

06-18-1999

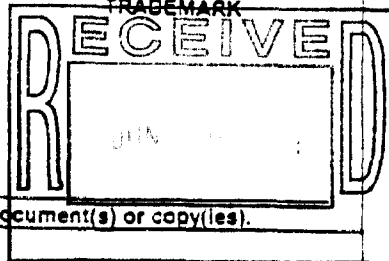


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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. Department of Commerce
Patent and Trademark Office

TRADEMARK



md 6-15-99

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment
- License
- Security Agreement
- Nunc Pro Tunc Assignment
- Merger
- Change of Name
- Other _____

Effective Date
Month Day Year
9 1 98

Conveying Party

Mark if additional names of conveying parties attached

Name Boomer's Sports & Recreation Center, Inc.

Execution Date
Month Day Year
9 1 98

Formerly _____

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other _____
- Citizenship/State of Incorporation/Organization Florida

Receiving Party

Mark if additional names of receiving parties attached

Name Festival Fun Park, LLC

DBA/AKA/TA _____

Composed of _____

Address (line 1) 104 West Anapamu Street

Address (line 2) Suite G

Address (line 3) Santa Barbara

California

93103

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Other Limited Liability Company

Citizenship/State of Incorporation/Organization Delaware

FOR OFFICE USE ONLY

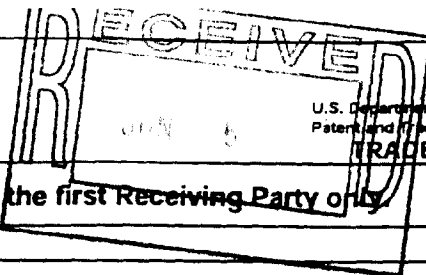
06/17/1999 DNGUYEN 00000264 1961502

01 FC:481
02 FC:482

40.00 OP
25.00 OP

Public burden reporting for the collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Process. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231



Domestic Representative Name and Address

Enter for the first Receiving Party only

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="1,961,502"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="1,961,506"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

DeAnne H. Ozaki

Name of Person Signing

Signature

6/14/99

Date Signed

TRADEMARK ASSIGNMENT

WHEREAS, BOOMER'S SPORTS & RECREATION CENTER, INC., a Florida corporation having its principal office located at 50 Lock Road, Deerfield Beach, FL 33442 (hereinafter, "ASSIGNOR"), has adopted, used, is using and is the owner of all right, title and interest in and to the trademarks shown on Schedule A attached hereto ("the Marks"), which includes U.S. trademark applications, registrations, trademarks, service marks, or trade names used at common law; and

WHEREAS, Festival Fun Parks, LLC, a Delaware limited liability company, having its principal office located at 104 West Anapamu Street, Suite G, Santa Barbara, CA 93103 (hereinafter, "ASSIGNEE"), is desirous of acquiring the entire right, title and interest in, to and under the Marks, and the goodwill associated therewith.

NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and adequacy of which are hereby mutually acknowledged, ASSIGNOR hereby irrevocably sells, assigns, transfers and conveys unto ASSIGNEE, its successors and assigns, all right, title and interest in and to: (a) the Marks; (b) any and all registrations of the Marks, whether state, federal or foreign; (c) any and all applications to register the Marks, whether state, federal or foreign; (d) all common law rights in, to and under the Marks; (e) all other rights in, to and under the Marks, together with the goodwill of the business symbolized by the Marks; (f) any and all rights to royalties, profits, compensations, license fees or other payments or remuneration of any kind relating to the Marks and/or the goodwill under the Marks; and (g) all claims or causes of action ASSIGNOR has or may have in connection with the Marks, including, but not limited to, the right to sue and recover damages for any and all past infringements of any of the Marks.

AND, FURTHER, ASSIGNOR, hereby covenants that it is the sole owner of the Marks, free and clear of any and all liens, security interests, claims or other encumbrances of any kind, that it has full right to convey the entire interest herein assigned, and that it has not executed, and will not execute, any agreements inconsistent herewith.

This Trademark Assignment is executed and delivered pursuant to that certain Agreement for Purchase and Sale of Assets dated as of September 1, 1998 by and between ASSIGNOR and ASSIGNEE.

