

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Termination and Release of Security Interest in Trademark Collateral

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
General Electric Capital Corporation		02/20/2008	CORPORATION:

**RECEIVING PARTY DATA**

<b>Name:</b>	Festival Fun Parks, LLC
<b>Street Address:</b>	4590 MacArthur Boulevard, Suite 400
<b>City:</b>	Newport Beach
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	92660
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY:

<b>Name:</b>	Splish Splash At Adventureland, Inc.
<b>Street Address:</b>	4590 MacArthur Boulevard, Suite 400
<b>City:</b>	Newport Beach
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	92660
<b>Entity Type:</b>	INC. ASSOCIATION:

<b>Name:</b>	Family Fun Center Holdings, LLC
<b>Street Address:</b>	4590 MacArthur Boulevard, Suite 400
<b>City:</b>	Newport Beach
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	92660
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY:

<b>Name:</b>	Raging Waters Group, Inc.
<b>Street Address:</b>	4590 MacArthur Boulevard, Suite 400
<b>City:</b>	Newport Beach
<b>State/Country:</b>	CALIFORNIA

CH \$1890.00 2596057

Postal Code:	92660
Entity Type:	INC. ASSOCIATION:

Name:	Palace Management Company, LLC
Street Address:	4590 MacArthur Boulevard, Suite 400
City:	Newport Beach
State/Country:	CALIFORNIA
Postal Code:	92660
Entity Type:	LIMITED LIABILITY COMPANY:

Name:	Smartparks - San Jose, Inc.
Street Address:	4590 MacArthur Boulevard, Suite 400
City:	Newport Beach
State/Country:	CALIFORNIA
Postal Code:	92660
Entity Type:	INC. ASSOCIATION:

Name:	Smartparks - Riverside, Inc.
Street Address:	4590 MacArthur Boulevard, Suite 400
City:	Newport Beach
State/Country:	CALIFORNIA
Postal Code:	92660
Entity Type:	INC. ASSOCIATION:

Name:	Smartparks - San Dimas, Inc.
Street Address:	4590 MacArthur Boulevard, Suite 400
City:	Newport Beach
State/Country:	CALIFORNIA
Postal Code:	92660
Entity Type:	INC. ASSOCIATION:

Name:	Smartparks - Carolina, Inc.
Street Address:	4590 MacArthur Boulevard, Suite 400
City:	Newport Beach
State/Country:	CALIFORNIA
Postal Code:	92660
Entity Type:	INC. ASSOCIATION:

Name:	Smartparks - Florida, Inc.
Street Address:	4590 MacArthur Boulevard, Suite 400

City:	Newport Beach
State/Country:	CALIFORNIA
Postal Code:	92660
Entity Type:	INC. ASSOCIATION:

Name:	Smartparks - Silver Springs, Inc.
Street Address:	4590 MacArthur Boulevard, Suite 400
City:	Newport Beach
State/Country:	CALIFORNIA
Postal Code:	92660
Entity Type:	INC. ASSOCIATION:

PROPERTY NUMBERS Total: 75

Property Type	Number	Word Mark
Registration Number:	2596057	ADRENALINE CLUB
Registration Number:	2240251	BIG KAHUNA'S
Registration Number:	1535831	BLACK HOLE
Registration Number:	1489692	BLUE NIAGRA
Registration Number:	2463720	BOOMERS
Registration Number:	2750118	BOOMERS!
Registration Number:	2752695	BOOMERS!
Registration Number:	2554978	CASTLE PARK
Registration Number:	1331326	DER STUKA
Registration Number:	2269132	DESERT CANYON BAR-B-Q
Registration Number:	2364643	EARTH CAMP
Registration Number:	2497594	EARTH CAMP
Registration Number:	2362362	EARTH CAMP
Registration Number:	2489997	EARTH CAMP
Registration Number:	2267087	EL NINO THE RIDE
Registration Number:	2189335	ELECTRIC ALLEY
Registration Number:	2198149	FAST CARS, GOOD FOOD, AND A BUNCH OF OTHER STUFF WE THINK IS COOL
Registration Number:	2197511	HIGH EXTREME
Registration Number:	2247746	HYDRA FIGHTER
Registration Number:	1490580	HYDRA MANIAC
Registration Number:	1162253	KAMIKAZE

