

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Six FlagsTheme Parks Inc.		05/25/2007	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	JPMorgan Chase Bank, N.A., as Administrative Agent
Street Address:	P.O. Box 2558
City:	Houston
State/Country:	TEXAS
Postal Code:	77252
Entity Type:	National Banking Association:

PROPERTY NUMBERS Total: 139

Property Type	Number	Word Mark
Serial Number:	78626648	WORLD CLASS ENTERTAINMENT
Serial Number:	77053053	MY SIX FLAGS PHOTOS
Serial Number:	77094168	SPLASHWATER KINGDOM
Serial Number:	77096008	YOU ARE HERE
Serial Number:	77106422	OPERATION SPY GIRL
Serial Number:	77146371	HERE IT IS
Serial Number:	77160857	DAYCATION
Serial Number:	77160327	SOBAD
Serial Number:	77161946	ANTIQUE PHOTO EMPORIUM
Serial Number:	77167540	SIX FLAGS: LIVE AND LOCAL
Registration Number:	3189725	SILVER BULLET
Serial Number:	78682504	SIX FLAGS GREAT ESCAPE LODGE & INDOOR WATER PARK
Serial Number:	78698491	FLY AT THE SPEED OF FEAR

OP \$3490.00 78626648

Serial Number:	78714433	EL TORO
Serial Number:	78816335	FLASH PASS
Serial Number:	78831076	CARROTHEAD CLUB
Serial Number:	78938884	SIX FLAGS DISCOVERY KINGDOM
Registration Number:	2307055	SIX FLAGS MAGIC MOUNTAIN
Registration Number:	2307054	SIX FLAGS MAGIC MOUNTAIN
Registration Number:	1743694	
Registration Number:	2161566	SIX FLAGS
Registration Number:	1540948	AMERICAN EAGLE
Registration Number:	1231415	THE AMERICAN EAGLE
Registration Number:	0888867	ASTROWORLD
Registration Number:	1062524	SIX FLAGS
Registration Number:	1741843	SIX FLAGS GREAT ADVENTURE
Registration Number:	2350590	SIX FLAGS NEW ENGLAND
Registration Number:	2167470	CARIBBEAN CHAOS
Registration Number:	2167471	BLUE RAIDER
Registration Number:	2167472	ATLANTIC PANIC
Registration Number:	2164699	PARADISE PAVILION
Registration Number:	1067416	THE GREAT GASP!
Registration Number:	1847052	HIGH SIERRA TERRITORY
Registration Number:	1436779	HOLIDAY IN THE PARK
Registration Number:	2006889	HURRICANE HARBOR
Registration Number:	1317340	MIND BENDER
Registration Number:	1965638	MIND BENDER
Registration Number:	1562692	MONSTER PLANTATION
Registration Number:	1897822	MOOSEBURGER LODGE IT AIN'T MADE FROM A MOOSE BUT IT'S AS BIG AS ONE!
Registration Number:	1895400	MOVIE TOWN
Registration Number:	1532380	NINJA
Registration Number:	1528896	NINJA
Registration Number:	1624416	NINJA
Registration Number:	2172837	SIX FLAGS
Registration Number:	2016229	SIX FLAGS CALIFORNIA
Registration Number:	1463965	SIX FLAGS GREAT AMERICA
Registration Number:	1966884	SIX FLAGS OVER GEORGIA

