

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM427105

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Notice of Security Interest in Trademarks (supplemental)		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Ringling Bros.-Barnum & Bailey Combined Shows, Inc.		05/09/2017	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	Bank of America, N.A., as Administrative Agent		
Street Address:	555 California Street		
Internal Address:	CA5-705-04-09		
City:	San Francisco		
State/Country:	CALIFORNIA		
Postal Code:	94104		
Entity Type:	national banking association: UNITED STATES		
PROPERTY NUMBERS Total: 5			
Property Type	Number	Word Mark	
Registration Number:	4838008	CIRCUS XTREME	
Registration Number:	5097290	OUT OF THIS WORLD	
Registration Number:	5097292	RINGLING BROS. AND BARNUM & BAILEY PRESE	
Registration Number:	4702817	RINGMASTER ZONE	
Registration Number:	5097310	STARSEEKER'S EARLY ACCESS	
CORRESPONDENCE DATA			
Fax Number:	7044448857		
<i>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.</i>			
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		
NAME OF SUBMITTER:	Terry L. Witcher, Paralegal		
SIGNATURE:	/s/ Terry L. Witcher		
DATE SIGNED:	05/10/2017		

OP \$140.00 4838008

Total Attachments: 9

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**NOTICE OF SECURITY INTEREST IN
TRADEMARKS**

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

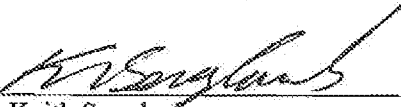
Please be advised that the undersigned has granted a continuing security interest in, and a continuing lien upon, all of the trademarks and trademark applications described on Exhibit A attached hereto to **BANK OF AMERICA, N.A.**, a national banking association, as Administrative Agent for each of the Secured Parties (the "Administrative Agent") pursuant to a Third Amended and Restated Intellectual Property Security Agreement (the "Security Agreement") dated as of May 9, 2017 by and among **FELD ENTERTAINMENT, INC., ELEPHANT FACILITIES, INC., FELD DEVELOPMENT CORPORATION, FELD DEVELOPMENT CORPORATION (FL), 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)
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.

By: 
Name: Keith Senglaub
Title: Senior Vice-President, CFO and Treasurer

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

By: Feld Entertainment, Inc., as sole member

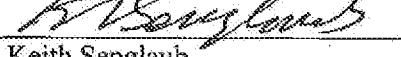
By: 
Name: Keith Senglaub
Title: Senior Vice-President, CFO and Treasurer

EXHIBIT A

Trademarks and Trademark Applications

See attached.

89926756.2

TRADEMARK	CLASS	US REGISTRATION NO.	REGISTRATION DATE
FELD MOTOR SPORTS			
AFTERBURNER	41	3434138	5/27/2008
BACKWARDS BOB	28	3716056	11/24/2009
BACKWARDS BOB	41	3716055	11/24/2009
BACKWARDS BOB	25	3716057	11/24/2009
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
CRUSADER	41	4096205✓	8/20/2002
DIGGER'S DUNGEON	35	3616115	5/5/2009
DOOM'S DAY	41	5065019✓	10/18/2016
DRAGON'S BREATH	25, 28, 41	4190640✓	8/14/2012
EL DIABLO	41	4738033✓	5/19/2015
EL DIABLO	28	4787296✓	8/4/2015
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

TRADEMARK

REEL: 006054 FRAME: 0337

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	40755412	12/20/2011
GRAVE DIGGER THE LEGEND	28	4258175	12/11/2012
GRINDER	41	4386306 ✓	8/20/2013
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
MAX-D MAXIMUM DESTRUCTION (logo)	25, 28, 41	4964181 ✓	5/24/2016
MEGALODON	41	5173007 ✓	3/28/2017
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 (new logo)	41	4953155 ✓	5/3/2016
MONSTER JAM (new logo)	28	5182492 ✓	4/11/2017
MONSTER JAM (new logo)	25	4953154 ✓	5/3/2016

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MONSTER JAM UNITED STATES HOT ROD ASSOCIATION	9, 16, 25, 28, 41	3075088	4/4/2006
MONSTER JAM WORLD FINALS	41	4528873✓	5/13/2014
MONSTER JAM WORLD FINALS (new design)	41	5047091✓	9/20/2016
MONSTER JAM CREATURES	28	5003118✓	7/19/2016
MONSTER JAM SPEEDSTER	28	5017873✓	8/9/2016
MONSTER JAM ATV	28	5017874✓	8/9/2016
MONSTER MUTT	28	2861600	7/6/2004
MONSTER TRUCK CLASSICS	9	3013030	11/8/2005
MOTOCROSS, MORE INTENSE	41	4970624✓	5/31/2016
N.E.A. NEW EARTH AUTHORITY POLICE & Design	41	4699850✓	3/10/2015
NORTHERN NIGHTMARE	28, 41	4699590✓	3/10/2015
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-UVA DIGGER	28	4218413✓	10/2/2012
SON-UVA DIGGER STREET WARRIORZ SERIES (DESIGN)	25, 41	4072073	12/13/2011
SUMMER HEAT	25, 41	3176130	11/28/2006
SUPERCROSS LIVE!	41	3122575	8/1/2006
THUNDER NATIONALS	38	3476640	7/29/2008
	41	1795316	9/28/1993

THUNDER NATIONALS LOGO	41	3511957	10/7/2008
TREADHEAD	41	2436405	3/20/2001
ULTRACROSS	41	5052536 ✓	10/4/2016
UNITED STATES HOT ROD	28	1866483	12/6/1994
ASSOCIATION (DESIGN)	41	1722616	10/6/1992
UNITED STATES HOT ROD	25	1718292	9/22/1992
ASSOCIATION (DESIGN)	16	1720198	9/29/1992
UNITED STATES HOT ROD	9	1717712	9/22/1992
ASSOCIATION (DESIGN)	41	2665961	12/24/2002
UNITED STATES HOT ROD	28	4793227 ✓	8/18/2015
ASSOCIATION (DESIGN)			
USHRA			
ZOMBIE			

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

AMERICAS LIVING NATIONAL			
TREASURE	41	1908436	8/1/1995
BABY'S FIRST CIRCUS	35	3099505	5/30/2006
BUILT TO AMAZE	25, 28, 41	4429846	11/5/2013
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
CIRCUS XTREME		4838008 ✓	10/20/2015
CLOWN COLLEGE	16, 41	1917888	9/12/1995

ENDANGERED SPECIES?				
NOT IF WE CAN HELP IT.	42	2891084	10/5/2004	
FELD ENTERTAINMENT	41	2181942	8/18/1998	
THE GREATEST SHOW ON				
EARTH RINGLING BROS. AND				
BARNUM & BAILEY	9, 16, 25, 28, 41	2511740	11/27/2001	
OUT OF THIS WORLD	41	5097290✓	12/6/2016	
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				
RINGLING BROS. AND				
BARNUM & BAILEY	41	5097292✓	12/6/2016	
PRESENTS OUT OF THIS	35	2319627	2/15/2000	
WORLD	41	4702817✓	3/17/2015	
RINGLING ONLINE	30	3447023	6/10/2008	
RINGMASTER ZONE				
S'MORE PUFFS				

STARSEEKER'S EARLY ACCESS	41	5097310 ✓	12/6/2016
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