

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Conversion from Corporation to LLC, and Name Change

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Sea World, Inc.		11/19/2009	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Sea World LLC
Street Address:	9205 South Park Center Loop, Suite 400
City:	Orlando
State/Country:	FLORIDA
Postal Code:	32819
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 168

Property Type	Number	Word Mark
Serial Number:	73200561	SEA WORLD
Serial Number:	73233029	SHAMU
Serial Number:	73281246	
Serial Number:	73835618	
Serial Number:	73835642	SEA WORLD INTERNATIONAL CENTER
Serial Number:	74163633	SHAMU
Serial Number:	74164979	
Serial Number:	74164986	RIO LOCO
Serial Number:	74164987	TERRORS OF THE DEEP
Serial Number:	74168132	
Serial Number:	74190563	SEA WORLD
Serial Number:	74272910	CAMP SEA WORLD
Serial Number:	74289738	
Serial Number:	74295336	SHAMU'S HAPPY HARBOR

OP \$4215.00 73200561

Serial Number:	74298522	SHAMU & YOU
Serial Number:	74321176	DISCOVERY COVE
Serial Number:	74324723	SHARK ENCOUNTER
Serial Number:	74332657	SHAMU
Serial Number:	74359129	ROCKY POINT PRESERVE
Serial Number:	74367459	SHAMU TV
Serial Number:	74367461	PACIFIC POINT PRESERVE
Serial Number:	74371574	MANATEES: THE LAST GENERATION?
Serial Number:	74373854	SEA WORLD
Serial Number:	74380132	SEA WORLD
Serial Number:	74381530	LOST LAGOON
Serial Number:	74399756	SEA WORLD
Serial Number:	74399757	SEA WORLD
Serial Number:	74399758	SEA WORLD
Serial Number:	74407012	MILES MANATEE
Serial Number:	74451010	SEAFARI
Serial Number:	74453704	HALLOWEEN SPOOKTACULAR
Serial Number:	74480676	SHAMU'S HAPPY HARBOR
Serial Number:	74481887	PENGUIN ENCOUNTER
Serial Number:	74482646	SEA WORLD
Serial Number:	74512695	SHAMU
Serial Number:	74535597	SHAMU
Serial Number:	74541147	SEA WORLD
Serial Number:	74546380	SEA WORLD
Serial Number:	74546383	SEA WORLD
Serial Number:	74548996	MANGO JOE'S
Serial Number:	74551727	SEA WORLD
Serial Number:	74557413	SKY TUBIN'
Serial Number:	74561750	WILD ARCTIC
Serial Number:	74561789	DOLPHIN COVE
Serial Number:	74565726	SHAMU TV
Serial Number:	74632799	KEY WEST RAPIDS
Serial Number:	74649190	MAMA STELLA'S
Serial Number:	74718687	KEY WEST AT SEA WORLD
Serial Number:	74734672	SHAMU: CLOSE UP

Serial Number:	75017514	KEY WEST
Serial Number:	75027220	STINGRAY LAGOON
Serial Number:	75061799	THE GREAT WHITE
Serial Number:	75124101	TEXAS SPLASHDOWN
Serial Number:	75131484	TURTLE POINT
Serial Number:	75138259	KEY WEST AT SEA WORLD
Serial Number:	75142514	CLYDE SEA LION
Serial Number:	75142517	O. P. OTTER
Serial Number:	75142518	DOLLY DOLPHIN
Serial Number:	75142519	SEAMORE SEA LION
Serial Number:	75142567	PENNY PENGUIN
Serial Number:	75142568	PETE PENGUIN
Serial Number:	75142692	ARTHUR C. TURTLE
Serial Number:	75142873	SIR WINSTON WALRUS
Serial Number:	75241955	THE GREAT WHITE
Serial Number:	75247685	BASE STATION WILD ARCTIC
Serial Number:	75252403	COCONUT BAY CAFE
Serial Number:	75254964	PIRATES
Serial Number:	75270610	1-800-23-SHAMU
Serial Number:	75325491	SHAMU'S HOUSE OF DOUSE
Serial Number:	75337196	FORBIDDEN REEF
Serial Number:	75348878	SHIPWRECK REEF CAFE
Serial Number:	75359100	SHIPWRECK REEF CAFE
Serial Number:	75390345	MANATEE RESCUE
Serial Number:	75395106	SEAWORLD ADVENTURE PARKS
Serial Number:	75395505	SEAWORLD ADVENTURE PARK
Serial Number:	75398763	SEAWORLD ADVENTURE PARKS
Serial Number:	75398765	SEAWORLD ADVENTURE PARKS
Serial Number:	75398766	SEAWORLD ADVENTURE PARKS
Serial Number:	75398772	SHAMU
Serial Number:	75398792	SEAWORLD ADVENTURE PARKS
Serial Number:	75398794	SEAWORLD ADVENTURE PARKS
Serial Number:	75398795	SEAWORLD ADVENTURE PARKS
Serial Number:	75399850	
Serial Number:	75399851	

