

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM496223

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Notice of Succession of Agency		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Bank of America, N.A.		10/31/2018	Association: UNITED STATES
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	JPMorgan Chase Bank, N.A.		
<b>Street Address:</b>	10 South Dearborn, Floor L2		
<b>City:</b>	Chicago		
<b>State/Country:</b>	ILLINOIS		
<b>Postal Code:</b>	60603		
<b>Entity Type:</b>	Association: UNITED STATES		
<b>PROPERTY NUMBERS Total: 317</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	2640594	ABBEY STONE THEATRE	
<b>Registration Number:</b>	2873032	ADVENTURE CAMPS	
<b>Registration Number:</b>	2046955	ADVENTURE ISLAND	
<b>Registration Number:</b>	1945898	ADVENTURE ISLAND	
<b>Registration Number:</b>	1963124	ADVENTURE ISLAND	
<b>Registration Number:</b>	1963123	ADVENTURE ISLAND	
<b>Registration Number:</b>	1951270	ADVENTURE ISLAND	
<b>Registration Number:</b>	2778522	AGONY EXPRESS	
<b>Registration Number:</b>	2113059	ALPENGEIST	
<b>Registration Number:</b>	2261705	APOLLO'S CHARIOT	
<b>Registration Number:</b>	2363258	APOLLO'S CHARIOT	
<b>Registration Number:</b>	3446885	AQUATICA	
<b>Registration Number:</b>	3446880	AQUATICA SEAWORLD'S WATERPARK	
<b>Registration Number:</b>	2181254	AQUAZOID	
<b>Registration Number:</b>	2181469	AQUAZOID	
<b>Registration Number:</b>	2909302	ARE YOU THERE YET?	
<b>Registration Number:</b>	3532005	BAY OF PLAY	
<b>Registration Number:</b>	3450627	BEACHIES	
<b>Registration Number:</b>	1989260	BIG DADDY FALLS	

OP \$7940.00 2640594

Property Type	Number	Word Mark
Registration Number:	2680234	BOUNCE TICKET
Registration Number:	1938076	CARIBBEAN COIN
Registration Number:	2079079	CARIBBEAN CORKSCREW
Registration Number:	2363461	CASABLANCA OUTFITTERS
Registration Number:	2363467	CASABLANCA OUTFITTERS
Registration Number:	2931990	CHEETAH CHASE
Registration Number:	2288307	CHOICE OF ADVENTURE
Registration Number:	1275520	CONGO RIVER RAPIDS
Registration Number:	2289369	CONSERVATION. IT'S IN OUR NATURE.
Registration Number:	2182469	CONSERVATION. IT'S IN OUR NATURE.
Registration Number:	3129296	CORKSCREW HILL
Registration Number:	1910495	COW-A-BUNGA
Registration Number:	3094067	CROWN COLONY
Registration Number:	1770567	CROWN COLONY HOUSE
Registration Number:	2540168	DAS FESTHAUS
Registration Number:	1961863	DAS FESTHAUS
Registration Number:	3450631	DOLPHIN PLUNGE
Registration Number:	2016068	DUMPHREY THE DRAGON
Registration Number:	2150334	EDGE OF AFRICA
Registration Number:	2150891	EDGE OF AFRICA
Registration Number:	2272420	EDUCATION IS WILD
Registration Number:	2566328	EMERALD ISLE
Registration Number:	2066901	ESCAPE FROM POMPEII
Registration Number:	2077343	EVERGLIDES
Registration Number:	1738731	FABIAN'S FUNPORT
Registration Number:	3321767	GRIFFON
Registration Number:	2751216	GRISLY GARDENS
Registration Number:	2343810	GWAZI
Registration Number:	2293675	GWAZI
Registration Number:	2369469	GWAZI
Registration Number:	2047459	H2O UFO
Registration Number:	2458641	HOLIDAY IN ROMA
Registration Number:	3450629	HOOROO RUN
Registration Number:	2322507	HOWL-O-SCREAM
Registration Number:	2701725	HOWL-O-SCREAM
Registration Number:	2820503	HUBBA HUBBA HIGHWAY
Registration Number:	2735522	IMAGINIQUE
Registration Number:	2723152	IRISH THUNDER

