

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Ringling Bros. - Barnum & Bailey International, Inc.		09/14/2010	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Bank of America, N.A., as Administrative Agent
Street Address:	101 NORTH TRYON STREET
Internal Address:	NC1-001-15-04
City:	CHARLOTTE
State/Country:	NORTH CAROLINA
Postal Code:	28255
Entity Type:	National Association: UNITED STATES

PROPERTY NUMBERS Total: 26

Property Type	Number	Word Mark
Registration Number:	1908436	AMERICA'S LIVING NATIONAL TREASURE
Registration Number:	3099505	BABY'S FIRST CIRCUS
Registration Number:	3252825	CENTER FOR ELEPHANT CONSERVATION
Registration Number:	3070569	CIRCUSFIT
Registration Number:	1900623	CIRCUSWORKS
Registration Number:	1917888	CLOWN COLLEGE
Registration Number:	2891084	ENDANGERED SPECIES? NOT IF WE CAN HELP IT.
Registration Number:	2181942	FELD ENTERTAINMENT
Registration Number:	3125450	INTERNATIONAL ELEPHANT FOUNDATION
Registration Number:	2935832	RINGLING BROS. AND BARNUM & BAILEY CENTER FOR ELEPHANT CONSERVATION
Registration Number:	2320542	RINGLING BROS.
Registration Number:	0870254	RINGLING BROS AND BARNUM & BAILEY

OP \$665.00 1908436

Registration Number:	2188593	RINGLING BROS. AND BARNUM & BAILEY
Registration Number:	2316875	RINGLING BROS. AND BARNUM & BAILEY
Registration Number:	2319627	RINGLING ONLINE
Registration Number:	3447023	S'MORE PUFFS
Registration Number:	3015685	THE GREATEST SHOW ON EARTH
Registration Number:	2185161	THE GREATEST SHOW ON EARTH
Registration Number:	2380169	THE GREATEST SHOW ON EARTH
Registration Number:	3020576	THE GREATEST SHOW ON EARTH
Registration Number:	1414050	THE GREATEST SHOW ON EARTH
Registration Number:	1366779	THE GREATEST SHOW ON EARTH
Registration Number:	1363330	THE GREATEST SHOW ON EARTH
Registration Number:	1363568	THE GREATEST SHOW ON EARTH
Registration Number:	2511740	THE GREATEST SHOW ON EARTH RINGLING BROS. AND BARNUM & BAILEY
Registration Number:	3648603	ZING ZANG ZOOM

CORRESPONDENCE DATA

Fax Number: (704)444-8807
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 704-343-2161
Email: geikenberry-wray@mcguirewoods.com
Correspondent Name: Gina Eikenberry-Wray, NCCP
Address Line 1: 201 N Tryon Street
Address Line 2: McGuireWoods, LLP
Address Line 4: Charlotte, NORTH CAROLINA 28202

ATTORNEY DOCKET NUMBER:	BOFA:FELD 4452178-0339
NAME OF SUBMITTER:	Michael G. Shannon
Signature:	/Michael G. Shannon/
Date:	11/16/2010

Total Attachments: 9

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TRADEMARK

**NOTICE OF SECURITY INTEREST IN
TRADEMARKS**

U.S. Department of Commerce
U.S. Patent and Trademark Office

Please be advised that the undersigned has granted a continuing security interest in, and a continuing lien upon, all of the trademarks and trademark applications described on Exhibit A attached hereto to **BANK OF AMERICA, N.A.**, a national banking association, as Administrative Agent for each of the Secured Parties (the "Administrative Agent") pursuant to a Consolidated Amended and Restated Intellectual Property Security Agreement (the "Security Agreement") dated as of September 14, 2010 by and among **FELD ENTERTAINMENT, INC., ELEPHANT FACILITIES, INC., FELD DEVELOPMENT CORPORATION, FELD DEVELOPMENT CORPORATION (FL), FELD DEVELOPMENT CORPORATION (NC), RINGLING BROS.-BARNUM & BAILEY COMBINED SHOWS, INC., FELD BROS. MANAGEMENT CORPORATION, HAGENBECK-WALLACE, INC., ICE FOLLIES & HOLIDAY ON ICE, INC., KLOWNS PUBLISHING COMPANY, INC., THREE RING ADVERTISING, INC., RINGLING BROS.-BARNUM & BAILEY INTERNATIONAL, INC., FELD MOTOR SPORTS, INC.**, each a Delaware corporation, and **I & K TRADING COMPANY, L.L.C.**, a Delaware limited liability company (collectively, the "Grantors").

The Administrative Agent's security interest in the described trademarks and trademark applications can be terminated only in accordance with the terms of the Security Agreement.

[Signature page follows.]