Serial Number:	75405410	LIL' GATORS LAGOON
Serial Number:	75428214	CLYDE & SEAMORE TAKE PIRATE ISLAND
Serial Number:	75483553	DISCOVERY COVE
Serial Number:	75499607	STEEL EEL
Serial Number:	75513266	PORTS OF CALL
Serial Number:	75536854	SHIVERS
Serial Number:	75546853	SWEET SAILIN' CANDY
Serial Number:	75565671	SHIPWRECK RAPIDS
Serial Number:	75583143	STEEL EEL
Serial Number:	75618971	DISCOVERY COVE
Serial Number:	75667729	KRAKEN
Serial Number:	75676231	STEEL EEL
Serial Number:	75679958	KRAKEN
Serial Number:	75679959	KRAKEN
Serial Number:	75802680	DISCOVERY COVE
Serial Number:	75803537	SPLASH OF MATH
Serial Number:	75869440	SHAMU'S HOUSE OF DOUSE
Serial Number:	75916800	PIRATES 4-D
Serial Number:	76158835	CIRQUE DE LA MER
Serial Number:	76174814	VIVA!
Serial Number:	76209080	VIVA
Serial Number:	76242028	
Serial Number:	76287691	PETS AHOY
Serial Number:	76311883	SHARKS UNDERWATER GRILL
Serial Number:	76311884	SHARKS DEEP DIVE
Serial Number:	76322723	WILDOPEDIA
Serial Number:	76322966	PETS RULE!
Serial Number:	76355967	ROCKIN' SKI PARTY
Serial Number:	76357876	PETS RULE!
Serial Number:	76420125	MYSTIQUE DE LA MER
Serial Number:	76426546	SHARKS UNDERWATER GRILL
Serial Number:	76426547	SHARKS DEEP DIVE
Serial Number:	76426548	SHARK ENCOUNTER
Serial Number:	76427821	DISCOVERY COVE
Serial Number:	76427822	DISCOVERY COVE

Serial Number:	76428822	DISCOVERY COVE
Serial Number:	76428823	DISCOVERY COVE
Serial Number:	76430972	DISCOVERY COVE
Serial Number:	76430973	DISCOVERY COVE
Serial Number:	76435706	VIVA LA MUSICA
Serial Number:	76435707	THE WATERFRONT AT SEA WORLD
Serial Number:	76456939	THE WATERFRONT AT SEAWORLD
Serial Number:	77227778	SHAMU ROCKS
Serial Number:	77369416	
Serial Number:	77412582	WHERE WORLDS CONNECT
Serial Number:	77420013	MANTA
Serial Number:	77457124	SEA WORLD
Serial Number:	77509778	SEAWORLD
Serial Number:	78160171	DISCOVERY COVE
Serial Number:	78160382	DISCOVERY COVE
Serial Number:	78160682	DISCOVERY COVE
Serial Number:	78160795	DISCOVERY COVE
Serial Number:	78161293	DISCOVERY COVE
Serial Number:	78161320	DISCOVERY COVE
Serial Number:	78161551	DISCOVERY COVE
Serial Number:	78161879	DISCOVERY COVE
Serial Number:	78162322	DISCOVERY COVE
Serial Number:	78162420	WILD INDULGENCE
Serial Number:	78162465	DISCOVERY COVE
Serial Number:	78162774	DISCOVERY COVE
Serial Number:	78163460	DISCOVERY COVE
Serial Number:	78165977	DISCOVERY COVE
Serial Number:	78207756	PRAISE WAVE
Serial Number:	78217314	VOYAGERS WOOD FIRED PIZZA
Serial Number:	78232281	SEAWORLD
Serial Number:	78246369	MAKAHIKI LUAU
Serial Number:	78246370	RICO & ROZA'S MUSICAL FEAST
Serial Number:	78246372	KAT 'N' KABOODLE
Serial Number:	78277381	HIGH SEAS
Serial Number:	78292451	SEASIDE LIVING