Property Type	Number	Word Mark
Registration Number:	3187294	ISLAND QUEST
Registration Number:	3699370	JUNGALA
Registration Number:	3446300	KATA'S KOOKABURRA COVE
Registration Number:	2913947	KATONGA
Registration Number:	2610532	KILLARNEY
Registration Number:	1813175	KUMBA
Registration Number:	1825559	KUMBA
Registration Number:	2501008	LAGUNA GRILL
Registration Number:	2059452	LAND OF THE DRAGONS
Registration Number:	2659354	LAND OF THE DRAGONS
Registration Number:	2057530	LAND OF THE DRAGONS
Registration Number:	1121613	LOCH NESS MONSTER
Registration Number:	1129697	
Registration Number:	1860056	MALIBU PIPELINE
Registration Number:	2461282	MELTDOWN
Registration Number:	2137708	MONTU
Registration Number:	2045080	MONTU
Registration Number:	2068969	MONTU
Registration Number:	1950969	MYOMBE RESERVE
Registration Number:	1779863	MYOMBE RESERVE: THE GREAT APE DOMAIN
Registration Number:	1961760	MYSTIC SHEIKS OF MOROCCO
Registration Number:	2267157	NATURE'S KINGDOM
Registration Number:	2300588	NITRO RACER
Registration Number:	2998243	PET SHENANIGANS
Registration Number:	1339635	PHOENIX
Registration Number:	2741597	POT O GOLD
Registration Number:	3665785	QUICK QUEUE
Registration Number:	3489820	RACER CHASER
Registration Number:	2613246	RHINO RALLY
Registration Number:	2521253	RHINO RALLY
Registration Number:	2678819	RHINO RALLY
Registration Number:	2751217	RIPPER ROW
Registration Number:	3470641	ROA'S RAPIDS
Registration Number:	2131369	ROCK AROUND THE BLOCK
Registration Number:	2131392	ROCK AROUND THE BLOCK
Registration Number:	1705532	ROMAN RAPIDS
Registration Number:	2075560	RUNAWAY RAPIDS
Registration Number:	1195912	SCORPION

Property Type	Number	Word Mark
Registration Number:	1972712	SERENGETI PLAIN
Registration Number:	2714927	SERENGETI SAFARI
Registration Number:	3072162	SHEIKRA
Registration Number:	2014224	SKY SPLASH
Registration Number:	3489821	SLIPPITY DIPPITY
Registration Number:	2114855	SPLASH ATTACK
Registration Number:	1943939	STANLEY FALLS
Registration Number:	2546610	STARFRIGHT ORCHESTRA
Registration Number:	2416792	SULTAN'S SWEETS
Registration Number:	3450628	SUNNIES N SUCH
Registration Number:	3470642	TAUMATA RACER
Registration Number:	1877009	THE BIG BAD WOLF
Registration Number:	2884182	THE DESERT GRILL
Registration Number:	1311536	THE GULF SCREAM
Registration Number:	3060376	THE MEMORY THAT NEVER FADES
Registration Number:	2751215	THE MORTUARY
Registration Number:	2548479	THE SECRETS OF CASTLE O'SULLIVAN
Registration Number:	2077342	TIMBUKTU
Registration Number:	2660394	TOYS OF THE LEPRECHAUN
Registration Number:	2041821	TUT'S TOMB
Registration Number:	2885276	UNITED WE SOAR
Registration Number:	2200408	VAPOR TRAIL
Registration Number:	2204567	VAPOR TRAIL
Registration Number:	2445267	WAHOO RUN
Registration Number:	3519804	WALHALLA WAVE
Registration Number:	1398916	WATER COUNTRY USA
Registration Number:	1837477	WATER MOCCASIN
Registration Number:	3470645	WHANAU WAY
Registration Number:	1943396	WILD CARD
Registration Number:	3281736	WILD CREATIONS
Registration Number:	2924112	WILD INDULGENCE
Registration Number:	3437367	WORLDS OF DISCOVERY
Registration Number:	3432417	WORLDS OF DISCOVERY PARKS
Registration Number:	3104865	XCURSIONS
Registration Number:	2783247	X-ECUTIONERS
Registration Number:	3387830	YOU'RE THIS CLOSE
Registration Number:	3489822	ZIPPITY ZAPPITY
Registration Number:	2261396	ZNN

