

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
Sea World 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: 175

Property Type	Number	Word Mark
Registration Number:	2146382	1-800-23-SHAMU
Registration Number:	2067304	ARTHUR C. TURTLE
Registration Number:	2134448	BASE STATION WILD ARCTIC
Registration Number:	3170123	BELIEVE
Registration Number:	3170174	BELIEVE
Registration Number:	3077787	BLUE HORIZONS
Registration Number:	1780901	CAMP SEA WORLD
Registration Number:	3018871	CIRQUE DE LA MER
Registration Number:	2605841	
Registration Number:	2267767	CLYDE & SEAMORE TAKE PIRATE ISLAND
Registration Number:	3057571	CLYDE AND SEAMORE IN DEEP DEEP TROUBLE
Registration Number:	2063489	CLYDE SEA LION
Registration Number:	2421642	COCONUT BAY CAFE

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900154390

**TRADEMARK
 REEL: 004145 FRAME: 0425**

Registration Number:	3050810	DEEP DEEP TROUBLE
Registration Number:	1690396	
Registration Number:	1181571	
Registration Number:	2953718	DISCOVER THE FEELING
Registration Number:	2734920	DISCOVERY COVE
Registration Number:	2732349	DISCOVERY COVE
Registration Number:	2732328	DISCOVERY COVE
Registration Number:	2732306	DISCOVERY COVE
Registration Number:	2732324	DISCOVERY COVE
Registration Number:	2587059	DISCOVERY COVE
Registration Number:	2334447	DISCOVERY COVE
Registration Number:	2704521	DISCOVERY COVE
Registration Number:	2704510	DISCOVERY COVE
Registration Number:	2704533	DISCOVERY COVE
Registration Number:	2734945	DISCOVERY COVE
Registration Number:	2093930	DISCOVERY COVE
Registration Number:	2729340	DISCOVERY COVE
Registration Number:	2528945	DISCOVERY COVE
Registration Number:	2702548	DISCOVERY COVE
Registration Number:	2704509	DISCOVERY COVE
Registration Number:	2702546	DISCOVERY COVE
Registration Number:	2734946	DISCOVERY COVE
Registration Number:	2732333	DISCOVERY COVE
Registration Number:	2732330	DISCOVERY COVE
Registration Number:	2732325	DISCOVERY COVE
Registration Number:	2734923	DISCOVERY COVE
Registration Number:	2747333	DISCOVERY COVE
Registration Number:	2073942	DOLLY DOLPHIN
Registration Number:	2010682	DOLPHIN COVE
Registration Number:	3694609	
Registration Number:	2199946	
Registration Number:	2241320	
Registration Number:	2185909	FORBIDDEN REEF
Registration Number:	2933209	FUSION
Registration Number:	1853881	HALLOWEEN SPOOKTACULAR

Registration Number:	2918909	HIGH SEAS
Registration Number:	1744703	
Registration Number:	2828063	KAT 'N' KABOODLE
Registration Number:	2158007	KEY WEST
Registration Number:	2159828	KEY WEST AT SEA WORLD
Registration Number:	2154552	KEY WEST AT SEA WORLD
Registration Number:	2011035	KEY WEST RAPIDS
Registration Number:	2435797	KRAKEN
Registration Number:	2434132	KRAKEN
Registration Number:	2434131	KRAKEN
Registration Number:	2258063	LIL' GATORS LAGOON
Registration Number:	1850440	LOST LAGOON
Registration Number:	2950004	MAKAHIKI LUAU
Registration Number:	1954934	MAMA STELLA'S
Registration Number:	2221515	MANATEE RESCUE
Registration Number:	1827785	MANATEES: THE LAST GENERATION?
Registration Number:	1913982	MANGO JOE'S
Registration Number:	3648420	MANTA
Registration Number:	1917453	MILES MANATEE
Registration Number:	2970322	MISTIFY
Registration Number:	2883582	MYSTIQUE DE LA MER
Registration Number:	2071882	O. P. OTTER
Registration Number:	1855378	PACIFIC POINT PRESERVE
Registration Number:	1874287	PENGUIN ENCOUNTER
Registration Number:	2071884	PENNY PENGUIN
Registration Number:	2071885	PETE PENGUIN
Registration Number:	2547356	PETS AHOY
Registration Number:	2670205	PETS RULE!
Registration Number:	2680440	PETS RULE!
Registration Number:	2732319	PET TALES
Registration Number:	2526741	PIRATES 4-D
Registration Number:	2138974	PIRATES
Registration Number:	2985616	PORTS OF CALL
Registration Number:	2817269	PRAISE WAVE
Registration Number:	2828062	RICO & ROZA'S MUSICAL FEAST