Registration Number:	1311539	LAZY RIVER
Registration Number:	1558472	MACH 5
Registration Number:	1129698	MALIBU GRAND PRIX
Registration Number:	1356549	MALIBU GRAND PRIX
Registration Number:	1358550	MALIBU GRAND PRIX
Registration Number:	1398930	MALIBU GRAND PRIX
Registration Number:	2468658	MALIBU SPEEDZONE
Registration Number:	2463078	MALIBU SPEEDZONE
Registration Number:	2599231	MERLIN'S REVENGE
Registration Number:	1750522	
Registration Number:	1882558	MOUNTASIA FAMILY FUNCENTERS
Registration Number:	2011552	MOUNTASIA FAMILY FUN CENTER
Registration Number:	2595483	NOVATION
Registration Number:	1524902	OGDEN ALLIED
Registration Number:	1011190	OGDEN
Registration Number:	2348960	PANTHER PROWL
Registration Number:	1348649	RAGING WATERS
Registration Number:	2488445	ROCKIN' RIBFEST
Registration Number:	2274052	ROYAL FLUSH
Registration Number:	2552272	SCAREFEST
Registration Number:	2017875	SILVER SPRINGS
Registration Number:	2226880	SLICK TRAX
Registration Number:	2594901	SMART PARK
Registration Number:	2189336	SPEEDWAY GOLF
Registration Number:	2273434	SPEEDWAY GOLF
Registration Number:	1831253	SPEED ZONE
Registration Number:	2306845	SPEEDZONE CAFE
Registration Number:	2299235	SPEEDZONE CAFE
Registration Number:	2306846	SPEEDZONE
Registration Number:	2029600	SPLASH ISLAND ADVENTURE
Serial Number:	78728839	SPLISH SPLASH
Serial Number:	78719821	SPLISH SPLASH
Registration Number:	2456835	THE WEDGE
Registration Number:	1755840	THE WORLD'S GREATEST WATER ADVENTURE
Registration Number:	2991908	THUNDER RAPIDS

Registration Number:	2302358	TOP OF THE WORLD
Registration Number:	2189337	TURBO TRACK
Registration Number:	2081234	VOLCANO FANTASEA
Registration Number:	1123212	VIRAGE
Registration Number:	1420487	VIRAGE
Registration Number:	1367745	VIRAGE
Registration Number:	2399455	WANNA RACE?
Registration Number:	1226220	WET 'N WILD
Registration Number:	2129170	WET'N WILD
Registration Number:	2194958	WET 'N WILD
Registration Number:	2195012	WET'N WILD
Registration Number:	2199474	WET'N WILD
Registration Number:	2341500	WET 'N WISE
Registration Number:	2196106	WILD WATERS
Registration Number:	1578214	WILD WATERS
Registration Number:	2471419	WILD WATERS WATERPARK
Registration Number:	1794443	WILLY WILLY
Registration Number:	1693572	WILLY-WILLY
Registration Number:	2474715	WINNERS CIRCLE

**CORRESPONDENCE DATA**

Fax Number: (212)878-8375  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Email: jennifer.spinning@cliffordchance.com  
Correspondent Name: Jennifer M. Spinning  
Address Line 1: 31 West 52nd Street  
Address Line 4: New York, NEW YORK 10019-6131

ATTORNEY DOCKET NUMBER:	80-40340147
NAME OF SUBMITTER:	Jennifer M. Spinning
Signature:	/Jennifer M. Spinning/
Date:	04/04/2008

Total Attachments: 9  
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**TERMINATION AND RELEASE OF SECURITY INTEREST  
IN TRADEMARK COLLATERAL**

TERMINATION AND RELEASE dated as of February 20, 2008 from GENERAL ELECTRIC CAPITAL CORPORATION, with principal offices at 500 West Monroe, Chicago, Illinois 60661, in its capacity as Agent for Lenders, to FESTIVAL FUN PARKS, LLC, a Delaware limited liability company, SPLISH SPLASH AT ADVENTURELAND, INC., a New York corporation, FAMILY FUN CENTER HOLDINGS LLC (formerly known as Bullwinkle's Family Fun Center Holdings LLC), a Delaware limited liability company, RAGING WATERS GROUP INC., a California corporation, PALACE MANAGEMENT COMPANY, LLC, a Delaware limited liability company, SMARTPARKS – SAN JOSE, INC., a Delaware corporation, SMARTPARKS – RIVERSIDE, INC., a Delaware corporation, SMARTPARKS – SAN DIMAS, INC., a Delaware corporation, SMARTPARKS – CAROLINA, INC., a Delaware corporation, SMARTPARKS – FLORIDA, INC., a Delaware corporation, SMARTPARKS – SILVER SPRINGS, INC., a Delaware corporation, (each a "Grantor" and collectively, the "Grantors").