Property Type	Number	Word Mark
Serial Number:	77598661	\$CDN@PAR
Serial Number:	77820180	ADVENTURE CAMPS
Serial Number:	78713792	AQUATICA
Serial Number:	78894576	AQUATICA SEAWORLD'S WATERPARK
Serial Number:	78894480	AQUATICA SEAWORLD'S WATERPARK
Serial Number:	77626307	CRITTER COMPOST
Serial Number:	77735203	EVERWYLD
Serial Number:	77768016	ISLAND NIGHTS
Serial Number:	77626682	SAFARI SOIL
Serial Number:	77299722	WORLDS OF DISCOVERY
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	SEAWORLD
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
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

Property Type	Number	Word Mark
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

Property Type	Number	Word Mark
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
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
Registration Number:	2233027	SEAWORLD ADVENTURE PARKS
Registration Number:	2556318	SEAWORLD ADVENTURE PARKS
Registration Number:	2605054	SEAWORLD ADVENTURE PARKS

Property Type	Number	Word Mark
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:	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



Property Type	Number	Word Mark
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
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: 8009144240

*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: 800-713-0755

Email: Michael.Violet@wolterskluwer.com, ECarrera@cahill.com

**Correspondent Name:** CT Corporation  
**Address Line 1:** 4400 Easton Commons Way  
**Address Line 2:** Suite 125  
**Address Line 4:** Columbus, OHIO 43219

**NAME OF SUBMITTER:** Elaine Carrera

**SIGNATURE:** /Elaine Carrera/

**DATE SIGNED:** 10/31/2018

**Total Attachments: 13**

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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):**

Bank of America, N.A.

- Individual(s)
- Partnership
- Corporation- State: \_\_\_\_\_
- Other \_\_\_\_\_
- Association
- Limited Partnership

Citizenship (see guidelines) USA

Additional names of conveying parties attached?  Yes  No

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

Execution Date(s) October 31, 2018

- Assignment
- Security Agreement
- Other Notice of Succession of Agency
- Merger
- Change of Name

**2. Name and address of receiving party(ies)**

Additional names, addresses, or citizenship attached?  Yes  No

Name: JPMorgan Chase Bank, N.A.

Street Address: 10 South Dearborn, Floor L2

City: Chicago

State: Illinois

Country: USA Zip: 60603

- Individual(s) Citizenship \_\_\_\_\_
- Association Citizenship USA
- 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)

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

A. Trademark Application No.(s) Text

B. Trademark Registration No.(s)

See Schedule A and Schedule B

See Schedule A and Schedule B

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: Elaine Carrera, Legal Assistant

Internal Address: \_\_\_\_\_

Street Address: c/o Cahill Gordon & Reindel LLP  
80 Pine Street

City: New York

State: NY Zip: 10005

Phone Number: (212) 701-3365

Docket Number: \_\_\_\_\_

Email Address: ecarrera@cahill.com

**6. Total number of applications and registrations involved:**

317

**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:**

Elaine Carrera

Signature

October 31, 2018

Date

Elaine Carrera

Name of Person Signing

Total number of pages including cover sheet, attachments, and document:

13

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:  
Mail Stop Assignment Recordation Branch, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

NOTICE OF SUCCESSION OF AGENCY AND ASSIGNMENT OF SECURITY INTEREST IN  
TRADEMARKS  
004145/0411  
004145/0425

This NOTICE OF SUCCESSION OF AGENCY AND ASSIGNMENT OF SECURITY INTEREST IN TRADEMARKS (this “Notice”), dated as of October 31, 2018 (the “Effective Date”), is executed by Bank of America, N.A., in its capacity as Collateral Agent under the Original Agreements (as defined below) (the “Prior Agent”), and JPMorgan Chase Bank, N.A., in its capacity as Collateral Agent under the Current Agreement (as defined below) (the “Successor Agent”).

