On this 24 day of November 2009, before me, the undersigned, a notary public in and for said state and county, personally appeared James Atchison, personally known to me (or proved to me on the basis of satisfactory evidence), to be the individual who executed the foregoing instrument on behalf of BUSCH ENTERTAINMENT LLC, a Delaware limited liability company, as the President of such corporation and acknowledged to me that the execution and delivery of said instrument was duly authorized by said corporation.



(Affix Seal Below)

Patricia A. Clark
Notary Public

Schedule A
to Grant and Acknowledgement of Security Interest in Trademarks,
dated December 1, 2009, between
Anheuser-Busch, Incorporated, a Missouri corporation, and
Busch Entertainment Corporation, a Delaware corporation

Licensed Marks

Country Name	Trademark Name	App Number	Fil Date	Reg Number	Reg Date	Owner
Azerbaijan	BUSCH GARDENS	967395	18-Jun-2008	967395	18-Jun-2008	ABI
Saudi Arabia	BUSCH GARDENS	135321	14-Sep-2008			
Spain	BUSCH GARDENS	1548637	12-Feb-1990	1548637	04-Jan-1993	ABI
China (People's Republic)	BUSCH GARDENS	93092481	02-Sep-1993	778712	28-Feb-1995	ABI
Korea, Republic of	BUSCH GARDENS	93002302	03-May-1993	25113	12-Oct-1994	ABI
Canada	BUSCH GARDENS	1157533	05-Nov-2002	618382	01-Sep-2004	ABI
United Arab Emirates	BUSCH GARDENS	73146	14-Sep-2005	60421	16-May-2006	ABI
United Arab Emirates	BUSCH GARDENS	73147	14-Sep-2005	77711	21-Nov-2006	ABI
Iran	BUSCH GARDENS	87082107	11-Nov-2008	ABI		
Turkmenistan	BUSCH GARDENS	967395	18-Jun-2008	967395	18-Jun-2008	ABI
Belarus	BUSCH GARDENS	967395	18-Jun-2008	967395	18-Jun-2008	ABI
European Community	BUSCH GARDENS	967395	18-Jun-2008	967395	18-Jun-2008	ABI
Georgia	BUSCH GARDENS	967395	18-Jun-2008	967395	18-Jun-2008	ABI
Croatia	BUSCH GARDENS	967395	18-Jun-2008	967395	18-Jun-2008	ABI
Kyrgyz Republic	BUSCH GARDENS	967395	18-Jun-2008	967395	18-Jun-2008	ABI
Moldova	BUSCH GARDENS	967395	18-Jun-2008	967395	18-Jun-2008	ABI
Russian Federation	BUSCH GARDENS	967395	18-Jun-2008	967395	18-Jun-2008	ABI
Int'l Registration - Madrid Protocol Only	BUSCH GARDENS	967395	18-Jun-2008	967395	18-Jun-2008	ABI
United States of America	BUSCH GARDENS	72/347190	29-Dec-1969	925302	07-Dec-1971	ABI

Country Name	Trademark Name	App Number	Fil Date	Reg Number	Reg Date	Owner
United States of America	BUSCH GARDENS (Stylized)	78/172574	09-Oct-2002	2783350	11-Nov-2003	ABI
United States of America	THE WORLDS OF BUSCH GARDENS	77/090868	25-Jan-2007	3293429	18-Sep-2007	ABI
United States of America	BUSCH GARDENS	78/953564	16-Aug-2006	3256146	26-Jun-2007	ABI
United States of America	BUSCH GARDENS	78/953522	16-Aug-2006	3283086	21-Aug-2007	ABI
United States of America	BUSCH GARDENS	78/958346	23-Aug-2006	3312598	16-Oct-2007	ABI
United States of America	BUSCH GARDENS	78/958231	23-Aug-2006	3256382	26-Jun-2007	ABI
United States of America	BUSCH GARDENS	78/959322	24-Aug-2006	3256430	26-Jun-2007	ABI
United States of America	BUSCH GARDENS	78/964851	31-Aug-2006	3256481	26-Jun-2007	ABI
United States of America	BUSCH GARDENS	78/965306	31-Aug-2006	3302601	02-Oct-2007	ABI
United States of America	BUSCH GARDENS	78/965962	01-Sep-2006	3256484	26-Jun-2007	ABI
United States of America	BUSCH GARDENS	77/000227	15-Sep-2006	3273349	07-Aug-2007	ABI
United States of America	BUSCH GARDENS	77/002024	19-Sep-2006	3273369	07-Aug-2007	ABI
United States of America	BUSCH GARDENS	77/003565	20-Sep-2006	3235723	01-May-2007	ABI
United States of America	BUSCH GARDENS	77/005002	22-Sep-2006	3337890	20-Nov-2007	ABI
United States of America	BUSCH GARDENS	77/215259	26-Jun-2007	3503701	23-Sep-2008	ABI