Registration Number:	1979723	SIX FLAGS ST. LOUIS
Registration Number:	1969920	SIX FLAGS OVER TEXAS
Registration Number:	1151850	SIX FLAGS
Registration Number:	1049376	SIX FLAGS
Registration Number:	0853408	SIX FLAGS
Registration Number:	1515882	SILVER STAR
Registration Number:	1519284	SHOCKWAVE
Registration Number:	1979928	THE TEXAS GIANT
Registration Number:	1057970	THE SCREAMIN' EAGLE
Registration Number:	1334773	THE SHOCK WAVE
Registration Number:	1555181	THE LAND OF SCREAMS AND DREAMS
Registration Number:	1057968	THE GREAT AMERICAN SCREAM MACHINE
Registration Number:	1562682	THE ENTERTAINMENT CAPITAL OF TEXAS
Registration Number:	1238842	TEXAS CLIFFHANGER
Registration Number:	1533653	SPLASHWATER FALLS
Registration Number:	2027308	
Registration Number:	2138754	XLR-8
Registration Number:	1643173	VIPER
Registration Number:	1403109	TWICKET
Registration Number:	1536875	TIDAL WAVE
Registration Number:	1252513	THUNDER RIVER
Registration Number:	1928209	SPRING BREAK OUT
Registration Number:	1693571	SCREAMIN' EAGLE
Registration Number:	2088349	RUNAWAY MOUNTAIN
Registration Number:	2533192	PINK THING
Registration Number:	1470119	POWER DIVE
Registration Number:	1794449	FRIGHT FEST
Registration Number:	1537533	FUN PACK
Registration Number:	2069477	GATOR MCGEE'S MOUNTAIN GRILL
Registration Number:	1636539	GEORGIA CYCLONE
Registration Number:	1144532	GREAT ADVENTURE
Registration Number:	1956547	GREAT AMERICA
Registration Number:	1704820	GREAT AMERICA
Registration Number:	2161947	SEA WOLF
Registration Number:	1432391	READ TO SUCCEED

Registration Number:	1463967	REVOLUTION
Registration Number:	1254791	ROARING RAPIDS
Registration Number:	1566462	FLASHBACK
Registration Number:	1978098	FREEFALL
Registration Number:	1179565	COLOSSUS
Registration Number:	1495429	COLOSSUS
Registration Number:	2093657	DIVE DEVIL
Registration Number:	2357472	MARINE WORLD
Registration Number:	2343736	MIND ERASER
Registration Number:	2373051	MEDUSA
Registration Number:	2647986	MARINE WORLD
Registration Number:	2729689	CANDY STORM
Registration Number:	2441040	THE STAR THAT STANDS ALONE
Registration Number:	2548352	ARE YOU GETTING ENOUGH?
Registration Number:	2716234	WORLDWIDE THRILLS
Registration Number:	2575622	WILDLIFE WILD RIDES
Registration Number:	2500393	BRUTAL PLANET
Registration Number:	2626295	WHERE THRILLS RULE
Registration Number:	2615935	X
Registration Number:	2613436	X FLIGHT
Registration Number:	2632989	ACROPHOBIA
Registration Number:	2622139	V2 VERTICAL VELOCITY
Registration Number:	2716288	DEJAVU
Registration Number:	2976602	NITRO
Registration Number:	2946342	TITAN SIX FLAGS OVER TEXAS
Registration Number:	2678851	SIX FLAGS WORLDS OF ADVENTURE
Registration Number:	2694706	FAST LANE
Registration Number:	2764964	TROPICAL TREASURES
Registration Number:	2772297	TEXAS GOLD PASSPORT
Registration Number:	2976817	GOLIATH
Registration Number:	2767868	BEST OF TEXAS FESTIVAL
Registration Number:	2787346	SO BIG SO CLOSE
Registration Number:	2861482	DIABLO FALLS
Registration Number:	2849613	ZONGA
Registration Number:	2903876	CANYON BLASTER

Registration Number:	2849689	TIMBERHAWK
Registration Number:	2521237	ZYDECO SCREAM
Registration Number:	2472461	REX'S RAIL RUNNER
Registration Number:	2712382	MARDI GRAS
Registration Number:	2815254	PONTCHARTRAIN BEACH
Registration Number:	2521332	THE BIG EASY
Registration Number:	2517080	FEARFEST
Registration Number:	2834521	THE XTREME PARK!
Registration Number:	1248670	THE GREAT ESCAPE
Registration Number:	2987225	AMERICA
Registration Number:	2889287	KENTUCKY KINGDOM
Registration Number:	2973964	PRINT-N-GO
Registration Number:	3009478	MR. SIX
Registration Number:	2150358	TROCADERO
Registration Number:	3065098	SHOUKA
Registration Number:	3015169	BIGGER BETTER WETTER!
Registration Number:	3170241	PLAY PASS
Registration Number:	3199786	TATSU
Registration Number:	2425340	WHY SUMMER WAS INVENTED
Registration Number:	2426069	SPLASHTOWN WATERPARK
Registration Number:	1057969	FLY THE SCREAMIN' EAGLE
Registration Number:	1958346	ELITCH GARDENS