WHEREAS, pursuant to that certain Credit Agreement, dated as of December 1, 2009, by and among SeaWorld Parks & Entertainment, Inc. (f/k/a SW Acquisitions Co., Inc. ), as Borrower, Prior Agent and certain other parties thereto (the “Original Credit Agreement”), the Prior Agent and (i) Busch Entertainment LLC (“Busch”), Sea World LLC (“Sea World” and, together with Busch, the “Grantors”), and certain other parties entered into that certain Security Agreement, dated as of December 1, 2009 (the “Original Security Agreement”), (ii) Busch entered into that certain Trademark Security Agreement, dated as of December 1, 2009 (the “Busch Trademark Security Agreement”), and (iii) Sea World entered into that certain Trademark Security Agreement, dated as of December 1, 2009 (the “Sea World Trademark Security Agreement” and, together with the Busch Trademark Security Agreement, the “Intellectual Property Security Agreements”), pursuant to which the Grantors granted a security interest in and to certain collateral (the “Collateral”);

WHEREAS, (i) the Busch Trademark Security Agreement was recorded with the United States Patent and Trademark Office on February 10, 2010 at Reel/Frame 004145/0411, with respect to the intellectual property identified on Schedule A attached hereto, and (ii) the Sea World Trademark Security Agreement was recorded with the United States Patent and Trademark Office on February 10, 2010 at Reel/Frame 004145/0425, with respect to the intellectual property identified on Schedule B attached hereto;

WHEREAS, the Original Credit Agreement was amended, as of October 31, 2018 (as amended, the “Current Agreement”), and in connection with the transactions under the Current Agreement, the Prior Agent, the Successor Agent, Borrower and certain other parties have entered into that certain Agency Resignation, Appointment and Assumption Agreement, dated as of October 31, 2018 (the “Resignation Agreement”), whereby the Prior Agent resigned as Collateral Agent and is succeeded to and replaced by the Successor Agent as successor Collateral Agent;

WHEREAS, pursuant to the Resignation Agreement, the Prior Agent assigned to the Successor Agent, and the Successor Agent accepted, all of the Prior Agent’s rights and obligations under the Intellectual Property Security Agreements, including the security interests held by the Prior Agent in all of the Grantors’ right, title and interest in, to and under the Collateral, including the intellectual property identified on Schedules A and B attached hereto.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. Defined Terms. All capitalized terms used, but not otherwise defined herein, shall have the respective meanings ascribed in or otherwise referenced in the Resignation Agreement.

2. Succession and Replacement of Agency. Pursuant to the terms and conditions set forth in the Resignation Agreement, the Prior Agent has ceased to be Collateral Agent under such capacity and is succeeded to and replaced by the Successor Agent as Collateral Agent under such capacity.

3. Assignment of Security Interest. Pursuant to the terms and conditions set forth in the Resignation Agreement, the Prior Agent hereby assigns to the Successor Agent the Prior Agent's entire security interest in all of Grantors' right, title and interest in, to and under the Collateral, including the intellectual property identified on Schedules A and B attached hereto.

4. Purpose. This Notice has been executed and delivered for the purpose of recording the assignment of security interest with the United States Patent and Trademark Office. The security interest assigned hereby has been granted in connection with the Current Agreement and other Loan Documents, and assigned pursuant to the Resignation Agreement, and is expressly subject to the terms and conditions thereof. The parties hereto do hereby further acknowledge and affirm that the rights and remedies with respect to the security interest in the Collateral are more fully set forth in the Current Agreement, other Loan Documents, and the Resignation Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein and nothing herein shall be deemed to terminate, interrupt or impair the continuity of the security interest in the Collateral originally granted to the Prior Agent under the Intellectual Property Security Agreements, which security interest is now succeeded by and transferred to the Successor Agent. The Current Agreement, other Loan Documents, and Resignation Agreement shall remain in full force and effect in accordance with their terms.