Very truly yours,

FELD ENTERTAINMENT, INC.
ELEPHANT FACILITIES, INC.
FELD DEVELOPMENT CORPORATION
FELD DEVELOPMENT CORPORATION (FL)
FELD DEVELOPMENT CORPORATION (NC)
RINGLING BROS. – BARNUM & BAILEY
COMBINED SHOWS, INC.
FELD BROS. MANAGEMENT CORPORATION
HAGENBECK-WALLACE, INC.
ICE FOLLIES & HOLIDAY ON ICE, INC.
KLOWNS PUBLISHING COMPANY, INC.
THREE RING ADVERTISING, INC.
RINGLING BROS. – BARNUM & BAILEY
INTERNATIONAL, INC.
FELD MOTOR SPORTS, INC.

By: 

Name: Michael G. Shannon

Title: President and Chief Operating Officer

I & K TRADING COMPANY, L.L.C.

By: 

Name: Jerome S. Sowalsky

Title: Executive Vice President and Secretary

V17639465

Amended and Restated Notice of Security Interest in Trademarks

TRADEMARK
REEL: 004414 FRAME: 0737

EXHIBIT A

Trademarks and Trademark Applications

United States Trademarks
Grantor: Feld Motor Sports, Inc.

Trademark Name	Class	Serial No.	Reg No.	Filing Date	Pending Status	Reg Date
Afterburner	41	77127547	343138	03/09/2007		05/27/2008
Backwards Bob	28	77404429	3716056	02/22/2008		11/24/2009
Backwards Bob	41	77404427	3716055	02/22/2008		11/24/2009
Backwards Bob	25	77404433	3716057	02/22/2008		11/24/2009
Bar To Bar	9	75617522	2314331	01/03/1999		02/01/2000
Battle of the Monster Trucks	41	73546647	1415312	07/05/1985		10/28/1986
Blacksmith	41	76315618	2675608	09/21/2001		01/14/2003
Blacksmith	28	76315617	2735423	09/21/2001		07/08/2003
Blue Thunder	25, 41	76374018	2654388	02/22/2002		11/26/2002
Blue Thunder	28	76374017	2654387	02/22/2002		11/26/2002
Bulldozer	28	75791383	2434290	09/01/1999		03/06/2001
Bulldozer	25, 41	75791901	2412223	09/02/1999		12/12/2000
Captain's Curse	41	77129563	3477476	03/13/2007		07/29/2008
Captain's Curse	28	77129906	3473161	03/13/2007		07/22/2008
Captain's Curse	25	77129887	3576850	03/13/2007		02/17/2009

United States Trademarks
Grantor: Feld Motor Sports, Inc.

Trademark Name	Class	Serial No.	Reg No.	Filing Date	Pending Status	Reg Date
Crash Madness	9	76286120	2609525	07/16/2001		08/20/2002
Cross Club X (Design)	41	75869969	2417413	12/13/1999		01/02/2001
Digger	41	77678188		02/25/2009	SOU Accepted	
Digger's Dungeon	35	78960575	3616115	08/25/2006		05/05/2009
El Toro Loco	41	76319198	2685676	09/28/2001		02/11/2003
El Toro Loco	25,28	76319197	3199142	09/28/2001		01/16/2007
FMX (Design)	41	76511186	2810413	05/02/2003		02/03/2004
FMX (Design)	25	76511190	2808440	05/02/2008		01/27/2004
Formula USA	41	75332233	2317583	07/29/1997		02/15/2000
Grand Slam	41	75779193	2471007	08/19/1999		07/24/2001
Grave Digger	41	75627356	2390991	01/25/1999		10/03/2000
Grave Digger	28	75791384	2375181	09/01/1999		08/08/2000
Grave Digger	9	77076337	3342784	01/04/2007		11/27/2007
Grave Digger	25	74113842	1710119	11/09/1990		08/25/1992
Grave Digger (Truck Design)	41	77413724	3526976	03/05/2008		11/04/2008
IFMA	41	76170101	2603897	11/22/2000		08/06/2002
IHRA	25,41	76495858	2810244	03/07/2003		02/03/2004

**United States Trademarks
Grantor: Feld Motor Sports, Inc.**

Trademark Name	Class	Serial No.	Reg No.	Filing Date	Pending Status	Reg Date
IHRA Motorsports (Design)	25,41	76243672	2549883	04/19/2001		03/19/2002
Inferno	41	78174549	3221224	10/15/2002		03/27/2007
Inside Monster Jam	9	75502068	2264886	06/15/1998		07/27/1999
International Freestyle Motocross Association	41	76170102	2586855	11/22/2000		06/25/2002
International Hot Rod Association	41	76494857	2892618	03/05/2003		10/12/2004
Maximum Destruction	25,28	78245118	2926938	05/02/2003		02/15/2005
Maximum Destruction	9,41	76287517	2743784	07/18/2001		07/29/2003
Monster Jam	9	78360292	3150449	01/30/2004		10/03/2006
Monster Jam	41	75240041	2116431	02/11/1997		11/25/1997
Monster Jam United States Hot Rod Association (Design)	9,16,25,28,41	76524332	3075088	06/20/2003		04/04/2006
Monster Mutt	28	78219613	2861600	02/27/2003		07/06/2004
Monster Truck Classics (Design)	9	78371092	3013030	02/20/2004		11/08/2005
Motor Madness	41	78324654	2980851	11/07/2003		08/02/2005
Motor Spectacular	41	73424544	1331306	05/05/1983		04/16/1985
MXHour	9,41	78184638	2937119	11/13/2002		03/29/2005