CORRESPONDENCE DATA

Fax Number: (212)455-2502
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (212) 455-7609
Email: ksolomon@stblaw.com
Correspondent Name: Kirstie Howard, Esq.
Address Line 1: Simpson Thacher & Bartlett LLP
Address Line 2: 425 Lexington Avenue
Address Line 4: New York, NEW YORK 10017

ATTORNEY DOCKET NUMBER:	509265/1331
NAME OF SUBMITTER:	Kirstie Howard
Signature:	/kh/

Date:

06/13/2007

Total Attachments: 10

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GRANT OF SECURITY INTEREST IN TRADEMARK RIGHTS

THIS GRANT OF SECURITY INTEREST IN TRADEMARK RIGHTS ("Agreement"), effective as of May 25, 2007 is made by SIX FLAGS THEME PARKS INC., a Delaware corporation, located at 1540 Broadway, 15th Floor, New York, New York 10036 (the "Grantor"), in favor of JPMORGAN CHASE BANK, N.A., a national banking association, as Administrative Agent (the "Agent") for the several banks and other financial institutions (the "Lenders"), parties to the Second Amended and Restated Credit Agreement, dated as of May 25, 2007 (as amended, supplemented or otherwise modified from time to time, the "Credit Agreement"), among SIX FLAGS, INC., a Delaware Corporation (the "Parent"), SIX FLAGS OPERATIONS INC., a Delaware corporation ("Holdings"), the Grantor, each FOREIGN SUBSIDIARY BORROWER (as defined in the Credit Agreement), the Lenders, the Agent and CREDIT SUISSE SECURITIES (USA) LLC and LEHMAN COMMERCIAL PAPER INC., as co-syndication agents.

WITNESSETH:

WHEREAS, pursuant to the Credit Agreement, the Lenders have severally agreed to make Loans and other extensions of credit to the Grantor upon the terms and subject to the conditions set forth therein; and

WHEREAS, in connection with the Credit Agreement, Holdings, the Grantor and certain other subsidiaries of Holdings have executed and delivered an Amended and Restated Guarantee and Collateral Agreement, dated as of May 25, 2007, in favor of the Agent (together with all amendments and modifications, if any, from time to time thereafter made thereto, the "Guarantee and Collateral Agreement");

WHEREAS, pursuant to the Guarantee and Collateral Agreement, the Grantor pledged and granted to the Agent for the benefit of the Agent and the Lenders a continuing security interest in all Intellectual Property, including the Trademarks; and

WHEREAS, the Grantor has duly authorized the execution, delivery and performance of this Agreement;

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, and in order to induce the Lenders to make Loans and other financial accommodations to the Grantor pursuant to the Credit Agreement, the Grantor agrees, for the benefit of the Agent and the Lenders, as follows:

SECTION 1. Definitions. Unless otherwise defined herein or the context otherwise requires, terms used in this Agreement, including its preamble and recitals, have the meanings provided or provided by reference in the Credit Agreement and the Guarantee and Collateral Agreement.

SECTION 2. Grant of Security Interest. The Grantor hereby pledges and grants a continuing security interest in, and a right of setoff against, and agrees to assign, transfer and convey, upon demand made upon the occurrence and during the continuance of an Event of Default without requiring further action by either party and to be effective upon such demand, all

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of the Grantor's right, title and interest in, to and under the Trademarks (including, without limitation, those items listed on Schedule A hereto) (collectively, the "Collateral"), to the Agent for the benefit of the Agent and the Lenders to secure payment, performance and observance of the Obligations.

SECTION 3. Purpose. This Agreement has been executed and delivered by the Grantor for the purpose of recording the grant of security interest herein with the United States Patent and Trademark Office. The security interest granted hereby has been granted to the Lenders in connection with the Guarantee and Collateral Agreement and is expressly subject to the terms and conditions thereof. The Guarantee and Collateral Agreement (and all rights and remedies of the Lenders thereunder) shall remain in full force and effect in accordance with its terms.