5. Counterparts. This Agreement may be executed in counterparts, each of which will be deemed an original, but all of which together constitute one and the same original.

*[Signature pages follow]*

IN WITNESS WHEREOF, the parties have executed this Notice effective as of the Effective  
Date:

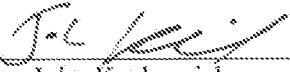
**BANK OF AMERICA, N.A.**, as Prior Agent

By: Liliana Claar  
Name: Liliana Claar  
Title: Vice President

*[Signature page to Trademark Notice of Change in Agency]*

**TRADEMARK  
REEL: 006471 FRAME: 0562**

JPMORGAN CHASE BANK, N.A., as  
Successor Agent

By:   
Name: John Kushnerick  
Title: Executive Director

*[Signature page to Trademark Notice of Change in Agency]*

## Schedule A

Trademark Security Agreement recorded February 10, 2010 at Reel/Frame 4145/0411

Trademark Registrations:

TRADEMARK	REGISTRATION NUMBER
ABBEY STONE THEATRE	2640594
ADVENTURE CAMPS and Design (Whale Shark Penguin Zebra)	2873032
ADVENTURE ISLAND	2046955
ADVENTURE ISLAND	1945898
ADVENTURE ISLAND	1963124
ADVENTURE ISLAND	1963123
ADVENTURE ISLAND	1951270
AGONY EXPRESS	2778522
ALPENGEIST	2113059
APOLLO'S CHARIOT	2261705
APOLLO'S CHARIOT and Design	2363258
AQUATICA	3446885
AQUATICA SEAWORLD'S WATERPARK	3446880
AQUAZOID	2181254
AQUAZOID and Design	2181469
ARE YOU THERE YET?	2909302
BAY OF PLAY	3532005
BEACHIES	3450627
BIG DADDY FALLS	1989260
BOUNCE TICKET	2680234
CARIBBEAN COIN	1938076
CARIBBEAN CORKSCREW	2079079
CASABLANCA OUTFITTERS	2363461
CASABLANCA OUTFITTERS and Design	2363467
CHEETAH CHASE	2931990
CHOICE OF ADVENTURE	2288307
CONGO RIVER RAPIDS	1275520
CONSERVATION. IT'S IN OUR NATURE	2289369
CONSERVATION. IT'S IN OUR NATURE	2182469
CORKSCREW HILL	3129296
COW-A-BUNGA	1910495
CROWN COLONY	3094067
CROWN COLONY HOUSE	1770567
DAS FESTHAUS	2540168
DAS FESTHAUS	1961863
DOLPHIN PLUNGE	3450631
DUMPHREY THE DRAGON	2016068
EDGE OF AFRICA	2150334
EDGE OF AFRICA and Design	2150891
EDUCATION IS WILD	2272420
EMERALD ISLE	2566328
ESCAPE FROM POMPEII	2066901
EVERGLIDES	2077343
FABIAN'S FUNPORT	1738731