TRADEMARK

REEL: 004145 FRAME: 0427

Registration Number:	1702645	RIO LOCO
Registration Number:	2704057	ROCKIN' SKI PARTY
Registration Number:	1851175	ROCKY POINT PRESERVE
Registration Number:	2795895	SEA TO SHINING SEA
Registration Number:	1879779	SEA WORLD
Registration Number:	1913439	SEA WORLD
Registration Number:	1828282	SEA WORLD
Registration Number:	1841785	SEA WORLD
Registration Number:	1911559	SEA WORLD
Registration Number:	1811881	SEA WORLD
Registration Number:	1195498	SEA WORLD
Registration Number:	1832770	SEA WORLD
Registration Number:	1811840	SEA WORLD
Registration Number:	1907329	SEA WORLD
Registration Number:	1907192	SEA WORLD
Registration Number:	3512461	SEA WORLD
Registration Number:	1702218	SEA WORLD
Registration Number:	2199930	SEAWORLD ADVENTURE PARK
Registration Number:	2233027	SEAWORLD ADVENTURE PARKS
Registration Number:	2556318	SEAWORLD ADVENTURE PARKS
Registration Number:	2605054	SEAWORLD ADVENTURE PARKS
Registration Number:	2538463	SEAWORLD ADVENTURE PARKS
Registration Number:	2229670	SEAWORLD ADVENTURE PARKS
Registration Number:	2556320	SEAWORLD ADVENTURE PARKS
Registration Number:	2556319	SEAWORLD ADVENTURE PARKS
Registration Number:	1619034	SEA WORLD INTERNATIONAL CENTER
Registration Number:	1634342	
Registration Number:	1852695	SEAFARI
Registration Number:	2061556	SEAMORE SEA LION
Registration Number:	2924408	SEASIDE LIVING
Registration Number:	2815140	SEAWORLD
Registration Number:	3569923	SEAWORLD
Registration Number:	1261685	SHAMU
Registration Number:	1909982	SHAMU
Registration Number:	1798255	SHAMU

Registration Number:	1684584	SHAMU
Registration Number:	1911501	SHAMU
Registration Number:	2269206	SHAMU & CREW
Registration Number:	1811910	SHAMU & YOU
Registration Number:	3120795	SHAMU
Registration Number:	2723866	SHAMU
Registration Number:	2543194	SHAMU
Registration Number:	2237823	SHAMU
Registration Number:	2243858	SHAMU
Registration Number:	2906829	SHAMU EXPRESS
Registration Number:	3397859	SHAMU ROCKS
Registration Number:	1849647	SHAMU TV
Registration Number:	1931166	SHAMU TV
Registration Number:	1764609	
Registration Number:	2001341	SHAMU: CLOSE UP
Registration Number:	1874285	SHAMU'S HAPPY HARBOR
Registration Number:	1758872	SHAMU'S HAPPY HARBOR
Registration Number:	2393715	SHAMU'S HOUSE OF DOUSE
Registration Number:	2373258	SHAMU'S HOUSE OF DOUSE
Registration Number:	1783001	SHARK ENCOUNTER
Registration Number:	2780543	SHARK ENCOUNTER
Registration Number:	2757054	SHARKS DEEP DIVE
Registration Number:	2798936	SHARKS DEEP DIVE
Registration Number:	2878244	SHARKS UNDERWATER GRILL
Registration Number:	2878363	SHARKS UNDERWATER GRILL
Registration Number:	2323478	SHIPWRECK RAPIDS
Registration Number:	2279897	SHIPWRECK REEF CAFE
Registration Number:	2278386	SHIPWRECK REEF CAFE
Registration Number:	2261198	SHIVERS
Registration Number:	3228854	SIMPLY SHAMU
Registration Number:	2073954	SIR WINSTON WALRUS
Registration Number:	1959383	SKY TUBIN'
Registration Number:	2286638	SMOKY CREEK GRILL
Registration Number:	2443976	SPLASH OF MATH
Registration Number:	2294784	STEEL EEL

TRADEMARK

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Registration Number:	2321830	STEEL EEL
Registration Number:	2363917	STEEL EEL
Registration Number:	2049989	STINGRAY LAGOON
Registration Number:	2274487	SWEET SAILIN' CANDY
Registration Number:	1683318	TERRORS OF THE DEEP
Registration Number:	2087393	TEXAS SPLASHDOWN
Registration Number:	2105885	THE GREAT WHITE
Registration Number:	2227129	THE GREAT WHITE
Registration Number:	3001658	THE OYSTER'S SECRET
Registration Number:	2240701	THE SHAMU ADVENTURE
Registration Number:	2778589	THE WATERFRONT AT SEA WORLD
Registration Number:	2778602	THE WATERFRONT AT SEAWORLD
Registration Number:	3063562	TOUCH A WORLD THAT TOUCHES YOU.
Registration Number:	2065194	TURTLE POINT
Registration Number:	3132539	TWILIGHT DISCOVERY
Registration Number:	2592853	VIVA
Registration Number:	2771186	VIVA LA MUSICA
Registration Number:	2586523	VIVA!
Registration Number:	2852066	VOYAGERS WOOD FIRED PIZZA
Registration Number:	1997470	WILD ARCTIC
Registration Number:	2891568	WILDOPEDIA
Serial Number:	77412582	WHERE WORLDS CONNECT