SECTION 4. Acknowledgment. The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Lenders with respect to the security interest in the Collateral granted hereby are more fully set forth in the Credit Agreement and the Guarantee and Collateral Agreement, the terms and provisions of which (including the remedies provided for therein) are incorporated by reference herein as if fully set forth herein. In the event of any conflict between the terms of this Agreement and the terms of the Guarantee and Collateral Agreement, the terms of the Guarantee and Collateral Agreement shall govern.

SECTION 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.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed and delivered by their respective officers on this 25th day of May, 2007.

SIX FLAGS THEME PARKS INC.,
as Borrower

By: 
Mary A. Roma,
Assistant Vice President

JP MORGAN CHASE BANK, N.A.,
as Administrative Agent for the Lenders

By: 
Name: Christophe Vohmann
Title: Vice President

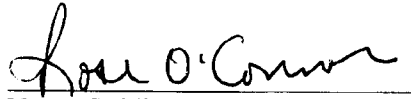
IP Security

TRADEMARK
REEL: 003560 FRAME: 0169

ACKNOWLEDGMENT OF ADMINISTRATIVE AGENT

STATE OF New York)
COUNTY OF New York)^{ss}

On the 23rd day of May, 2007, before me personally came Christine Vohman, who is personally known to me to be the Vice President of JPMORGAN CHASE BANK, N.A., a national banking association; who, being duly sworn, did depose and say that she/he is the Vice President in such national banking association, the national banking association described in and which executed the foregoing instrument; that she/he executed and delivered said instrument pursuant to authority given by the Board of Directors of such national banking association; and that she/he acknowledged said instrument to be the free act and deed of said national banking association.



Notary Public

(PLACE STAMP AND SEAL ABOVE)

ROSE O'CONNOR
Notary Public, State of New York
No. 010C4750901
Qualified in New York County
Commission Expires October 31, 2009

Schedule A

U.S. Trademark Registrations and Applications

<u>Trademark</u>	<u>Application or Registration Number</u>
WORLD CLASS ENTERTAINMENT	78/626,648
MY SIX FLAGS PHOTOS	77/053,053
SPLASHWATER KINGDOM	77/094,168
YOU ARE HERE	77/096,008
OPERATION SPY GIRL	77/106,422
HERE IT IS	77/146,371
DAYCATION	77/160,857
SOBAD	77/160,327
ANTIQUÉ PHOTO EMPORIUM	77/161,946
SIX FLAGS: LIVE AND LOCAL	77/167,540
SILVER BULLET	3,189,725
SIX FLAGS GREAT ESCAPE LODGE & INDOOR WATER PARK	78/682,504
FLY AT THE SPEED OF FEAR	78/698,491
EL TORO	78/714,433
FLASH PASS	78/816,335
CARROTHEAD CLUB	78/831,076
SIX FLAG DISCOVERY KINGDOM	78/938,884
SIX FLAGS MAGIC MOUNTAIN	2,307,055
SIX FLAGS MAGIC MOUNTAIN	2,307,054
DESIGN ONLY	1,743,694
SIX FLAGS	2,161,566
AMERICAN EAGLE	1,540,948
THE AMERICAN EAGLE	1,231,415
ASTROWORLD	888,867
SIX FLAGS	1,062,524

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<u>Trademark</u>	<u>Application or Registration Number</u>
SIX FLAGS GREAT ADVENTURE	1,741,843
SIX FLAGS NEW ENGLAND	2,350,590
CARIBBEAN CHAOS	2,167,470
BLUE RAIDER	2,167,471
ATLANTIC PANIC	2,167,472
PARADISE PAVILION	2,164,699
THE GREAT GASP!	1,067,416
HIGH SIERRA TERRITORY	1,847,052
HOLIDAY IN THE PARK	1,436,779
HURRICANE HARBOR	2,006,889
MIND BENDER	1,317,340
MIND BENDER	1,965,638
MONSTER PLANTATION	1,562,692
MOOSEBURGER LODGE IT AIN'T MADE FROM A MOOSE BUT IT'S AS BIG AS ONE!	1,897,822
MOVIE TOWN	1,895,400
NINJA	1,532,380
NINJA	1,528,896
NINJA	1,624,416
SIX FLAGS	2,172,837
SIX FLAGS CALIFORNIA	2,016,229
SIX FLAGS GREAT AMERICA	1,463,965
SIX FLAGS OVER GEORGIA	1,966,884
SIX FLAGS ST. LOUIS	1,979,723
SIX FLAGS OVER TEXAS	1,969,920
SIX FLAGS	1,151,850
SIX FLAGS	1,049,376
SIX FLAGS	853,408
SILVER STAR	1,515,882
SHOCKWAVE	1,519,284

