

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Notice of Security Interest in Trademarks

<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Ringling Bros.-Barnum & Bailey Combined Shows, Inc.		08/23/2013	CORPORATION: DELAWARE

<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	Bank of America, N.A., as Administrative Agent
<b>Street Address:</b>	1455 Market Street
<b>Internal Address:</b>	CA5-701-05-19
<b>City:</b>	San Francisco
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	94103
<b>Entity Type:</b>	national banking association: UNITED STATES

<b>PROPERTY NUMBERS Total: 31</b>		
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>
Registration Number:	1908436	AMERICA'S LIVING NATIONAL TREASURE
Registration Number:	3099505	BABY'S FIRST CIRCUS
Serial Number:	85743803	BUILT TO AMAZE
Registration Number:	3252825	CENTER FOR ELEPHANT CONSERVATION
Registration Number:	2935832	RINGLING BROS. AND BARNUM & BAILEY CENTE
Registration Number:	3070569	CIRCUSFIT
Registration Number:	1900623	CIRCUSWORKS
Registration Number:	1917888	CLOWN COLLEGE
Registration Number:	2891084	ENDANGERED SPECIES? NOT IF WE CAN HELP I
Registration Number:	2181942	FELD ENTERTAINMENT
Registration Number:	3862187	MAGIC SNO SHAKE
Registration Number:	2511740	THE GREATEST SHOW ON EARTH RINGLING BROS
Registration Number:	2320542	RINGLING BROS.

OP \$790.00 1908436

Registration Number:	3847684	RINGLING BROS. RED NOSE RUN
Registration Number:	0870254	RINGLING BROS AND BARNUM & BAILEY
Registration Number:	2188593	RINGLING BROS. AND BARNUM & BAILEY
Registration Number:	2316875	RINGLING BROS. AND BARNUM & BAILEY
Registration Number:	3847635	RINGLING BROS. AND BARNUM & BAILEY
Registration Number:	3993719	RINGLING BROS. AND BARNUM & BAILEY
Registration Number:	3847681	RINGLING BROS. AND BARNUM & BAILEY RED N
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:	3648603	ZING ZANG ZOOM

**CORRESPONDENCE DATA**

Fax Number: 7044448857  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*  
Phone: 7043432000  
Email: twitcher@mcguirewoods.com  
Correspondent Name: Terry L. Witcher, Paralegal  
Address Line 1: McGuireWoods LLP  
Address Line 2: 201 N. Tryon Street, Suite 3000  
Address Line 4: Charlotte, NORTH CAROLINA 28202

ATTORNEY DOCKET NUMBER:	4452178-3783
NAME OF SUBMITTER:	Terry L. Witcher, Paralegal
Signature:	/s/ Terry L. Witcher
Date:	11/12/2013

Total Attachments: 8  
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**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 Second Amended and Restated Intellectual Property Security Agreement (the "Security Agreement") dated as of August 23, 2013 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 AND 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 AND HOLIDAY ON ICE, INC.  
KLOWNS PUBLISHING, INC.  
THREE RING ADVERTISING, INC.  
RINGLING BROS. - BARNUM & BAILEY  
INTERNATIONAL, INC.  
FELD MOTOR SPORTS, INC.

By: *KS Senglaub*  
Name: KEITH SENGLAUB  
Title: SR. VICE PRESIDENT & CFO

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

By: Feld Entertainment, Inc., as sole manager

By: *KS Senglaub*  
Name: KEITH SENGLAUB  
Title: SR. VICE PRESIDENT & CFO

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Notice of Security Interest in Trademarks  
Signature Page

TRADEMARK  
REEL: 005152 FRAME: 0715

EXHIBIT A

Trademarks and Trademark Applications

See attached.

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TRADEMARK	CLASS	US REGISTRATION NO.	REGISTRATION DATE
AFTERBURNER	41	343138	5/27/2008
BACKWARDS BOB	28	3716056	
BACKWARDS BOB	41	3716055	11/24/2009
BACKWARDS BOB	25	3716057	
BAR TO BAR	9	2314331	2/1/2000
BATTLE OF THE MONSTER TRUCKS	41	1415312	10/28/1986
BLACKSMITH	41	2675608	1/14/2003
BLACKSMITH	28	2735423	7/8/2003
BLUE THUNDER	25, 41	2654388	11/26/2002
BLUE THUNDER	28	2654387	11/26/2002
BULLDOZER	28	2434290	3/6/2001
BULLDOZER	25, 41	2412223	12/12/2000
CAPTAIN'S CURSE	41	3477476	7/29/2008
CAPTAIN'S CURSE	28	3473161	7/22/2008
CAPTAIN'S CURSE	25	3576850	2/17/2009
CRASH MADNESS	9	2609525	8/20/2002
CROSS CLUB X	41	2417413	1/2/2001
DIGGER	41	3848519	9/14/2010
DIGGER'S DUNGEON	35	3616115	5/5/2009
EL TORO LOCO	41	2685676	2/11/2003
EL TORO LOCO	25, 28	3199142	1/16/2007
FELD ENTERTAINMENT	41	4015430	8/23/2011
FELD MOTOR SPORTS	41	3896240	12/28/2013
FMX (Design)	41	2810413	2/3/2004
FMX (Design)	25	2808440	1/27/2004
FORMULA USA	41	2317583	2/15/2000
GRAVE DIGGER	41	2390991	10/3/2000
GRAVE DIGGER	28	2375181	8/8/2000
GRAVE DIGGER	9	3342784	11/27/2007

