

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
-------------------------	----------------

<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
------------------------------	--

<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Wonderland Amusement Management LLC		09/30/2004	CORPORATION: PENNSYLVANIA

<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	MSH South Inc.
<b>Street Address:</b>	103 Foulk Road, Suite 202
<b>City:</b>	Wilmington
<b>State/Country:</b>	DELAWARE
<b>Postal Code:</b>	19803
<b>Entity Type:</b>	CORPORATION: DELAWARE

<b>PROPERTY NUMBERS Total: 2</b>		
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>
Registration Number:	2872228	A KINGDOM FOR KIDS!
Registration Number:	2872229	A KINGDOM FOR KIDS!

<b>CORRESPONDENCE DATA</b>	
<b>Fax Number:</b>	(717)534-8991
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
<b>Phone:</b>	(717) 534-3392
<b>Email:</b>	fmiles@HersheyPa.com
<b>Correspondent Name:</b>	Franklin A. Miles, Jr., Esq
<b>Address Line 1:</b>	300 Park Boulevard
<b>Address Line 4:</b>	Hershey, PENNSYLVANIA 17033

<b>NAME OF SUBMITTER:</b>	Edna L. Jenkins
---------------------------	-----------------

<b>Total Attachments: 4</b>
source=A Kingdom For Kids! (Assignmt)#page1.tif
source=A Kingdom For Kids! (Assignmt) page 2#page1.tif
source=A Kingdom For Kids! Assignmt 229#page1.tif
source=A Kingdom For Kids! Assignmt229 page 2#page1.tif

CH \$65.00 2872228

## TRADEMARK ASSIGNMENT AND AGREEMENT

This Trademark assignment, effective as of the 30<sup>TH</sup> day of September 2004, is made by and between WONDERLAND AMUSEMENT MANAGEMENT LLC ("WAM"), a Pennsylvania corporation with its principal place of business at 2249 Route 30 East, Lancaster, Pennsylvania 17602, and MSH South Inc. ("MSH"), a Delaware corporation with its principal place of business at 103 Foulk Road, Suite 202, Wilmington, Delaware 19803.

WAM is the owner of the trademarks, trademark applications and trademark registrations listed on Schedule "A" attached hereto (collectively, the "Marks"); and

WAM has elected to transfer all of its right, title and interest in and to the Marks to MSH.

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, including MSH's agreement to enter into the License Agreement Amendment attached hereto as Schedule "B" contemporaneously with the execution of this Trademark Assignment and Agreement, thereby granting WAM an exclusive license to use the Marks, and intending to be legally bound hereby, WAM hereby assigns and transfers unto MSH the entire right, title and interest in and to the Marks, including any and all rights in the trade dress and packaging designs related thereto, and any and all other rights which WAM may have acquired with respect thereto pursuant to common law or any other law or regulation or practice, including but not limited to all claims for damages by reason of past infringement of said trademarks, with the right to sue for and collect the same for its own use and enjoyment, and for the use and enjoyment of its successors, assigns, or other legal representatives, together with the good will of the business symbolized thereby.

IN WITNESS WHEREOF, the parties have caused this Trademark Assignment and Agreement to be duly executed and made effective as of the day and year first written above.

WONDERLAND AMUSEMENT  
MANAGEMENT LLC

By: Kenneth E. Patrick  
Kenneth E. Patrick  
Assistant Secretary

MSH SOUTH INC.

By: Robert C. Campbell  
Robert C. Campbell  
Chief Operating Officer

**SCHEDULE A- TRADEMARKS**

A KINGDOM FOR KIDS! (design)

U.S. Reg. # 2,872,228

A KINGDOM FOR KIDS!

U.S. Reg. # 2,872,229

## TRADEMARK ASSIGNMENT AND AGREEMENT

This Trademark assignment, effective as of the 30<sup>th</sup> day of September 2004, is made by and between WONDERLAND AMUSEMENT MANAGEMENT LLC ("WAM"), a Pennsylvania corporation with its principal place of business at 2249 Route 30 East, Lancaster, Pennsylvania 17602, and MSH South Inc. ("MSH"), a Delaware corporation with its principal place of business at 103 Foulk Road, Suite 202, Wilmington, Delaware 19803.

WAM is the owner of the trademarks, trademark applications and trademark registrations listed on Schedule "A" attached hereto (collectively, the "Marks"); and

WAM has elected to transfer all of its right, title and interest in and to the Marks to MSH.

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, including MSH's agreement to enter into the License Agreement Amendment attached hereto as Schedule "B" contemporaneously with the execution of this Trademark Assignment and Agreement, thereby granting WAM an exclusive license to use the Marks, and intending to be legally bound hereby, WAM hereby assigns and transfers unto MSH the entire right, title and interest in and to the Marks, including any and all rights in the trade dress and packaging designs related thereto, and any and all other rights which WAM may have acquired with respect thereto pursuant to common law or any other law or regulation or practice, including but not limited to all claims for damages by reason of past infringement of said trademarks, with the right to sue for and collect the same for its own use and enjoyment, and for the use and enjoyment of its successors, assigns, or other legal representatives, together with the good will of the business symbolized thereby.

IN WITNESS WHEREOF, the parties have caused this Trademark Assignment and Agreement to be duly executed and made effective as of the day and year first written above.

WONDERLAND AMUSEMENT  
MANAGEMENT LLC

By: Kenneth E. Patrick  
Kenneth E. Patrick  
Assistant Secretary

MSH SOUTH INC.

By: Robert C. Campbell  
Robert C. Campbell  
Chief Operating Officer

**SCHEDULE A- TRADEMARKS**

A KINGDOM FOR KIDS! (design)

U.S. Reg. # 2,872,228

A KINGDOM FOR KIDS!

U.S. Reg. # 2,872,229