

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM410889

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARKS (PREVIOUSLY RECORDED ON NOVEMBER 19, 2009, REEL/FRAME 4099/0406, AND ON MARCH 10, 2004, REEL/FRAME 2807/0274)

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
BANK OF AMERICA, N.A., AS ADMINISTRATIVE AGENT		01/01/2017	National Banking Association: UNITED STATES

RECEIVING PARTY DATA

Name:	RIPLEY ENTERTAINMENT INC.
Street Address:	7576 KINGSPONTE PARKWAY
Internal Address:	SUITE 188
City:	ORLANDO
State/Country:	FLORIDA
Postal Code:	32819
Entity Type:	Corporation: DELAWARE

PROPERTY NUMBERS Total: 33

Property Type	Number	Word Mark
Registration Number:	3414623	RIPLEY'S
Registration Number:	3050735	RIPLEY'S SUPER FUN ZONE
Registration Number:	3053792	BELIEVE IT OR NOT
Registration Number:	3851380	RIPLEY RADIO
Registration Number:	3611388	RIPLEY'S AQUARIUM
Registration Number:	3594160	RIPLEY'S AQUARIUM
Registration Number:	3628459	RIPLEY'S AQUARIUM
Registration Number:	2784773	RIPLEY'S DAVY CROCKETT
Registration Number:	2536411	RIPLEY'S BELIEVE IT OR NOT!
Registration Number:	3036106	RIPLEY'S OLD MACDONALD'S FARM MINI-GOLF
Registration Number:	2825637	SLEEP WITH THE SHARKS
Registration Number:	3021276	BELIEVE IT!
Registration Number:	2595655	
Registration Number:	2655405	SLEEP WITH THE SHARKS
Registration Number:	2557047	RIPLEY'S HAUNTED ADVENTURE
Registration Number:	2489383	RIPLEY'S AQUARIUM OF THE SMOKIES

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	2433070	CARGO HOLD
Registration Number:	2613035	LOUIS TUSSAUD'S
Registration Number:	2613034	LOUIS TUSSAUD'S WAXWORKS
Registration Number:	2354503	RIPLEY'S
Registration Number:	2496565	RIPLEY'S AQUARIUM OF THE SMOKIES
Registration Number:	2358176	BELIEVE IT!
Registration Number:	2214135	CARGO HOLD
Registration Number:	2191321	
Registration Number:	2041151	RIPLEY'S BELIEVE IT OR NOT!
Registration Number:	1935176	ODDITORIUM
Registration Number:	1981919	ROBERT RIPLEY
Registration Number:	1813856	RIPLEY'S BELIEVE IT OR NOT
Registration Number:	0918432	RIPLEY'S BELIEVE IT OR NOT
Registration Number:	0918431	RIPLEY'S BELIEVE IT OR NOT!
Registration Number:	0355396	BELIEVE IT OR NOT RIPLEY
Registration Number:	0355388	RIPLEY
Registration Number:	0198531	BELIEVE IT OR NOT

CORRESPONDENCE DATA

Fax Number: 9192868199

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 919 286-8000

Email: PTO_TMconfirmation@mvalaw.com

Correspondent Name: MOORE & VAN ALLEN PLLC

Address Line 1: 3015 CARRINGTON MILL BOULEVARD

Address Line 2: SUITE 400

Address Line 4: MORRISVILLE, NORTH CAROLINA 27560

ATTORNEY DOCKET NUMBER:	327000.16079
NAME OF SUBMITTER:	John E. Slaughter, III
SIGNATURE:	/John E. Slaughter, III/
DATE SIGNED:	01/03/2017

Total Attachments: 4

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**TERMINATION AND RELEASE OF SECURITY INTEREST
IN TRADEMARKS**

This **TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARKS**, dated as of January 1, 2017 (“Release”), is made by Bank of America, N.A., as Administrative Agent (“Administrative Agent”) in favor of Ripley Entertainment Inc., a Delaware corporation (“Grantor”).

WHEREAS, pursuant to that certain Amended and Restated Security and Pledge Agreement dated as of October 24, 2012 (as amended, restated, supplemented, modified, extended, renewed or replaced from time to time, the “Security Agreement”) by and among the Grantor, Administrative Agent, and others party thereto, Grantor granted to the Administrative Agent, for the benefit of the holders of the Secured Obligations (“Secured Parties”), a continuing security interest in, and a right to set off against, any and all right, title and interest of Grantor in and to all Trademarks, Trademark Licenses, and Proceeds of the foregoing (collectively, “Trademark Collateral”); and

WHEREAS, pursuant to the Security Agreement, Grantor executed and delivered to Administrative Agent, for the benefit of the Secured Parties, the Notice of Grant of Security Interest in Trademarks recorded at the United States Patent and Trademark Office (“USPTO”) on November 19, 2009 at Reel 4099 Frame 0406 and the Notice of Grant of Security Interest in Trademarks recorded at the USPTO on March 10, 2004 at Reel 2807 Frame 0274 (each a “Notice”, and collectively, the “Notices”).