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
NAME OF SUBMITTER:	Jean Paterson
Signature:	/jep/

Date:

02/10/2010

Total Attachments: 8

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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):

Sea World 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

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)

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

Execution Date(s) December 1, 2009

- Assignment Merger
 Security Agreement Change of Name
 Other _____

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

A. Trademark Application No.(s)

77/412582

B. Trademark Registration No.(s)

2146382 and additional numbers on attached Schedule I

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:

175

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 SEA WORLD 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]

SEA WORLD LLC

By: 
Name: Howard J. Demsky
Title: Secretary

Signature Page to Trademark Security Agreement

**TRADEMARK
REEL: 004145 FRAME: 0434**

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: 0435

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

Trademark Registrations:

TRADEMARK	REGISTRATION NUMBER
1-800-23-SHAMU	2146382
ARTHUR C. TURTLE	2067304
BASE STATION WILD ARCTIC	2134448
BELIEVE	3170123
BELIEVE and Design (Whale)	3170174
BLUE HORIZONS	3077787
CAMP SEA WORLD	1780901
CIRQUE DE LA MER	3018871
Cirque Design	2605841
CLYDE & SEAMORE TAKE PIRATE ISLAND	2267767
CLYDE AND SEAMORE IN DEEP DEEP TROUBLE	3057571
CLYDE SEA LION	2063489
COCONUT BAY CAFE	2421642
DEEP DEEP TROUBLE	3050810
Design (Shamu Partial Upright)	1690396
Design (Whale)	1181571
DISCOVER THE FEELING	2953718
DISCOVERY COVE	2734920
DISCOVERY COVE	2732349
DISCOVERY COVE	2732328
DISCOVERY COVE	2732306
DISCOVERY COVE	2732324
DISCOVERY COVE	2587059
DISCOVERY COVE	2334447
DISCOVERY COVE	2704521
DISCOVERY COVE	2704510
DISCOVERY COVE	2704533
DISCOVERY COVE	2734945
DISCOVERY COVE	2093930
DISCOVERY COVE	2729340
DISCOVERY COVE and Design (Dolphin Swimmer)	2528945
DISCOVERY COVE and Design (Dolphin Swimmer)	2702548
DISCOVERY COVE and Design (Dolphin Swimmer)	2704509
DISCOVERY COVE and Design (Dolphin Swimmer)	2702546
DISCOVERY COVE and Design (Dolphin Swimmer)	2734946
DISCOVERY COVE and Design (Dolphin Swimmer)	2732333
DISCOVERY COVE and Design (Dolphin Swimmer)	2732330
DISCOVERY COVE and Design (Dolphin Swimmer)	2732325
DISCOVERY COVE and Design (Dolphin Swimmer)	2734923
DISCOVERY COVE and Design (Dolphin Swimmer)	2747333
DOLLY DOLPHIN	2073942

TRADEMARK	REGISTRATION NUMBER
DOLPHIN COVE	2010682
Dolphin Swimmer Design	3694609
Fin Design	2199946
Fin Design	2241320
FORBIDDEN REEF	2185909
FUSION	2933209
HALLOWEEN SPOOKTACULAR	1853881
HIGH SEAS	2918909
Ice Cream Bar Design	1744703
KAT 'N' KABOODLE	2828063
KEY WEST	2158007
KEY WEST AT SEA WORLD	2159828
KEY WEST AT SEA WORLD and Design	2154552
KEY WEST RAPIDS	2011035
KRAKEN	2435797
KRAKEN	2434132
KRAKEN	2434131
LIL' GATORS LAGOON	2258063
LOST LAGOON	1850440
MAKAHIKI LUAU	2950004
MAMA STELLA'S	1954934
MANATEE RESCUE	2221515
MANATEES: THE LAST GENERATION?	1827785
MANGO JOE'S	1913982
MANTA	3648420
MILES MANATEE	1917453
MISTIFY	2970322
MYSTIQUE DE LA MER and Design	2883582
O.P. OTTER	2071882
PACIFIC POINT PRESERVE	1855378
PENGUIN ENCOUNTER	1874287
PENNY PENGUIN	2071884
PETE PENGUIN	2071885
PETS AHOY	2547356
PETS RULE!	2670205
PETS RULE! and Design	2680440
PET TALES	2732319
PIRATES 4D	2526741
PIRATES and Design	2138974
PORTS OF CALL	2985616
PRAISE WAVE	2817269
RICO & ROZA'S MUSICAL FEAST	2828062
RIO LOCO	1702645
ROCKIN' SKI PARTY	2704057
ROCKY POINT PRESERVE	1851175
SEA TO SHINING SEA	2795895
SEA WORLD	1879779
SEA WORLD	1913439
SEA WORLD	1828282
SEA WORLD	1841785

