

Form PTO-1594 (rev 3/1)	RECORDATION FORM COVER SHEET TRADEMARKS ONLY	U. S. Department of Commerce Patent and Trademark Office						
To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.								
1. Name of conveying party(ies): FLEET CAPITAL CORPORATION <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation RHODE ISLAND <input type="checkbox"/> Other - Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2. Name and Address of receiving party(ies) FESTIVAL FUN PARKS, LLC 18300 VON KARMAN AVENUE SUITE 900 IRVINE, CA 92612 <input type="checkbox"/> Individual(s) citizenship <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation <input checked="" type="checkbox"/> Other DELAWARE LIMITED LIABILITY COMPANY <small>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</small>							
3. Nature of conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input checked="" type="checkbox"/> Other: RELEASE OF SECURITY INTEREST IN TRADEMARKS Execution Date: <u>July 3, 2002</u>								
4. Application number(s) or registration number(s): <table style="width:100%; border: none;"> <tr> <td style="width:50%; border: none;"> A. Trademark Application No(s). </td> <td style="width:50%; border: none;"> B. Trademark Registration No(s). </td> </tr> <tr> <td style="border: none;"></td> <td style="border: none;"> 1674611 1961502 1961506 2051001 2240251 2202446 2050888 2515958 2192994 2130141 2493713 2035612 2192996 </td> </tr> </table> Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			A. Trademark Application No(s).	B. Trademark Registration No(s).		1674611 1961502 1961506 2051001 2240251 2202446 2050888 2515958 2192994 2130141 2493713 2035612 2192996		
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	1674611 1961502 1961506 2051001 2240251 2202446 2050888 2515958 2192994 2130141 2493713 2035612 2192996							
5. Name and address of party to whom correspondence concerning document should be mailed: Steven M. Rosenthal, Esq. SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP Four Times Square New York, New York 10036-6522	6. Total number of applications/registrations involved: 13							
	7. Total fee (37 CFR 3.41) <u>\$340</u> <input checked="" type="checkbox"/> All fees and any deficiencies are authorized to be charged to Deposit Account (Our Ref. 041070/4)							
	8. Deposit Account No. <u>19-2385</u>							
DO NOT USE THIS SPACE								
9. Statement and signature. <i>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.</i> <table style="width:100%; border: none;"> <tr> <td style="width:35%; border: none;"> Steven M. Rosenthal </td> <td style="width:30%; border: none; text-align: center;"> </td> <td style="width:35%; border: none; text-align: right;"> July 29, 2002 </td> </tr> <tr> <td style="border: none; text-align: center;">Name</td> <td style="border: none; text-align: center;">Signature</td> <td style="border: none; text-align: center;">Date</td> </tr> </table>			Steven M. Rosenthal		July 29, 2002	Name	Signature	Date
Steven M. Rosenthal		July 29, 2002						
Name	Signature	Date						
Total number of pages including cover sheet, attachments, and document: 5								

L. 3. 2002 11:17AM FLEET CAPITAL

NO. 4346 P. 4

RELEASE OF SECURITY INTERESTS IN TRADEMARKS

This **RELEASE OF SECURITY INTERESTS IN TRADEMARKS**, dated as of July 3, 2002, is given by **FLEET CAPITAL CORPORATION**, as administrative and collateral agent for certain lenders ("**Agent**"), to **FESTIVAL FUN PARKS, LLC**, a Delaware limited liability company ("**Borrower**"), as follows:

WHEREAS, Borrower, Agent, and certain other lenders entered into a certain Loan and Security Agreement, dated July 29, 1998 (the "**Security Agreement**"), pursuant to which, among other things, Borrower granted to Agent for the ratable benefit of the Lenders (as defined in said Security Agreement) a continuing security interest in and lien upon General Intangibles (as defined in said Security Agreement), including but not limited to the intellectual property set forth on **Schedule A** hereto, and such grants have been recorded with the United States Patent and Trademark Office on (i) August 10, 1998 at Reel Number 1767, Frame 0971, (ii) September 18, 1998 at Reel Number 1791, Frame 0587, and (iii) June 12, 2000 at Reel Number 2098, Frame 0009;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Agent hereby releases its continuing security interest and lien upon all such General Intangibles, including but not limited to the intellectual property set forth on **Schedule A** hereto, and hereby reassigns any and all interest it may have in such General Intangibles to Borrower.

IN WITNESS WHEREOF, Agent has caused this **RELEASE OF SECURITY INTERESTS IN TRADEMARKS** to be duly executed by its duly authorized officer as of this 3^d day of July, 2002.