Serial Number:	78337648	SHAMU EXPRESS
Serial Number:	78337651	DISCOVER THE FEELING
Serial Number:	78378328	FUSION
Serial Number:	78382186	MISTIFY
Serial Number:	78464022	THE OYSTER'S SECRET
Serial Number:	78501931	BLUE HORIZONS
Serial Number:	78559640	DEEP DEEP TROUBLE
Serial Number:	78559644	CLYDE AND SEAMORE IN DEEP DEEP TROUBLE
Serial Number:	78586655	TOUCH A WORLD THAT TOUCHES YOU.
Serial Number:	78684328	BELIEVE
Serial Number:	78691222	TWILIGHT DISCOVERY
Serial Number:	78717231	SIMPLY SHAMU
Serial Number:	78754287	BELIEVE
Serial Number:	78767608	SHAMU

CORRESPONDENCE DATA

Fax Number: (303)473-2720
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 303-473-2861
Email: docket@hollandhart.com
Correspondent Name: Andrea Anderson
Address Line 1: P.O. Box 8749
Address Line 2: Attn: Tracy Baker
Address Line 4: Denver, COLORADO 80201-8749

ATTORNEY DOCKET NUMBER:	75793.0001
NAME OF SUBMITTER:	Andrea Anderson
Signature:	/Andrea Anderson/
Date:	01/29/2010

Total Attachments: 4
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Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "SEA WORLD LLC" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE EIGHTH DAY OF NOVEMBER, A.D. 1976, AT 10 O'CLOCK A.M.

CERTIFICATE OF OWNERSHIP, CHANGING ITS NAME FROM "TRIDENT PARK CORPORATION" TO "SEA WORLD, INC.", FILED THE SEVENTH DAY OF JULY, A.D. 1977, AT 10:01 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 1984, AT 10 O'CLOCK A.M.

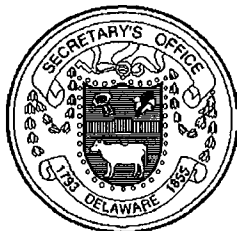
CERTIFICATE OF OWNERSHIP, FILED THE TWENTY-SEVENTH DAY OF MARCH, A.D. 1990, AT 10 O'CLOCK A.M.

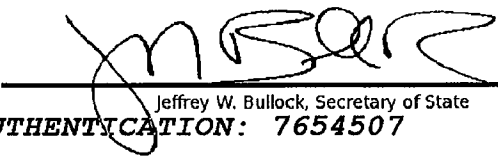
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF MARCH, A.D. 1990.

CERTIFICATE OF CONVERSION, CHANGING ITS NAME FROM "SEA WORLD, INC." TO "SEA WORLD LLC", FILED THE NINETEENTH DAY OF NOVEMBER, A.D. 2009, AT 9:51 O'CLOCK A.M.

0830852 8100H

091035636




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7654507

DATE: 11-20-09

You may verify this certificate online
at corp.delaware.gov/authver.shtml

TRADEMARK
REEL: 004140 FRAME: 0787

Delaware

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The First State

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE TWENTIETH DAY OF NOVEMBER, A.D. 2009, AT 12:20 O'CLOCK P.M.