TRADEMARK	REGISTRATION NUMBER
GRIFFON	3321767
GRISLY GARDENS	2751216
GWAZI	2343810
GWAZI	2293675
GWAZI and Design	2369469
H2O UFO	2047459
HOLIDAY IN ROMA	2458641
HOOROO RUN	3450629
HOWL-O-SCREAM	2322507
HOWL-O-SCREAM	2701725
HUBBA HUBBA HIGHWAY	2820503
IIMAGINIQUE	2735522
IRISH THUNDER	2723152
ISLAND QUEST	3187294
JUNGALA	3699370
KATA'S KOOKABURRA COVE	3446300
KATONGA	2913947
KILLARNEY	2610532
KUMBA	1813175
KUMBA and Design	1825559
LAGUNA GRILL	2501008
LAND OF THE DRAGONS	2059452
LAND OF THE DRAGONS	2659354
LAND OF THE DRAGONS AND DESIGN	2057530
LOCH NESS MONSTER	1121613
LOCH NESS MONSTER DESIGN	1129697
MALIBU PIPELINE	1860056
MELTDOWN	2461282
MONTU	2137708
MONTU	2045080
MONTU and Design	2068969
MYOMBE RESERVE	1950969
MYOMBE RESERVE: THE GREAT APE DOMAIN	1779863
MYSTIC SHEIKS OF MOROCCO	1961760
NATURE'S KINGDOM	2267157
NITRO RACER	2300588
PET SHENANIGANS	2998243
PHOENIX	1339635
POT O GOLD	2741597
QUICK QUEUE	3665785
RACER CHASER	3489820
RHINO RALLY	2613246
RHINO RALLY	2521253
RHINO RALLY and Design	2678819
RIPPER ROW	2751217
ROA'S RAPIDS	3470641
ROCK AROUND THE BLOCK	2131369
ROCK AROUND THE BLOCK and Design	2131392
ROMAN RAPIDS	1705532
RUNAWAY RAPIDS	2075560
SCORPION	1195912

TRADEMARK	REGISTRATION NUMBER
SERENGETI PLAIN	1972712
SERENGETI SAFARI	2714927
SHEIKRA	3072162
SKY SPLASH	2014224
SLIPPITY DIPPITY	3489821
SPLASH ATTACK	2114855
STANLEY FALLS	1943939
STARFRIGHT ORCHESTRA	2546610
SULTAN'S SWEETS	2416792
SUNNIES N SUCH	3450628
TAUMATA RACER	3470642
THE BIG BAD WOLF	1877009
THE DESERT GRILL	2884182
THE GULF SCREAM	1311536
THE MEMORY THAT NEVER FADES	3060376
THE MORTUARY	2751215
THE SECRETS OF CASTLE O'SULLIVAN	2548479
TIMBUKTU	2077342
TOYS OF THE LEPRECHAUN	2660394
TUT'S TOMB and Design	2041821
UNITED WE SOAR	2885276
VAPOR TRAIL	2200408
VAPOR TRAIL and Design	2204567
WAHOO RUN	2445267
WALHALLA WAVE	3519804
WATER COUNTRY USA	1398916
WATER MOCCASIN	1837477
WHANAU WAY	3470645
WILD CARD	1943396
WILD CREATIONS	3281736
WILD INDULGENCE	2924112
WORLDS OF DISCOVERY	3437367
WORLDS OF DISCOVERY PARKS	3432417
XCURSIONS	3104865
X-ECUTIONERS	2783247
YOU'RE THIS CLOSE	3387830
ZIPPITY ZAPPITY	3489822
ZNN	2261396

Trademark Applications:

TRADEMARK	APPLICATION NUMBER
SCDN@PAR	77/598661
ADVENTURE CAMPS and Design (Giraffe Dolphins)	77/820180
AQUATICA	78/713792
AQUATICA SEAWORLD'S WATERPARK	78/894576
AQUATICA SEAWORLD'S WATERPARK	78/894480
CRITTER COMPOST	77/626307
EVERWYLD	77/735203

ISLAND NIGHTS	77/768016
SAFARI SOIL	77/626682
WORLDS OF DISCOVERY and Design (Color)	77/299722

Schedule B

Trademark Security Agreement recorded February 10, 2010 at Reel/Frame 4145/0425

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
DOLPHIN COVE	2010682
Dolphin Swimmer Design	3694609
Fin Design	2199946
Fin Design	2241320

TRADEMARK	REGISTRATION NUMBER
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
SEA WORLD	1911559
SEA WORLD	1811881
SEA WORLD	1195498
SEA WORLD	1832770
SEA WORLD	1811840

TRADEMARK	REGISTRATION NUMBER
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 & 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
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

TRADEMARK	REGISTRATION NUMBER
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	APPLICATION NUMBER
WHERE WORLDS CONNECT	77/412582