FLEET CAPITAL CORPORATION,
As Administrative and Collateral Agent

By: Name: DANIEL C. DUERTitle: VICE PRESIDENT

2002 11:18AM

FLEET CAPITAL

NO. 4346 P. 5

SCHEDULE A
RELEASED TRADEMARKS

U.S. TRADEMARK REGISTRATIONS

Mark	Jurisdiction	Reg. No. (App. No)	Reg. Date (Filing Date)	Record Owner	Status
CAMELOT PARK FAMILY ENTERTAINMENT CENTERS	Federal	1,674,611 (74-152,826)	02/04/1992 (04/01/1991)	CAMELOT PARK FAMILY ENTERTAINMENT CENTER, INC. (California corporation)	Registered
CAMELOT PARK and Design	Federal	2,051,001 (75-124,459)	04/08/1997 (06/24/1996)	CAMELOT PARK FAMILY ENTERTAINMENT CENTERS (California corporation)	Registered
PALACE PARK and Design	Federal	2,050,888 (75-102,858)	04/08/1997 (05/13/1996)	CAMELOT PARK FAMILY ENTERTAINMENT CENTERS (California corporation)	Registered
PALACE PARK FAMILY ENTERTAINMENT CENTER	Federal	2,130,141 (75-186,321)	01/20/1998 (10/17/1996)	CAMELOT PARK FAMILY ENTERTAINMENT CENTERS (California corporation)	Registered
DESIGN ONLY	Federal	2,035,612 (75-070,363)	02/04/1997 (03/11/1996)	CAMELOT PARK FAMILY ENTERTAINMENT CENTERS, INC. (California corporation)	Registered
BOOMER'S FAMILY RECREATION CENTER	Federal	1,961,506 (74-566,961)	03/12/1996 (08/29/1994)	FESTIVAL FUN PARK, LLC (Delaware LLC)	Registered
BOOMER'S FAMILY RECREATIONAL CENTER and Design	Federal	1,961,502 (74-566,060)	03/12/1996 (08/26/1994)	FESTIVAL FUN PARK, LLC (Delaware LLC)	Registered

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FLEET CAPITAL

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Mark	Jurisdiction	Reg. No. (App. No)	Reg. Date (Filing Date)	Record Owner	Status
BIG KAHUNA'S	Federal	2,240,251 (75-320,322)	04/20/1999 (07/07/1997)	FESTIVAL FUN PARKS, LLC (Delaware LLC)	Registered
B BULLWINKLE'S FAMILY FOOD 'N FUN and Design	Federal	2,515,958 (74-421,486)	12/11/2001 (08/04/1993)	FESTIVAL FUN PARKS, LLC (Delaware LLC)	Registered
BULLWINKLE'S	Federal	2,493,713 (74-421,561)	10/02/2001 (08/04/1993)	FESTIVAL FUN PARKS, LLC (Delaware LLC)	Registered
FAMILY FUN CENTERS and Design	Federal	2,192,996 (75-102,605)	10/06/1998 (05/10/1996)	FESTIVAL FUN PARKS, LLC (Delaware LLC)	Registered
HUISH FAMILY FUN CENTERS	Federal	2,202,446 (75-099,205)	11/10/1998 (05/06/1996)	FESTIVAL FUN PARKS, LLC (Delaware LLC)	Registered
KIDOPOLIS	Federal	2,192,994 (75-099,200)	10/06/1998 (05/06/1996)	FESTIVAL FUN PARKS, LLC (Delaware LLC)	Registered

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SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

FOUR TIMES SQUARE
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FACSIMILE NO.: (212) 735-2000

DIRECT FACSIMILE NO.:

EMAIL: mmcguire@skadden.com

FACSIMILE TRANSMITTAL SHEET

PLEASE DELIVER THE FOLLOWING PAGE(S) TO:

NAME: Assignment Division

FIRM: U.S. Patent and Trademark Office

CITY: Arlington DATE: July 29, 2002

TELEPHONE NO.: 703-308-9723

FACSIMILE NO.: 703-306-5995

FROM: Michael McGuire FLR/RM.: 47-315

REFERENCE NO.: 041070/4

TOTAL NUMBER OF PAGES INCLUDING COVER(S): 6

THIS FACSIMILE IS INTENDED ONLY FOR USE OF THE ADDRESSEE(S) NAMED HEREIN AND MAY CONTAIN LEGALLY PRIVILEGED AND/OR CONFIDENTIAL INFORMATION. IF YOU ARE NOT THE INTENDED RECIPIENT OF THIS FACSIMILE, YOU ARE HEREBY NOTIFIED THAT ANY DISSEMINATION, DISTRIBUTION OR COPYING OF THIS FACSIMILE IS STRICTLY PROHIBITED. IF YOU HAVE RECEIVED THIS FACSIMILE IN ERROR, PLEASE IMMEDIATELY NOTIFY US BY TELEPHONE AND RETURN THE ORIGINAL FACSIMILE TO US AT THE ADDRESS ABOVE VIA THE LOCAL POSTAL SERVICE. WE WILL REIMBURSE ANY COSTS YOU INCUR IN NOTIFYING US AND RETURNING THE FACSIMILE TO US.

MESSAGE: Trademarks

The Commissioner is authorized to charge all fees for the attached recordation request to our deposit account 19-2385.


Michael McGuire