[SIGNATURES ON FOLLOWING PAGE.]

IN WITNESS WHEREOF, ASSIGNOR, by and through its undersigned authorized officer,

has caused this Trademark Assignment to be executed on this 1st day of September, 1998.

BOOMER'S SPORTS & RECREATION CENTER, INC.
a Florida corporation

By: *Joseph D. Horsfall*
Joseph D. Horsfall, Vice President

ACKNOWLEDGMENT

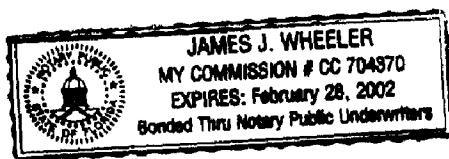
STATE OF FLORIDA)
) SS:
COUNTY OF)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid, the foregoing instrument was acknowledged before me by Joseph D. Horsfall, Vice President of Boomer's Sports & Recreation Center, Inc., a Florida corporation, who is personally known to me or who has produced _____ as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 1st day of Sept., 1998.

James J. Wheeler
Notary Public

Typed, printed or stamped name of
Notary Public



SCHEDULE A
TO
TRADEMARK ASSIGNMENT

1. Service Mark, Principal Register
Reg. No. 1,961,502
Registered March 12, 1996

2. Service Mark, Principal Register
Reg. No. 1,961,506
Registered March 12, 1996

PAUL, HASTINGS, JANOFSKY & WALKER LLP

A LIMITED LIABILITY PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

600 PEACHTREE ST., N.E., STE. 2400
ATLANTA, GEORGIA 30308-2222
TELEPHONE (404) 815-2400

555 SOUTH FLOWER STREET
LOS ANGELES, CALIFORNIA 90071-2371

345 CALIFORNIA STREET
SAN FRANCISCO, CALIFORNIA 94104-2635
TELEPHONE (415) 835-1600

695 TOWN CENTER DRIVE
COSTA MESA, CALIFORNIA 92626-1924
TELEPHONE (714) 668-6200

TELEPHONE (213) 683-6000

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STAMFORD, CONNECTICUT 06901-2217
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THE INTERNATIONAL FINANCIAL CENTRE
OLD BROAD STREET
LONDON EC2N 1HQ
TELEPHONE 44 (171) 562-4000

INTERNET www.phjw.com

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TELEPHONE (03) 3586-4711

ROBERT P. HASTINGS (1910-1996)
COUNSEL
LEE G. PAUL
LEONARD S. JANOFSKY
CHARLES M. WALKER

1299 PENNSYLVANIA AVENUE, N.W.
WASHINGTON, D.C. 20004-2400
TELEPHONE (202) 508-9500

June 15, 1999

WRITER'S DIRECT ACCESS

OUR FILE NO.

(213) 683-6330

28404.87262

VIA EXPRESS MAIL

Commissioner of Patents and Trademarks
BOX ASSIGNMENTS
Washington, D.C. 20231

Re: Recordation of Trademark Assignment

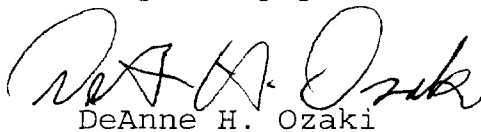
Dear Sir or Madam:

For the recordation of an assignment of
trademarks, enclosed please find the following documents:

- (1) Trademark Recordation Form Cover Sheet;
- (2) A copy of the Trademark Assignment; and
- (3) Paul, Hastings, Janofsky & Walker LLP check
in the amount of \$65.00 for the applicable filing fee. We
request that you charge any deficiencies or credit any
overpayments to Paul, Hastings, Janofsky & Walker's Deposit
Account Number 16-0752.

Please record the Trademark Assignment and amend
your records to reflect that Boomer's Sport & Recreation
Center, Inc. has assigned its trademark rights to Festival
Fun Park, LLC. Please contact me should you have any
questions regarding this matter.

Very truly yours,



DeAnne H. Ozaki

for PAUL, HASTINGS, JANOFSKY & WALKER LLP

Enclosures

cc: Anna M. Graves, Esq. (w/o encls.)
Michael K. Lindsey, Esq. (w/o encls.)