

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
Busch Entertainment LLC (now known as SeaWorld Parks & Entertainment LLC)		12/01/2009	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Bank of America, N.A., as Collateral Agent
Street Address:	101 North Tryon Street
Internal Address:	Mail Code NC1-001-15-02
City:	Charlotte
State/Country:	NORTH CAROLINA
Postal Code:	28255-0001
Entity Type:	Association: UNITED STATES

PROPERTY NUMBERS Total: 143

Property Type	Number	Word Mark
Registration Number:	2873032	ADVENTURE CAMPS
Registration Number:	2046955	ADVENTURE ISLAND
Registration Number:	1945898	ADVENTURE ISLAND
Registration Number:	1963124	ADVENTURE ISLAND
Registration Number:	1963123	ADVENTURE ISLAND
Registration Number:	1951270	ADVENTURE ISLAND
Registration Number:	2778522	AGONY EXPRESS
Registration Number:	2113059	ALPENGEIST
Registration Number:	2261705	APOLLO'S CHARIOT
Registration Number:	2363258	APOLLO'S CHARIOT
Registration Number:	3446885	AQUATICA
Registration Number:	3446880	AQUATICA SEAWORLD'S WATERPARK

CH \$3590.00 2873032

900154389

**TRADEMARK
 REEL: 004145 FRAME: 0411**

Registration Number:	2181254	AQUAZOID
Registration Number:	2181469	AQUAZOID
Registration Number:	2909302	ARE YOU THERE YET?
Registration Number:	3532005	BAY OF PLAY
Registration Number:	3450627	BEACHIES
Registration Number:	1989260	BIG DADDY FALLS
Registration Number:	2680234	BOUNCE TICKET
Registration Number:	1938076	CARIBBEAN COIN
Registration Number:	2079079	CARIBBEAN CORKSCREW
Registration Number:	2363461	CASABLANCA OUTFITTERS
Registration Number:	2363467	CASABLANCA OUTFITTERS
Registration Number:	2931990	CHEETAH CHASE
Registration Number:	2288307	CHOICE OF ADVENTURE
Registration Number:	1275520	CONGO RIVER RAPIDS
Registration Number:	2289369	CONSERVATION. IT'S IN OUR NATURE.
Registration Number:	2182469	CONSERVATION. IT'S IN OUR NATURE.
Registration Number:	3129296	CORKSCREW HILL
Registration Number:	1910495	COW-A-BUNGA
Registration Number:	3094067	CROWN COLONY
Registration Number:	1770567	CROWN COLONY HOUSE
Registration Number:	2540168	DAS FESTHAUS
Registration Number:	1961863	DAS FESTHAUS
Registration Number:	3450631	DOLPHIN PLUNGE
Registration Number:	2016068	DUMPHREY THE DRAGON
Registration Number:	2150334	EDGE OF AFRICA
Registration Number:	2150891	EDGE OF AFRICA
Registration Number:	2272420	EDUCATION IS WILD
Registration Number:	2566328	EMERALD ISLE
Registration Number:	2066901	ESCAPE FROM POMPEII
Registration Number:	2077343	EVERGLIDES
Registration Number:	1738731	FABIAN'S FUNPORT
Registration Number:	3321767	GRIFFON
Registration Number:	2751216	GRISLY GARDENS
Registration Number:	2343810	GWAZI
Registration Number:	2293675	GWAZI