GRAVE DIGGER	25	1710119	8/25/1992
GRAVE DIGGER (TRUCK DESIGN)	41	3526976	11/4/2008
GRAVE DIGGER THE LEGEND	25, 41	407 5412	12/20/2011
GRAVE DIGGER THE LEGEND	28	4258175	12/11/2012
IFMA	41	2603897	8/6/2002
INFERNO	41	3221224	3/27/2007
INSIDE MONSTER JAM	9	2264886	7/27/1999
INTERNATIONAL FREESTYLE			
MOTOCROSS ASSOCIATION	41	2586855	6/25/2002
INTERNATIONAL HOT ROD ASSOCIATION	41	2892618	10/12/2004
MAXIMUM DESTRUCTION	25,28	2926938	2/15/2005
MAXIMUM DESTRUCTION	9, 41	2743784	7/29/2003
MOHAWK WARRIOR	28	3994599	7/12/2011
MOHAWK WARRIOR	25, 41	4191039	8/14/2012
MONSTER JAM	9	3150449	10/3/2006
MONSTER JAM	41	2116431	11/25/1997
MONSTER JAM UNITED			
STATES HOT ROD ASSOCIATION	9, 16, 25, 28, 41	3075088	4/4/2006
MONSTER MUTT	28	2861600	7/6/2004
MONSTER TRUCK CLASSICS	9	3013030	11/8/2005
MOTOR MADNESS	41	2980851	8/2/2005
MOTOR SPECTACULAR	41	1331306	4/16/1985
MXHOUR (DESIGN)	9,41	3077926	4/4/2006
NUCLEAR COWBOYZ	25,41	3912352	1/25/2011
NUCLEAR COWGIRLZ	41	4384195	8/13/2013
PRO ARENA TRUCKS	41	2325176	3/7/2000



QUAD WARS	41	2325906	3/7/2000
SON-JVA DIGGER	25, 28, 41	4072073	12/13/2011
STREET WARRIORZ SERIES (DESIGN)	25, 41	3176130	11/28/2006
SUMMER HEAT	41	3122575	8/1/2006
SUPERCROSS LIVE!	38	3476640	7/29/2008
THUNDER NATIONALS	41	1795316	9/28/1993
THUNDER NATIONALS LOGO	41	3511957	10/7/2008
TREADHEAD	41	2436405	3/20/2001
UNITED STATES HOT ROD ASSOCIATION (DESIGN)	28	1866483	12/6/1994
UNITED STATES HOT ROD ASSOCIATION (DESIGN)	41	1722616	10/6/1992
UNITED STATES HOT ROD ASSOCIATION (DESIGN)	25	1718292	9/22/1992
UNITED STATES HOT ROD ASSOCIATION (DESIGN)	16	1720198	9/29/1992
UNITED STATES HOT ROD ASSOCIATION (DESIGN)	9	1717712	9/22/1992
USHRA	41	2665961	12/24/2002

**RINGLING BROS.-BARNUM & BAILEY COMBINED SHOWS, INC.**

AMERICAS LIVING NATIONAL TREASURE	41	1908436	8/1/1995
BABY'S FIRST CIRCUS BUILT TO AMAZE	35 25, 28, 41	3099505 85743803	5/30/2006 Pending application
CENTER FOR ELEPHANT CONSERVATION	42	3252825	6/19/2007
RINGLING BROS. AND BARNUM & BAILEY CENTER FOR ELEPHANT CONSERVATION	42	2935832	3/29/2005

CIRCUSFIT	16, 41	3070569	3/21/2006
CIRCUSWORKS	16, 41	1900623	6/20/1995
CLOWN COLLEGE	16, 41	1917888	9/12/1995
ENDANGERED SPECIES?	42	2891084	10/5/2004
NOT IF WE CAN HELP IT.	41	2181942	8/18/1998
FELD ENTERTAINMENT	30	3862187	10/12/2010
MAGIC SNO SHAKE			
THE GREATEST SHOW ON			
EARTH RINGLING BROS. AND			
BARNUM & BAILEY	9, 16, 25, 28, 41	2511740	11/27/2001
RINGLING BROS.	41	2320542	2/22/2000
RINGLING BROS. RED NOSE			
RUN	41	3847684	9/14/2010
RINGLING BROS. AND			
BARNUM & BAILEY	41	870254	5/27/1969
RINGLING BROS. AND			
BARNUM & BAILEY	41	2188593	9/8/1998
RINGLING BROS. AND			
BARNUM & BAILEY	35	2316875	2/8/2000
RINGLING BROS. AND			
BARNUM & BAILEY - words	41	3847635	9/14/2010
only			
RINGLING BROS. AND			
BARNUM & BAILEY - words	25, 28	3993719	7/12/2011
only			
RINGLING BROS. AND			
BARNUM & BAILEY RED NOSE	41	3847681	9/14/2010
RUN	35	2319627	2/15/2000
RINGLING ONLINE	30	3447023	6/10/2008
S'MORE PUFFS			
THE GREATEST SHOW ON			
EARTH - words only	41	3015685	11/15/2005

THE GREATEST SHOW ON EARTH - words only	41	2185161	8/25/1998
THE GREATEST SHOW ON EARTH - words only	35, 41	2380169	8/29/2000
THE GREATEST SHOW ON EARTH - globe design	41	3020576	11/29/2005
THE GREATEST SHOW ON EARTH - globe design	9, 11	1414050	10/21/1986
THE GREATEST SHOW ON EARTH - globe design	25	1366779	10/22/1985
THE GREATEST SHOW ON EARTH - globe design	16	1363330	10/1/1985
THE GREATEST SHOW ON EARTH - globe design	28	1363568	10/1/1985
ZING ZANG ZOOM	41	3648603	6/30/2009