WITNESSETH:

WHEREAS, pursuant to that certain Credit Agreement, dated as of April 12, 2006, by and among Borrowers, the Persons named therein as Credit Parties, Agent and the Persons signatory thereto from time to time as Lenders (including all annexes, exhibits or schedules thereto, as from time to time amended, restated, supplemented or otherwise modified, "Credit Agreement"), Lenders have made Loans and incurred Letter of Credit Obligations for the benefit of the Borrowers party thereto;

WHEREAS, pursuant to that certain Borrower Security Agreement, dated as of April 12, 2006, made by Grantors and the other parties signatory thereto in favor of Agent ("Security Agreement"), a security interest ("Security Interest") was granted by Grantors to Agent in certain collateral, including the Trademark Collateral (as hereinafter defined);

WHEREAS, pursuant to that certain Trademark Security Agreement, dated as of April 12, 2006, ("Trademark Security Agreement"), among Agent and Grantors, by reference to the Security Agreement, each Grantor reaffirmed its intent to grant a Security Interest to Agent specifically in certain Trademark Collateral;

WHEREAS, Agent recorded the Trademark Security Agreement on April 21, 2006, at Reel 3294, Frame 0428, and on May 15, 2006, at Reel 003308, Frame 0224, in the United States Patent and Trademark Office; and

WHEREAS, Agent now desires to terminate and release the entirety of its Security Interest in the Trademark Collateral;

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, and upon the terms set forth in this Termination and Release, Agent hereby states as follows:

1. Definitions: The term “Trademark Collateral” as used herein, shall mean, as of the date hereof, each Grantor’s right, title and interest in, to and under the following:

(a) all of its Trademarks and Trademark Licenses to which it is a party including those referred to on Schedule I hereto;

(b) all applications, registrations or renewals of the foregoing;

(c) all goodwill of the business connected with the use of, and symbolized by, each Trademark and each Trademark License; and

(d) all proceeds of the foregoing, including, without limitation, any claim by such Grantor against third parties for past, present or future (i) infringement or dilution of any Trademark or Trademark licensed under any Trademark License or (ii) injury to the goodwill associated with any Trademark or any Trademark licensed under any Trademark License.

2. Release of Security Interest: Agent hereby terminates, releases, discharges, quitclaims and relinquishes its Security Interest in the Trademark Collateral, and any right, title or interest of Agent in such Trademark Collateral shall hereby cease and become void.

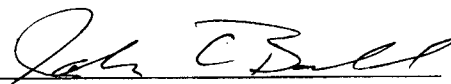
3. Further Assurances: Agent hereby agrees, at each Grantor’s expense, to duly execute and deliver any further documents and to do such other acts as requested by such Grantor as may be reasonably necessary to effect the release of the Security Interest contemplated hereby.

*[Remainder of page intentionally left blank; signature pages follow]*



**IN WITNESS WHEREOF**, the undersigned has executed this Termination and Release by its duly authorized officer as of the date first above written.

**GENERAL ELECTRIC CAPITAL  
CORPORATION**, as Agent

By:   
Name: John C. Bambach  
Title: Duly Authorized Signatory

STATE OF Connecticut )  
 )  
COUNTY OF Fairfield )

ss.: Norwalk

On this 20 day of February 2008, before me personally appeared John C. Bamburg to me known who, being by me duly sworn, did depose and say that he/she is Duly Authorized Signatory of GENERAL ELECTRIC CAPITAL CORPORATION, described herein and which executed the foregoing instrument, and that he/she signed his/her name thereto pursuant to the authority granted by GENERAL ELECTRIC CAPITAL CORPORATION.

*Deborah Lynne Konkos Aplin*  
*Deborah Lynne Konkos Aplin*  
Notary Public

(Affix Seal Below)