Registration Number:	2369469	GWAZI
Registration Number:	2047459	H2O UFO
Registration Number:	2458641	HOLIDAY IN ROMA
Registration Number:	3450629	HOOROO RUN
Registration Number:	2322507	HOWL-O-SCREAM
Registration Number:	2701725	HOWL-O-SCREAM
Registration Number:	2820503	HUBBA HUBBA HIGHWAY
Registration Number:	2735522	IMAGINIQUE
Registration Number:	2723152	IRISH THUNDER
Registration Number:	3187294	ISLAND QUEST
Registration Number:	3699370	JUNGALA
Registration Number:	3446300	KATA'S KOOKABURRA COVE
Registration Number:	2913947	KATONGA
Registration Number:	2610532	KILLARNEY
Registration Number:	1813175	KUMBA
Registration Number:	1825559	KUMBA
Registration Number:	2501008	LAGUNA GRILL
Registration Number:	2059452	LAND OF THE DRAGONS
Registration Number:	2659354	LAND OF THE DRAGONS
Registration Number:	2057530	LAND OF THE DRAGONS
Registration Number:	1121613	LOCH NESS MONSTER
Registration Number:	1129697	
Registration Number:	1860056	MALIBU PIPELINE
Registration Number:	2461282	MELTDOWN
Registration Number:	2137708	MONTU
Registration Number:	2045080	MONTU
Registration Number:	2068969	MONTU
Registration Number:	1950969	MYOMBE RESERVE
Registration Number:	1779863	MYOMBE RESERVE: THE GREAT APE DOMAIN
Registration Number:	1961760	MYSTIC SHEIKS OF MOROCCO
Registration Number:	2267157	NATURE'S KINGDOM
Registration Number:	2300588	NITRO RACER
Registration Number:	2998243	PET SHENANIGANS
Registration Number:	1339635	PHOENIX
Registration Number:	2741597	POT O GOLD

Registration Number:	3665785	QUICK QUEUE
Registration Number:	3489820	RACER CHASER
Registration Number:	2613246	RHINO RALLY
Registration Number:	2521253	RHINO RALLY
Registration Number:	2678819	RHINO RALLY
Registration Number:	2751217	RIPPER ROW
Registration Number:	3470641	ROA'S RAPIDS
Registration Number:	2131369	ROCK AROUND THE BLOCK
Registration Number:	2131392	ROCK AROUND THE BLOCK
Registration Number:	1705532	ROMAN RAPIDS
Registration Number:	2075560	RUNAWAY RAPIDS
Registration Number:	1195912	SCORPION
Registration Number:	1972712	SERENGETI PLAIN
Registration Number:	2714927	SERENGETI SAFARI
Registration Number:	3072162	SHEIKRA
Registration Number:	2014224	SKY SPLASH
Registration Number:	3489821	SLIPPITY DIPPITY
Registration Number:	2114855	SPLASH ATTACK
Registration Number:	1943939	STANLEY FALLS
Registration Number:	2546610	STARFRIGHT ORCHESTRA
Registration Number:	2416792	SULTAN'S SWEETS
Registration Number:	3450628	SUNNIES N SUCH
Registration Number:	3470642	TAUMATA RACER
Registration Number:	1877009	THE BIG BAD WOLF
Registration Number:	2884182	THE DESERT GRILL
Registration Number:	1311536	THE GULF SCREAM
Registration Number:	3060376	THE MEMORY THAT NEVER FADES
Registration Number:	2751215	THE MORTUARY
Registration Number:	2548479	THE SECRETS OF CASTLE O'SULLIVAN
Registration Number:	2077342	TIMBUKTU
Registration Number:	2660394	TOYS OF THE LEPRECHAUN
Registration Number:	2041821	TUT'S TOMB
Registration Number:	2885276	UNITED WE SOAR
Registration Number:	2200408	VAPOR TRAIL
Registration Number:	2204567	VAPOR TRAIL

Registration Number:	2445267	WAHOO RUN
Registration Number:	3519804	WALHALLA WAVE
Registration Number:	1398916	WATER COUNTRY USA
Registration Number:	1837477	WATER MOCCASIN
Registration Number:	3470645	WHANAU WAY
Registration Number:	1943396	WILD CARD
Registration Number:	3281736	WILD CREATIONS
Registration Number:	2924112	WILD INDULGENCE
Registration Number:	3437367	WORLDS OF DISCOVERY
Registration Number:	3432417	WORLDS OF DISCOVERY PARKS
Registration Number:	3104865	XCURSIONS
Registration Number:	2783247	X-ECUTIONERS
Registration Number:	3387830	YOU'RE THIS CLOSE
Registration Number:	3489822	ZIPPITY ZAPPITY
Registration Number:	2261396	ZNN
Serial Number:	77598661	\$CDN@PAR
Serial Number:	77820180	ADVENTURE CAMPS
Serial Number:	78713792	AQUATICA
Serial Number:	78894576	AQUATICA SEAWORLD'S WATERPARK
Serial Number:	78894480	AQUATICA SEAWORLD'S WATERPARK
Serial Number:	77626307	CRITTER COMPOST
Serial Number:	77735203	EVERWYLD
Serial Number:	77768016	ISLAND NIGHTS
Serial Number:	77626682	SAFARI SOIL
Serial Number:	77299722	WORLDS OF DISCOVERY
Registration Number:	2640594	ABBAY STONE THEATRE

