

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/30/2009

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Kennywood Entertainment, Inc.		06/30/2009	CORPORATION: PENNSYLVANIA

RECEIVING PARTY DATA

Name:	Festival Fun Parks, LLC
Street Address:	4590 MacArthur Blvd.
Internal Address:	Suite 400
City:	Newport Beach
State/Country:	CALIFORNIA
Postal Code:	92660
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	3256259	SANDCASTLE
Registration Number:	3440786	KENNYWOOD

CORRESPONDENCE DATA

Fax Number: (949)760-9502
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 9497600404
 Email: efilings@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.079T

900165480

**TRADEMARK
 REEL: 004231 FRAME: 0013**

OP \$65.00 3256259

NAME OF SUBMITTER:	Gregory B. Phillips
Signature:	/gregory phillips/
Date:	06/24/2010
Total Attachments: 3 source=(2) KEI to FFP 6-30-09#page1.tif source=(2) KEI to FFP 6-30-09#page2.tif source=(2) KEI to FFP 6-30-09#page3.tif	

Delaware

PAGE 1

The First State

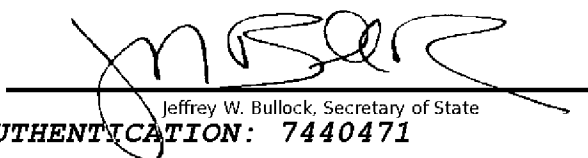
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"KENNYWOOD ENTERTAINMENT, INC.", A PENNSYLVANIA CORPORATION, WITH AND INTO "FESTIVAL FUN PARKS, LLC" UNDER THE NAME OF "FESTIVAL FUN PARKS, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF JULY, A.D. 2009, AT 8:12 O'CLOCK P.M.

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7440471

DATE: 07-27-09

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

TRADEMARK
REEL: 004231 FRAME: 0015

STATE OF DELAWARE
CERTIFICATE OF MERGER

OF

KENNYWOOD ENTERTAINMENT, INC.,
a Pennsylvania corporation

WITH AND INTO

FESTIVAL FUN PARKS, LLC,
a Delaware limited liability company

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act, the undersigned limited liability company executed the following Certificate of Merger:

FIRST: The name of the surviving limited liability company is Festival Fun Parks, LLC, a Delaware limited liability company ("*Festival*"), and the name of the corporation being merged into this surviving limited liability company is Kennywood Entertainment, Inc., a Pennsylvania corporation ("*Kennywood*").

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 Festival and Kennywood.

THIRD: The name of the surviving limited liability company in the merger herein certified is Festival Fun Parks, LLC, a Delaware limited liability company.

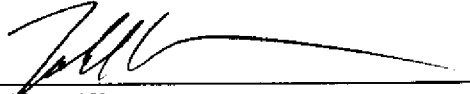
FOURTH: The merger shall be effective upon the filing of this Certificate of Merger.

FIFTH: The executed Merger Agreement is on file at the office of the surviving limited liability company, 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 liability company, on request and without cost, to any member or any shareholder of any constituent entity.

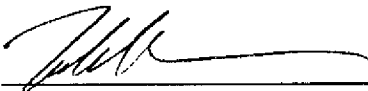
IN WITNESS WHEREOF, the parties have caused this Certificate of Merger to be duly executed by an authorized person this 30 day of June, 2009.

**KENNYWOOD ENTERTAINMENT, INC.,
a Pennsylvania corporation**

By: 

Todd Wulffson
Secretary

**FESTIVAL FUN PARKS, LLC,
a Delaware limited liability company**

By: 

Todd Wulffson
Secretary