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Administrative Agent, on behalf of the Secured Parties, and Grantor agree as follows:

SECTION 1. Defined Terms. All capitalized terms used herein but not otherwise defined herein have the meanings given to them in the Security Agreement or Notices.

SECTION 2. Termination and Release. Administrative Agent, on behalf of the Secured Parties, without representation, warranty, or recourse, hereby:

(a) terminates, cancels, discharges, and releases the mortgage, pledge, and hypothecation and lien on and security interest in and to, and the right to set off against, Grantor’s right, title, and interest in and to all the Trademark Collateral, including, but not limited to, the foregoing listed on Schedule A attached hereto, granted pursuant to the Security Agreement or Notice; and

(b) authorizes the recordation of this Release with the USPTO at Grantor’s expense.

SECTION 3. Choice of Law. This Release shall be governed by and construed in accordance with the laws of the State of New York.

IN WITNESS WHEREOF, the Administrative Agent, on behalf of the Secured Parties, has caused this Termination and Release of Security Interest in Trademarks to be duly executed as of the date first set forth above.

Administrative Agent:

Bank of America, N.A., as Administrative Agent

By: *Kimberly D. Williams*

Name: *Kimberly D. Williams*

Title: *Vice President*

Schedule A

Ripley Entertainment Inc.
(Delaware Corporation)

U.S. Trademarks Subject to Security Interest
Granted by Ripley Entertainment Inc.
In Favor of Bank of America, N.A., as Administrative Agent
Recorded November 19, 2009 at Reel 4099 Frame 0406

Trademark Registrations

Mark	Reg. No.	Reg. Date
RIPLEY'S and Design	3414623	04/22/08
RIPLEY'S SUPER FUN ZONE	3050735	01/24/06
BELIEVE IT OR NOT	3053792	01/31/06
RIPLEY RADIO	3851380	09/21/10
RIPLEY'S AQUARIUM	3611388	04/28/09
RIPLEY'S AQUARIUM and Design	3594160	03/24/09
RIPLEY'S AQUARIUM	3628459	05/26/09

U.S. Trademarks Subject to Security Interest
Granted by Ripley Entertainment Inc.
In Favor of Bank of America, N.A., as Administrative Agent
Recorded March 10, 2004 at Reel 2807 Frame 0274

Trademark Registrations

Mark	Reg. No.	Reg. Date
RIPLEY'S DAVY CROCKETT	2784773	11/18/03
RIPLEY'S BELIEVE IT OR NOT!	2536411	02/05/02
RIPLEY'S OLD MACDONALD'S FARM and Design	3036106	12/27/05
SLEEP WITH THE SHARKS	2825637	03/23/04
BELIEVE IT!	3021276	11/29/05
Design only	2595655	07/16/02
SLEEP WITH THE SHARKS	2655405	12/03/02
RIPLEY'S HAUNTED ADVENTURE	2557047	04/02/02
RIPLEY'S AQUARIUM OF THE SMOKIES	2489383	09/11/01
CARGO HOLD	2433070	03/06/01
LOUIS TUSSAUD'S	2613035	08/27/02
LOUIS TUSSAUD'S WAXWORKS	2613034	08/27/02
RIPLEY'S and Design	2354503	06/06/00
RIPLEY'S AQUARIUM OF THE SMOKIES	2496565	10/09/01
BELIEVE IT!	2358176	06/13/00
CARGO HOLD	2214135	12/29/98
Design only	2191321	09/22/98
RIPLEY'S BELIEVE IT OR NOT!	2041151	02/25/97
ODDITORIUM	1935176	11/14/95
ROBERT RIPLEY	1981919	06/25/96

RIPLEY'S BELIEVE IT OR NOT	1813856	12/28/93
RIPLEY'S BELIEVE IT OR NOT	0918432	08/17/71
RIPLEY'S BELIEVE IT OR NOT!	0918431	08/17/71
BELIEVE IT OR NOT RIPLEY	0355396	03/15/38
RIPLEY	0355388	03/15/38
BELIEVE IT OR NOT	0198531	05/19/25