CORRESPONDENCE DATA

Fax Number: (202)408-3141
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 800-927-9801 x2348
Email: jpaterso@cscinfo.com
Correspondent Name: Corporation Service Company
Address Line 1: 1090 Vermont Avenue NW, Suite 430
Address Line 2: Attn: Jean Paterson
Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

ATTORNEY DOCKET NUMBER:

280317 010

TRADEMARK

REEL: 004145 FRAME: 0415

NAME OF SUBMITTER:	Jean Paterson
Signature:	/jep/
Date:	02/10/2010
Total Attachments: 8 source=2-10-10 Busch Entertainment-TM#page1.tif source=2-10-10 Busch Entertainment-TM#page2.tif source=2-10-10 Busch Entertainment-TM#page3.tif source=2-10-10 Busch Entertainment-TM#page4.tif source=2-10-10 Busch Entertainment-TM#page5.tif source=2-10-10 Busch Entertainment-TM#page6.tif source=2-10-10 Busch Entertainment-TM#page7.tif source=2-10-10 Busch Entertainment-TM#page8.tif	

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

BUSCH ENTERTAINMENT LLC (now known as SeaWorld Parks & Entertainment LLC)

- Individual(s) Association
 General Partnership Limited Partnership
 Corporation- State: _____
 Other Delaware LLC

Citizenship (see guidelines) USA - Delaware

Additional names of conveying parties attached? Yes No

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) December 1, 2009

- Assignment Merger
 Security Agreement Change of Name
 Other _____

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Bank of America, N.A., as Collateral Agent

Internal _____

Address: Mail Code NC1-001-15-02

Street Address: 101 North Tryon Street

City: Charlotte

State: NC

Country: USA Zip: 28255-0001

Association Citizenship USA-Federal

General Partnership Citizenship _____

Limited Partnership Citizenship _____

Corporation Citizenship _____

Other _____ Citizenship _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

77/598661 and additional numbers on attached Schedule 1

B. Trademark Registration No.(s)
2640594 and additional numbers on attached Schedule 1

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Maureen P. Murphy, Legal Assistant

Internal Address: CAHILL GORDON & REINDEL LLP

Street Address: 80 Pine Street

City: New York

State: NY Zip: 10005

Phone Number: 212-701-3283

Fax Number: 212-378-2440

Email Address: mmurphy@cahill.com

6. Total number of applications and registrations involved:

143

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$

- Authorized to be charged to deposit account
 Enclosed

8. Payment Information:

Deposit Account Number _____

Authorized User Name _____

9. Signature: Maureen P. Murphy
Signature

February 5, 2010
Date

MAUREEN P. MURPHY

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: **8**

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

TRADEMARK SECURITY AGREEMENT

Trademark Security Agreement, dated as of December 1, 2009, by BUSCH ENTERTAINMENT LLC (the “Grantor”), in favor of BANK OF AMERICA, N.A., in its capacity as collateral agent pursuant to the Credit Agreement (in such capacity, the “Collateral Agent”).

W I T N E S S E T H:

WHEREAS, the Grantor is party to a Security Agreement dated as of December 1, 2009 (as amended, amended and restated, supplemented or otherwise modified from time to time, the “Security Agreement”) in favor of the Collateral Agent pursuant to which the Grantor is required to execute and deliver this Trademark Security Agreement;

NOW, THEREFORE, in consideration of the premises and to induce the Collateral Agent, for the benefit of the Secured Parties, to enter into the Credit Agreement, the Grantor hereby agrees with the Collateral Agent as follows:

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

SECTION 2. Grant of Security Interest in Trademark Collateral. The Grantor hereby pledges and grants to the Collateral Agent for the 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 Pledged Collateral (excluding any Excluded Assets) of the Grantor:

(a) registered Trademarks of the Grantor listed on Schedule I attached hereto.