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<u>Trademark</u>	<u>Application or Registration Number</u>
THE TEXAS GIANT	1,979,928
THE SCREAMIN' EAGLE	1,057,970
THE SHOCK WAVE	1,334,773
THE LAND OF SCREAMS AND DREAMS	1,555,181
THE GREAT AMERICAN SCREAM MACHINE	1,057,968
THE ENTERTAINMENT CAPITAL OF TEXAS	1,562,682
TEXAS CLIFFHANGER	1,238,842
SPLASHWATER FALLS	1,533,653
DESIGN ONLY	2,027,308
XLR-8	2,138,754
VIPER	1,643,173
TWICKET	1,403,109
TIDAL WAVE	1,536,875
THUNDER RIVER	1,252,513
SPRING BREAK OUT	1,928,209
SCREAMIN' EAGLE	1,693,571
RUNAWAY MOUNTAIN	2,088,349
PINK THING	2,533,192
POWER DIVE	1,470,119
FRIGHT FEST	1,794,449
FUN PACK	1,537,533
GATOR MCGEE'S MOUNTAIN GRILL	2,069,477
GEORGIA CYCLONE	1,636,539
GREAT ADVENTURE	1,144,532
GREAT AMERICA	1,956,547
GREAT AMERICA	1,704,820
SEA WOLF	2,161,947
READ TO SUCCEED	1,432,391
REVOLUTION	1,463,967

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<u>Trademark</u>	<u>Application or Registration Number</u>
ROARING RAPIDS	1,254,791
FLASHBACK	1,566,462
FREEFALL	1,978,098
COLOSSUS	1,179,565
COLOSSUS	1,495,429
DIVE DEVIL	2,093,657
MARINE WORLD	2,357,472
MIND ERASER	2,343,736
MEDUSA	2,373,051
MARINE WORLD	2,647,986
CANDY STORM	2,729,689
THE STAR THAT STANDS ALONE	2,441,040
ARE YOU GETTING ENOUGH?	2,548,352
WORLDWIDE THRILLS	2,716,234
WILDLIFE WILD RIDES	2,575,622
BRUTAL PLANET	2,500,393
WHERE THRILLS RULE	2,626,295
X	2,615,935
X FLIGHT	2,613,436
ACROPHOBIA	2,632,989
V2 VERTICAL VELOCITY	2,622,139
DEJA VU	2,716,288
NITRO	2,976,602
TITAN SIX FLAGS OVER TEXAS	2,946,342
SIX FLAGS WORLDS OF ADVENTURE	2,678,851
FAST LANE	2,694,706
TROPICAL TREASURES	2,764,964
TEXAS GOLD PASSPORT	2,772,297
GOLIATH	2,976,817

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<u>Trademark</u>	<u>Application or Registration Number</u>
BEST OF TEXAS FESTIVAL	2,767,868
SO BIG SO CLOSE	2,787,346
DIABLO FALLS	2,861,482
ZONGA	2,849,613
CANYON BLASTER	2,903,876
TIMBERHAWK	2,849,689
ZYDECO SCREAM	2,521,237
REX'S RAIL NUMBER	2,472,461
MARDI GRAS	2,712,382
PONTCHARTRAIN BEACH	2,815,254
THE BIG EASY	2,521,332
FEARFEST	2,517,080
THE XTREME PARK!	2,834,521
THE GREAT ESCAPE	1,248,670
AMERICA	2,987,225
KENTUCKY KINGDOM	2,889,287
PRINT-N-GO	2,973,964
MR. SIX	3,009,478
TROCADERO	2,150,358
SHOUKA	3,065,098
BIGGER BETTER WETTER	3,015,169
PLAY PASS	3,170,241
TATSU	3,199,786
WHY SUMMER WAS INVENTED	2,425,340
SPLASHTOWN WATERPARK	2,426,069
FLY THE SCREAMIN' EAGLE	1,057,969
ELITCH GARDENS	1,958,346

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