DEBORAH LYNNE KONKOS APLIN  
NOTARY PUBLIC  
COMMISSION EXPIRES 4/30/2011

**SCHEDULE I**  
to  
**TERMINATION AND RELEASE OF SECURITY INTEREST**  
**IN TRADEMARK COLLATERAL**

TRADEMARK REGISTRATIONS/TRADEMARK APPLICATIONS

MARK	SERIAL NO. FILING DATE	REG. NO. REG. DATE	RECORD OWNER	STATUS
ADRENALINE CLUB	78/031,272 10/18/00	2,596,057 7/16/02	Festival	Registered
BIG KAHUNA'S	75/320,322 7/7/97	2,240,251 4/20/99	Festival	Registered
BLACK HOLE	73/746,353 8/15/88	1,535,831 4/18/89	Festival	Registered
BLUE NIAGRA	73/686,719 9/28/87	1,489,692 5/24/88	Festival	Registered
BOOMERS	76/026,266 4/1/00	2,463,720 6/26/01	Festival	Registered
BOOMERS (Stylized)	76/463,766 11/4/02	2,750,118 8/12/03	Festival	Registered
BOOMERS & Design	76/463,763 11/4/02	2,752,695 8/19/03	Festival	Registered
CASTLE PARK	76/041,250 5/4/00	2,554,978 4/2/02	Festival	Registered
DER STUKA (The Dive Bomber)	73/493,442 8/6/94	1,331,326 4/16/85	Festival	Registered
DESERT CANYON BAR-B-Q	75/541,520 8/24/1998	2,269,132 8/10/1999	Festival	Registered
EARTH CAMP	75/795,912 9/9/99	2,364,643 7/4/00	Festival	Registered
EARTH CAMP (Stylized)	75/793,218 9/7/99	2,497,594 10/16/01	Festival	Registered
EARTH CAMP (Stylized)	75/795,951 9/9/99	2,362,362 6/27/00	Festival	Registered
EARTH CAMP & Design	75/793,238 9/7/99	2,489,997 9/18/01	Festival	Registered
EL NINO THE RIDE***	75/500,229 6/11/98	2,267,087 8/3/99	Raging Waters Group, Inc.	Registered

MARK	SERIAL NO. FILING DATE	REG. NO. REG. DATE	RECORD OWNER	STATUS
ELECTRIC ALLEY	75/334,117 8/1/97	2,189,335 9/15/98	Festival	Registered
FAST CARS, GOOD FOOD, AND A BUNCH OF OTHER STUFF WE THINK IS COOL	75/351,362 9/3/97	2,198,149 10/20/98	Festival	Registered
HIGH EXTREME	75/295,826 5/21/87	2,197,511 10/20/98	Raging Waters Group, Inc.	Registered
HYDRA FIGHTER	75/472,089 4/22/98	2,247,746 5/25/99	Festival	Registered
HYDRA MANIAC & Design	73/686,720 9/28/97	1,490,580 5/31/88	Festival	Registered
KAMIKAZE	73/236,189 10/22/79	1,162,253 7/21/81	Festival	Registered
LAZY RIVER	73/467,352 2/27/84	1,311,539 12/25/84	Festival	Registered
MACH 5 & Design	73/686,721 9/28/87	1,558,472 9/26/89	Festival	Registered
MALIBU GRAND PRIX	73/183,392 8/24/78	1,129,698 1/22/80	Festival	Registered
MALIBU GRAND PRIX***	73/488,747 7/6/84	1,356,549 8/27/85	Festival	Registered
MALIBU GRAND PRIX***	73/488,748 7/6/84	1,358,550 9/3/85	Festival	Registered.
MALIBU GRAND PRIX and Design	73/565,660 10/28/85	1,398,930 6/24/86	Festival	Registered
MALIBU SPEEDZONE	75/334,124 8/1/97	2,468,658 7/17/01	Festival	Registered
MALIBU SPEEDZONE & Design	75/351,249 9/3/97	2,463,078 6/26/01	Festival	Registered
MERLIN'S REVENGE	76/201,751 1/30/01	2,599,231 7/23/02	Festival	Registered
Misc. Design (Splash and Splash)	74/260,678 3/30/92	1,750,522 2/2/93	Festival	Registered