SECTION 3. The Security Agreement. The security interest granted pursuant to this Trademark Security Agreement is granted in conjunction with the security interest granted to the Collateral Agent pursuant to the Security Agreement and Grantor hereby acknowledges and affirms that the rights and remedies of the Collateral Agent with respect to the security interest in the Trademarks made and granted hereby are more fully set forth in the Security Agreement. In the event that any provision of this Trademark Security Agreement is deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall control unless the Collateral Agent shall otherwise determine.

SECTION 4. Termination. Upon the termination of the Security Agreement in accordance with Section 6.12 thereof, the Collateral Agent shall, at the expense of the Grantor, execute, acknowledge, and deliver to the Grantor an instrument in writing in recordable form releasing the lien on and security interest in the Trademarks under this Trademark Security Agreement and any other documents required to evidence the termination of the Collateral Agent’s interest in the Trademarks.

SECTION 5. Counterparts. This Trademark Security Agreement may be executed in any number of counterparts, all of which shall constitute one and the same instrument, and any party hereto may execute this Trademark Security Agreement by signing and delivering one or more counterparts.

[Signature pages follow]

BUSCH ENTERTAINMENT LLC

By: _____

Howard J. Demsky
Name: Howard J. Demsky

Title: Secretary

Signature Page to Trademark Security Agreement

**TRADEMARK
REEL: 004145 FRAME: 0419**

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

By: 
Name: Liliana Claar
Title: Vice President

Signature Page to Trademark Security Agreement

TRADEMARK
REEL: 004145 FRAME: 0420

Schedule I
to
TRADEMARK SECURITY AGREEMENT
UNITED STATES TRADEMARK REGISTRATIONS AND APPLICATIONS

Trademark Registrations:

TRADEMARK	REGISTRATION NUMBER
ABBEY STONE THEATRE	2640594
ADVENTURE CAMPS and Design (Whale Shark Penguin Zebra)	2873032
ADVENTURE ISLAND	2046955
ADVENTURE ISLAND	1945898
ADVENTURE ISLAND	1963124
ADVENTURE ISLAND	1963123
ADVENTURE ISLAND	1951270
AGONY EXPRESS	2778522
ALPENGEIST	2113059
APOLLO'S CHARIOT	2261705
APOLLO'S CHARIOT and Design	2363258
AQUATICA	3446885
AQUATICA SEAWORLD'S WATERPARK	3446880
AQUAZOID	2181254
AQUAZOID and Design	2181469
ARE YOU THERE YET?	2909302
BAY OF PLAY	3532005
BEACHIES	3450627
BIG DADDY FALLS	1989260
BOUNCE TICKET	2680234
CARIBBEAN COIN	1938076
CARIBBEAN CORKSCREW	2079079
CASABLANCA OUTFITTERS	2363461
CASABLANCA OUTFITTERS and Design	2363467
CHEETAH CHASE	2931990
CHOICE OF ADVENTURE	2288307
CONGO RIVER RAPIDS	1275520
CONSERVATION. IT'S IN OUR NATURE	2289369
CONSERVATION. IT'S IN OUR NATURE	2182469
CORKSCREW HILL	3129296
COW-A-BUNGA	1910495
CROWN COLONY	3094067
CROWN COLONY HOUSE	1770567
DAS FESTHAUS	2540168
DAS FESTHAUS	1961863
DOLPHIN PLUNGE	3450631
DUMPHREY THE DRAGON	2016068
EDGE OF AFRICA	2150334
EDGE OF AFRICA and Design	2150891
EDUCATION IS WILD	2272420
EMERALD ISLE	2566328

