

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|----------------------------------|--|----------------|----------------------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | MERGER | | |
| EFFECTIVE DATE: | 06/30/2009 | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Sandcastle of Pennsylvania, L.P. | | 06/30/2009 | LIMITED PARTNERSHIP: DELAWARE |
| RECEIVING PARTY DATA | | | |
| Name: | Kennywood Entertainment Partners, L.P. | | |
| Street Address: | 4590 MacArthur Blvd. | | |
| Internal Address: | Suite 400 | | |
| City: | Newport Beach | | |
| State/Country: | CALIFORNIA | | |
| Postal Code: | 92660 | | |
| Entity Type: | LIMITED PARTNERSHIP: DELAWARE | | |
| PROPERTY NUMBERS Total: 1 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 3256259 | SANDCASTLE | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | (949)760-9502 | | |
| | <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> | | |
| Phone: | 9497600404 | | |
| Email: | efiling@kmob.com | | |
| Correspondent Name: | Knobbe, Martens, Olson & Bear LLP | | |
| Address Line 1: | 2040 Main Street | | |
| Address Line 2: | 14th Floor | | |
| Address Line 4: | Irvine, CALIFORNIA 92614 | | |
| ATTORNEY DOCKET NUMBER: | PALACE.077T | | |
| NAME OF SUBMITTER: | Gregory B. Phillips | | |

OP \$40.00 3256259

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REEL: 004230 FRAME: 0980

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|--|--------------------|
| Signature: | /gregory phillips/ |
| Date: | 06/24/2010 |
| Total Attachments: 3 source=SP to KEP 6-30-09#page1.tif source=SP to KEP 6-30-09#page2.tif source=SP to KEP 6-30-09#page3.tif | |

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

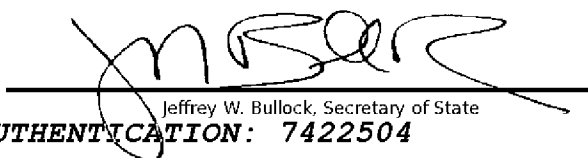
"SANDCASTLE OF PENNSYLVANIA, L.P.", A DELAWARE LIMITED PARTNERSHIP,

WITH AND INTO "KENNYWOOD ENTERTAINMENT PARTNERS, L.P." UNDER THE NAME OF "KENNYWOOD ENTERTAINMENT PARTNERS, L.P.", A LIMITED PARTNERSHIP ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTEENTH DAY OF JULY, A.D. 2009, AT 9:18 O'CLOCK A.M.

2357528 8100M

090702332




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7422504

DATE: 07-16-09

You may verify this certificate online
at corp.delaware.gov/authver.shtml

TRADEMARK
REEL: 004230 FRAME: 0982

STATE OF DELAWARE
CERTIFICATE OF MERGER

OF

SANDCASTLE OF PENNSYLVANIA, L.P.,
a Delaware limited partnership

WITH AND INTO

KENNYWOOD ENTERTAINMENT PARTNERS, L.P.,
a Delaware limited partnership

Pursuant to Title 6, Section 17-211 of the Delaware Revised Uniform Limited Partnership Act, the undersigned limited partnership executed the following Certificate of Merger:

FIRST: The name of the surviving limited partnership is Kennywood Entertainment Partners, L.P., a Delaware limited partnership ("KEP"), and the name of the limited partnership being merged into this surviving limited partnership is Sandcastle of Pennsylvania, L.P., a Delaware limited partnership ("Sandcastle").

SECOND: An Agreement and Plan of Merger, dated as of June 30, 2009 (the "Merger Agreement"), has been approved, adopted, certified, executed and acknowledged by KEP and Sandcastle.

THIRD: The name of the surviving limited partnership in the merger herein certified is Kennywood Entertainment Partners, L.P., a Delaware limited partnership.

FOURTH: The merger shall be effective upon filing of this Certificate of Merger.

FIFTH: The executed Merger Agreement is on file at the office of the surviving limited partnership, located at 4590 Macarthur Blvd, Suite 400, Newport Beach, California 92660.

SIXTH: A copy of the aforementioned Merger Agreement will be furnished by the surviving limited partnership, on request and without cost, to any partner of any constituent entity.


IN WITNESS WHEREOF, said surviving limited partnership has caused this Certificate of Merger to be duly executed by an its general partner : this 30th day of June, 2009.

**KENNYWOOD ENTERTAINMENT PARTNERS, L.P.,
a Delaware limited partnership**

**By: Kennywood Entertainment, Inc.,
a Pennsylvania corporation**

Its: General Partner

By: _____


Todd Wulffson
Secretary
Authorized Officer

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RECORDED: 06/24/2010

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