**United States Trademarks
Grantor: Feld Motor Sports, Inc.**

Trademark Name	Class	Serial No.	Reg. No.	Filing Date	Pending Status	Reg. Date
MXHour (Design)	9,41	78440805	3077926	06/24/2004		04/04/2006
Nitro Jam	9, 28, 41	78979950	3420790	03/10/2006		04/29/2008
Nitro Jam	25	78979993	3424802	03/10/2006		05/06/2008
Nitro Jam	25	78834043	3782831	03/10/2006	ROA accepted	04/27/2010
Nitro Jam	9	78834050	3413160	03/10/2006		04/15/2008
Pro Arena Trucks	41	75381125	2325176	10/27/1997		03/07/2000
Quad Wars	41	75606856	2325906	12/16/1998		03/07/2000
Street Warriorz Series (Design)	25,41	78574095	3176130	02/24/2005		11/28/2006
Summer Heat	41	78317207	3122575	10/22/2003		08/01/2006
Supercross Live!	38	78817274	3476640	02/17/2006		07/29/2008
Thunder Jam	25,41	78806266	3497146	02/03/2006		09/02/2008
Thunder Nationals	41	74199046	1795316	08/28/1991		09/28/1993
Thunder Nationals	41	77413655	3511957	03/05/2008		10/07/2008
Treadhead	41	75741482	2436405	06/25/1999		03/20/2001
United States Hot Rod Association (Design)	28	74199390	1866483	08/30/1991		12/06/1994
United States Hot Rod Association (Design)	41	74194321	1722616	08/13/1991		10/06/1992

United States Trademarks
Grantor: Feld Motor Sports, Inc.

Trademark Name	Class	Serial No.	Reg No.	Filing Date	Pending Status	Reg Date
United States Hot Rod Association (Design)	25	74199388	1718292	08/30/1991		09/22/1992
United States Hot Rod Association (Design)	16	74199389	1720198	08/30/1991		09/29/1992
United States Hot Rod Association (Design)	9	74199366	1717712	08/30/1991		09/22/1992
USHRA	41	76319199	2665961	09/28/2001		12/24/2002
World Supercross GP (Design)	25,41	78975682	2974655	01/06/2003		07/19/2005

United States Trademarks
Grantor: Ringling Bros.-Barnum & Bailey Combined Shows, Inc.

Trademark Name	Class	Reg No.	Pending Status	Reg Date
Americas Living National Treasure	41	1908436		08/01/1995
Baby's First Circus	35	3099505		05/30/2006
Center for Elephant Conservation	42	3252825		06/19/2007
CircusFit	16; 41	3070569		03/21/2006
Circusworks	16; 41	1900623		06/20/1995
Clown College	16; 41	1917888		09/12/1995
Endangered Species? Not if we can help it.	42	2891084		10/05/2004
Feld Entertainment	41	2181942		08/18/1998
International Elephant Foundation	16; 41; 42	3125450		08/08/2006
Magic Sno Shake	30		Filed Statement of Use/Pre-Registration action	
RBBB Center for Elephant Conservation	42	2935832		03/29/2005
Ringling Bros.	41	2320542		02/22/2000
Ringling Bros. and Barnum & Bailey	41	870254		05/27/1969
	41	2188593		

United States Trademarks
Grantor: Ringling Bros.-Barnum & Bailey Combined Shows, Inc.

Trademark Name	Class	Reg No.	Pending Status	Reg Date
	35	2316875		
Ringling Online	35	2319627		02/15/2000
S'More Puffs	30	3447023		06/10/2008
	41	3015685		11/15/2005
The Greatest Show On Earth - words only	41	2185161		08/25/1998
	35; 41	2380169		08/29/2000
	41	3020576		11/29/2005
	9; 11	1414050		10/21/1986
The Greatest Show On Earth - globe design	25	1366779		10/22/1985
	16	1363330		10/01/1985
	28	1363568		10/01/1985
The Greatest Show On Earth Ringling Bros and Barnum & Bailey	9; 16; 25; 28; 41	2511740		11/27/2001
Zing Zang Zoom	41	3648603		06/30/2009