MARK	SERIAL NO. FILING DATE	REG. NO. REG. DATE	RECORD OWNER	STATUS
MOUNTASIA FAMILY FUNCENTERS	74/463,953 11/29/93	1,882,558 3/7/95	Festival	Registered
MOUNTASIA FAMILY FUN CENTER & Design	74/673,130 4/27/95	2,011,552 10/29/96	Festival	Registered
NOVATION	76/081,499 6/30/00	2,595,483 7/16/02	Festival Fund Parks, LLC	Registered
OGDEN ALLIED	73/619,838 9/15/1986	1,524,902 2/14/1989	Festival	Registered
OGDEN stylized letters	72/457,521 5/14/1973	1,011,190 5/20/1975	Festival	Registered
PANTHER PROWL	75/330,947 7/25/97	2,348,960 5/9/00	Festival	Registered
RAGING WATERS	73/498,924 9/11/84	1,348,649 7/9/85	Festival	Registered
ROCKIN' RIBFEST and Design	75/683,579 4/16/1999	2,488,445 9/11/2001	Festival	Registered
ROYAL FLUSH	75/481,988 5/8/98	2,274,052 8/31/99	Festival	Registered
SCAREFEST	76/178,888 12/11/00	2,552,272 3/26/02	Festival	Registered
SILVER SPRINGS	75/042,424 1/11/96	2,017,875 11/19/96	Festival	Registered
SLICK TRAX	75/334,120 8/1/97	2,226,880 2/23/99	Festival	Registered
SMART PARK	75/773,623 8/12/99	2,594,901 7/16/02	Festival	Registered
SPEEDWAY GOLF	75/334,118 8/1/97	2,189,336 9/15/98	Festival	Registered
SPEEDWAY GOLF & Design	75/351,246 9/3/97	2,273,434 8/31/99	Festival	Registered
SPEED ZONE	74/387,689 5/6/93	1,831,253 4/19/94	Festival	Registered
SPEEDZONE CAFÉ	75/334,109 8/1/97	2,306,845 1/11/00	Festival	Registered
SPEEDZONE CAFÉ & Design	75/351,245 9/3/97	2,299,235 12/14/99	Festival	Registered
SPEED ZONE	75/334,123 8/1/97	2,306,846 1/11/00	Festival	Registered

MARK	SERIAL NO. FILING DATE	REG. NO. REG. DATE	RECORD OWNER	STATUS
SPLASH ISLAND ADVENTURE	74/667,688 4/28/95	2,029,600 1/14/97	Festival	Registered
SPLISH SPLASH	78/728,839 10/7/05	N/A	Festival	Pending
SPLISH SPLASH	78/719,821 9/23/05	N/A	Festival	Pending
THE WEDGE	75/819,642 10/13/99	2,456,835 6/5/01	Festival	Registered
THE WORLD'S GREATEST WATER ADVENTURE	74/296,878 7/23/92	1,755,840 3/2/93	Festival	Registered
THUNDER RAPIDS	78/363,500 2/5/04	2,991,908 9/6/05	Festival	Registered
TOP OF THE WORLD	75/041,976 1/11/96	2,302,358 12/21/1999	Festival	Registered
TURBO TRACK	75/334,119 8/1/97	2,189,337 9/15/98	Festival	Registered
VOLCANO FANTASEA	75/113,155 6/3/96	2,081,234 7/22/97	Festival	Registered
VIRAGE	73/187,089 9/27/78	1,123,212 7/31/79	Festival	Registered
VIRAGE	73/488,746 7/6/84	1,420,487 12/9/86	Festival	Registered
VIRAGE	73/488,998 7/9/84	1,367,745 10/29/85	Festival	Registered
WANNA RACE?	75/698,559 5/4/99	2,399,455 10/31/00	Festival	Registered
WET'N WILD	73/176,927 7/3/78	1,226,220 2/1/83	Festival	Registered
WET'N WILD (Stylized)	75/268,282 4/2/97	2,129,170 1/13/98	Festival	Registered
WET'N WILD (Stylized)	75/267,814 4/2/97	2,194,958 10/13/98	Festival	Registered
WET 'N WILD (Stylized)	75/278,546 4/21/97	2,195,012 10/13/98	Festival	Registered
WET'N WILD (Stylized)	75/278,490 4/21/97	2,199,474 10/27/98	Festival	Registered
WET 'N WISE	75/753,553 7/19/99	2,341,500 4/11/00	Festival	Registered

MARK	SERIAL NO. FILING DATE	REG. NO. REG. DATE	RECORD OWNER	STATUS
WILD WATERS	75/976,927 1/11/96	2,196,106 10/13/98	Festival	Registered
WILD WATERS & Design	73/799,406 5/11/89	1,578,214 1/16/90	Festival	Registered
WILD WATERS WATERPARK & Design	76/032,872 4/24/00	2,471,419 7/24/01	Festival	Registered
WILLY WILLY & Design	74/035/944 3/8/90	1,794,443 9/21/93	Festival	Registered
WILLY-WILLY	74/035/724 3/7/90	1,693,572 6/9/92	Festival	Registered
WINNERS CIRCLE	75/334,116 8/1/97	2,474,715 8/7/01	Festival	Registered