CERTIFICATE OF FORMATION, FILED THE NINETEENTH DAY OF NOVEMBER, A.D. 2009, AT 9:51 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF FORMATION IS THE TWENTIETH DAY OF NOVEMBER, A.D. 2009, AT 12:20 O'CLOCK P.M.

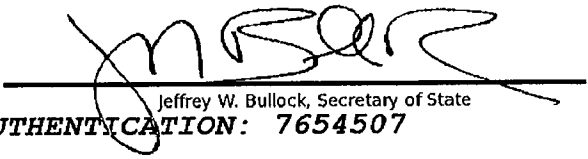
AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID LIMITED LIABILITY COMPANY, "SEA WORLD LLC".

0830852 8100H

091035636



You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7654507

DATE: 11-20-09

TRADEMARK
REEL: 004140 FRAME: 0788

CERTIFICATE OF CONVERSION OF A CORPORATION TO A LIMITED LIABILITY COMPANY

This Certificate of Conversion to a Limited Liability Company, dated as of November 19, 2009, has been duly executed and is being filed by Sea World, Inc., a Delaware corporation (the "Corporation"), and James D. Atchison, as an authorized person of Sea World LLC, a Delaware limited liability company, to convert the Corporation into a Delaware limited liability company pursuant to Section 18-214 of the Delaware Limited Liability Company Act, 6 Del. C. § 18-101 et. seq. (the "LLC Act"), and Section 266 of the Delaware General Corporation Law, 8 Del. C. § 101 et. seq. (the "DGCL").

1. The name of the Corporation immediately prior to the filing of this Certificate of Conversion is "Sea World, Inc." and the name under which the Corporation was originally incorporated was "Trident Park Corporation".

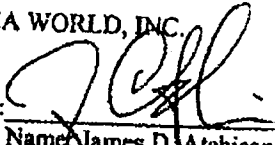
2. The date of filing of the Corporation's original certificate of incorporation with the Secretary of State of the State of Delaware was November 8, 1976.

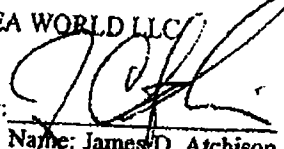
3. The name of the Delaware limited liability company into which the Corporation shall be converted, as set forth in its certificate of formation, is "Sea World LLC".

4. The conversion of the Corporation from a corporation to a Delaware limited liability company has been approved as required by Section 18-214(h) of the LLC Act and Section 266(b) of the DGCL.

5. The conversion of the Corporation to a Delaware limited liability company is effective as of 12:20pm New York City time on November 20, 2009.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion as of the date first stated above.

SEA WORLD, INC.
By: 
Name: James D. Atchison
Title: President

SEA WORLD LLC
By: 
Name: James D. Atchison
Title: Authorized Person

CERTIFICATE OF FORMATION
OF
SEA WORLD LLC

This Certificate of Formation of Sea World LLC (the "Company"), dated as of November 19, 2009, is being duly executed and filed by the undersigned, as an authorized person, to form a limited liability company under the Delaware Limited Liability Company Act (6 Del. C. §18-101, *et seq.*).

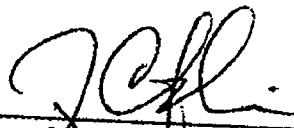
FIRST. The name of the limited liability company formed hereby is Sea World LLC.

SECOND. The address of the registered office of the Company in the State of Delaware is c/o The Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, Delaware 19801.

THIRD. The name and address of the registered agent for service of process on the Company in the State of Delaware are The Corporation Trust Company, 1209 Orange Street, in the City of Wilmington, County of New Castle, Delaware 19801.

FOURTH. The effective time of the formation of the Company is 12:20pm New York City time on November 20, 2009.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as of the date first above written.


Name: James D. Archison
Title: Authorized Person

NY12528:400331.3