TRADEMARK	REGISTRATION NUMBER
ESCAPE FROM POMPEII	2066901
EVERGLIDES	2077343
FABIAN'S FUNPORT	1738731
GRIFFON	3321767
GRISLY GARDENS	2751216
GWAZI	2343810
GWAZI	2293675
GWAZI and Design	2369469
H2O UFO	2047459
HOLIDAY IN ROMA	2458641
HOOROO RUN	3450629
HOWL-O-SCREAM	2322507
HOWL-O-SCREAM	2701725
HUBBA HUBBA HIGHWAY	2820503
IMAGINIQUE	2735522
IRISH THUNDER	2723152
ISLAND QUEST	3187294
JUNGALA	3699370
KATA'S KOOKABURRA COVE	3446300
KATONGA	2913947
KILLARNEY	2610532
KUMBA	1813175
KUMBA and Design	1825559
LAGUNA GRILL	2501008
LAND OF THE DRAGONS	2059452
LAND OF THE DRAGONS	2659354
LAND OF THE DRAGONS AND DESIGN	2057530
LOCH NESS MONSTER	1121613
LOCH NESS MONSTER DESIGN	1129697
MALIBU PIPELINE	1860056
MELTDOWN	2461282
MONTU	2137708
MONTU	2045080
MONTU and Design	2068969
MYOMBE RESERVE	1950969
MYOMBE RESERVE: THE GREAT APE DOMAIN	1779863
MYSTIC SHEIKS OF MOROCCO	1961760
NATURE'S KINGDOM	2267157
NITRO RACER	2300588
PET SHENANIGANS	2998243
PHOENIX	1339635
POT O GOLD	2741597
QUICK QUEUE	3665785
RACER CHASER	3489820
RHINO RALLY	2613246
RHINO RALLY	2521253
RHINO RALLY and Design	2678819
RIPPER ROW	2751217
ROA'S RAPIDS	3470641
ROCK AROUND THE BLOCK	2131369

TRADEMARK	REGISTRATION NUMBER
ROCK AROUND THE BLOCK and Design	2131392
ROMAN RAPIDS	1705532
RUNAWAY RAPIDS	2075560
SCORPION	1195912
SERENGETI PLAIN	1972712
SERENGETI SAFARI	2714927
SHEIKRA	3072162
SKY SPLASH	2014224
SLIPPITY DIPPITY	3489821
SPLASH ATTACK	2114855
STANLEY FALLS	1943939
STARFRIGHT ORCHESTRA	2546610
SULTAN'S SWEETS	2416792
SUNNIES N SUCH	3450628
TAUMATA RACER	3470642
THE BIG BAD WOLF	1877009
THE DESERT GRILL	2884182
THE GULF SCREAM	1311536
THE MEMORY THAT NEVER FADES	3060376
THE MORTUARY	2751215
THE SECRETS OF CASTLE O'SULLIVAN	2548479
TIMBUKTU	2077342
TOYS OF THE LEPRECHAUN	2660394
TUT'S TOMB and Design	2041821
UNITED WE SOAR	2885276
VAPOR TRAIL	2200408
VAPOR TRAIL and Design	2204567
WAHOO RUN	2445267
WALHALLA WAVE	3519804
WATER COUNTRY USA	1398916
WATER MOCCASIN	1837477
WHANAU WAY	3470645
WILD CARD	1943396
WILD CREATIONS	3281736
WILD INDULGENCE	2924112
WORLDS OF DISCOVERY	3437367
WORLDS OF DISCOVERY PARKS	3432417
XCURSIONS	3104865
X-ECUTIONERS	2783247
YOU'RE THIS CLOSE	3387830
ZIPPITY ZAPPITY	3489822
ZNN	2261396

Trademark Applications:

TRADEMARK	SERIAL NUMBER
\$CDN@PAR	77/598661
ADVENTURE CAMPS and Design (Giraffe Dolphins)	77/820180

TRADEMARK	SERIAL NUMBER
AQUATICA	78/713792
AQUATICA SEAWORLD'S WATERPARK	78/894576
AQUATICA SEAWORLD'S WATERPARK	78/894480
CRITTER COMPOST	77/626307
EVERWYLD	77/735203
ISLAND NIGHTS	77/768016
SAFARI SOIL	77/626682
WORLDS OF DISCOVERY and Design (Color)	77/299722