TRADEMARK	REGISTRATION NUMBER
SEA WORLD	1911559
SEA WORLD	1811881
SEA WORLD	1195498
SEA WORLD	1832770
SEA WORLD	1811840
SEA WORLD	1907329
SEA WORLD	1907192
SEA WORLD	3512461
SEA WORLD	1702218
SEA WORLD ADVENTURE PARK and Design (Fin)	2199930
SEA WORLD ADVENTURE PARK and Design (Fin)	2233027
SEA WORLD ADVENTURE PARK and Design (Fin)	2556318
SEA WORLD ADVENTURE PARK and Design (Fin)	2605054
SEA WORLD ADVENTURE PARK and Design (Fin)	2538463
SEA WORLD ADVENTURE PARK and Design (Fin)	2229670
SEA WORLD ADVENTURE PARK and Design (Fin)	2556320
SEA WORLD ADVENTURE PARK and Design (Fin)	2556319
SEA WORLD INTERNATIONAL CENTER	1619034
Sea World International Center Globe Design	1634342
SEAFARI	1852695
SEAMORE SEA LION	2061556
SEASIDE LIVING	2924408
SEAWORLD	2815140
SEAWORLD	3569923
SHAMU	1261685
SHAMU	1909982
SHAMU	1798255
SHAMU	1684584
SHAMU	1911501
SHAMU & CREW	2269206
SHAMU & YOU	1811910
SHAMU (Stylized) and Design (Whale Tale Fluke)	3120795
SHAMU (and design)	2723866
SHAMU and Design (Bug)	2543194
SHAMU and Design (Bug)	2237823
SHAMU (and design)	2243858
SHAMU EXPRESS	2906829
SHAMU ROCKS	3397859
SHAMU TV	1849647
SHAMU TV AND DESIGN	1931166
Shamu Upright Whale Design	1764609
SHAMU: CLOSE UP	2001341
SHAMU'S HAPPY HARBOR	1874285
SHAMU'S HAPPY HARBOR and Design	1758872
SHAMU'S HOUSE OF DOUSE	2393715
SHAMU'S HOUSE OF DOUSE	2373258
SHARK ENCOUNTER	1783001
SHARK ENCOUNTER and Design (Wave Fin)	2780543
SHARKS DEEP DIVE	2757054
SHARKS DEEP DIVE and Design (Wave Fin)	2798936

TRADEMARK	REGISTRATION NUMBER
SHARKS UNDERWATER GRILL	2878244
SHARKS UNDERWATER GRILL and Design (Wave Fin)	2878363
SHIPWRECK RAPIDS	2323478
SHIPWRECK REEF CAFE	2279897
SHIPWRECK REEF CAFE	2278386
SHIVERS	2261198
SIMPLY SHAMU	3228854
SIR WINSTON WALRUS	2073954
SKY TUBIN'	1959383
SMOKY CREEK GRILL	2286638
SPLASH OF MATH	2443976
STEEL EEL	2294784
STEEL EEL	2321830
STEEL EEL and Design	2363917
STINGRAY LAGOON	2049989
SWEET SAILIN' CANDY	2274487
TERRORS OF THE DEEP	1683318
TEXAS SPLASHDOWN	2087393
THE GREAT WHITE	2105885
THE GREAT WHITE and Design	2227129
THE OYSTER'S SECRET	3001658
THE SHAMU ADVENTURE	2240701
THE WATERFRONT AT SEA WORLD	2778589
THE WATERFRONT AT SEA WORLD and Design	2778602
TOUCH A WORLD THAT TOUCHES YOU	3063562
TURTLE POINT	2065194
TWILIGHT DISCOVERY	3132539
VIVA and Design	2592853
VIVA LA MUSICA	2771186
VIVA!	2586523
VOYAGERS WOOD FIRED PIZZA	2852066
WILD ARCTIC	1997470
WILDOPEDIA	2891568

Trademark Applications:

TRADEMARK	SERIAL NUMBER
WHERE WORLDS CONNECT	77/412582