

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Darien Lake Theme Park and Camping Resort, Inc.		04/07/2007	CORPORATION: NEW YORK
Parc 7F-Operations Corporation		04/07/2007	CORPORATION: FLORIDA
RECEIVING PARTY DATA			
Name:	CNL Income Darien Lake, LLC		
Street Address:	450 South Orange Avenue		
City:	Orlando		
State/Country:	FLORIDA		
Postal Code:	32801		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2891370	DARIEN LAKE	
CORRESPONDENCE DATA			
Fax Number:	(407)843-4444		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	407-418-6234		
Email:	chad.duberke@lowndes-law.com		
Correspondent Name:	Chad C. Duberke		
Address Line 1:	215 North Eola Drive		
Address Line 4:	Orlando, FLORIDA 32802-2809		
ATTORNEY DOCKET NUMBER:	0914625-139814		
NAME OF SUBMITTER:	Chad C. Duberke		
Signature:	/Chad C. Duberke/		

OP \$40.00 2891370

900168083

**TRADEMARK
 REEL: 004250 FRAME: 0001**

Date:

07/29/2010

Total Attachments: 6

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ASSIGNMENT AND ASSUMPTION OF OWNED INTELLECTUAL PROPERTY

[Darien Lake]

THIS ASSIGNMENT AND ASSUMPTION OF OWNED INTELLECTUAL PROPERTY (this "Assignment") is made and entered into as of the 7th day of April, 2007, by and between PARC 7F-OPERATIONS CORPORATION, a Florida corporation, and DARIEN LAKE THEME PARK AND CAMPING RESORT, INC., A New York corporation (collectively Assignor"), and CNL INCOME DARIEN LAKE, LLC, a Delaware limited liability company ("Assignee").

WITNESSETH:

WHEREAS, PARC 7F-Operations Corporation and CNL Income Properties, Inc., a Maryland corporation and Affiliate of and predecessor in interest to Assignee (the "Purchaser"), are parties to that certain Asset Purchase Agreement dated as of January 10, 2007, as partially assigned by Purchaser to Assignee pursuant to that certain Partial Assignment and Assumption of Asset Purchase Agreement, dated as of April 5, 2007, between Purchaser, as assignor, and Assignee, as assignee (collectively, and as may be amended, the "Purchase Agreement"). Pursuant to the Purchase Agreement, Assignor has agreed, among other things, to sell, assign, transfer and convey to Purchaser, or its permitted assigns, the Darien Lake Assets; and

WHEREAS, in connection with the sale and purchase of the Darien Lake Assets, Assignor has agreed to assign to Assignee all of Assignor's right, title and interest in and to, and Assignee has agreed to assume from Assignor all of Assignor's obligations and liabilities under, the Owned Intellectual Property related to the Darien Lake Assets, including without limitation, the Future Acquired Intellectual Property and the Owned Intellectual Property set forth on Exhibit A attached hereto (the "Darien Lake Owned Intellectual Property"), other than the applicable Seller Liabilities. Unless otherwise defined herein, all capitalized terms used in this Assignment shall have the meaning given to such term in the Purchase Agreement.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound, the parties agree as follows:

1. Assignment. Assignor hereby assigns, transfers, and conveys to Assignee all of Assignor's right, title and interest, together with the goodwill of the business connected with and symbolized by the trademark, as well as all rights to damages or profits, due or accrued, arising out of past infringement of such trademark or injury to said goodwill and the right to sue for and receive the same in the Assignee's own name, in and to the Darien Lake Owned Intellectual Property, except for the applicable Seller Liabilities.
2. Assumption. Assignee hereby assumes all of liabilities and obligations of Assignor under the Darien Lake Owned Intellectual Property that arise on or after the Closing

Date and agrees to perform all obligations of Assignor under the Darien Lake Owned Intellectual Property that are to be performed or that become due on or after the Closing Date, except for the applicable Seller Liabilities.

3. **Representations and Warranties.** Assignor makes no representations or warranties to Assignee with respect to the Darien Lake Owned Intellectual Property other than those specifically set forth in the Purchase Agreement that survive the Closing.

4. **Further Assurances.** Assignor covenants with Assignee and Assignee covenants with Assignor that each will execute or procure any additional documents necessary to establish the rights of the other hereunder.

5. **Counterparts.** This Assignment may be executed by the parties in counterparts, in which event the signature pages thereof shall be combined in order to constitute a single original document.

6. **Binding Effect.** This Assignment shall be binding upon and inure to the benefit of Assignor, Assignee and their respective successors and assigns.

[Signatures on following page]

IN WITNESS WHEREOF, the Assignor and Assignee have executed this Assignment as of the date set forth above.

ASSIGNOR:

PARC 7F-OPERATIONS CORPORATION,
a Florida corporation


By: Randal H. Drew, Pres
Name: Randal H. Drew
Title: President

**DARIEN LAKE THEME PARK AND
CAMPING RESORT, INC.,**
a New York corporation

By: Randal H. Drew, Pres
Name: Randal H. Drew
Title: President

ASSIGNEE:

CNL INCOME DARIEN LAKE, LLC,
a Delaware limited liability company

By: 
Name: Amy Sinelli
Title: Senior Vice President

STATE OF New York

COUNTY OF New York

The foregoing instrument was acknowledged before me this 4th day of April, 2007, by Randal H. Drew, as President of PARC 7F-OPERATIONS CORPORATION, a Florida corporation, on behalf of said entity. He/She is personally known to me or has produced a drivers license as identification.

(NOTARY SEAL)

Danielle J. Bernthal
Notary Public Signature

(Name typed, printed or stamped)
Notary Public, State of _____
Commission No.: _____
My Commission Expires: _____

DANIELLE J. BERNTHAL
NOTARY PUBLIC-STATE OF NEW YORK
No. 02BE6156370
Qualified In New York County
My Commission Expires November 27, 2010

STATE OF New York

COUNTY OF New York

The foregoing instrument was acknowledged before me this _____ day of April, 2007, by Randal H. Drew, as President of DARIEN LAKE THEME PARK AND CAMPING RESORT, INC., a New York corporation, on behalf of said entity. He/She is personally known to me or has produced a drivers license as identification.

(NOTARY SEAL)

Danielle J. Bernthal
Notary Public Signature

(Name typed, printed or stamped)
Notary Public, State of _____
Commission No.: _____
My Commission Expires: _____

DANIELLE J. BERNTHAL
NOTARY PUBLIC-STATE OF NEW YORK
No. 02BE6156370
Qualified In New York County
My Commission Expires November 27, 2010

STATE OF New York

COUNTY OF New York

The foregoing instrument was acknowledged before me this 7th day of April, 2007, by Amy Sinelli, as Senior Vice President of CNL INCOME DARIEN LAKE, LLC, a Delaware limited liability company, on behalf of said entities. He/She is personally known to me or has produced Florida Drivers License as identification.

(NOTARY SEAL)



Notary Public Signature

(Name typed, printed or stamped)
Notary Public, State of _____
Commission No.: _____
My Commission Expires: _____

JULIENNE AMOROSO
Notary Public, State of New York
No. 01AM4663738
Qualified in Queens County
Certificate Filed in New York County
Commission Expires December 31, 2012

EXHIBIT A

DARIEN LAKE OWNED INTELLECTUAL PROPERTY

Registered Trademark(s):

Darien Lake
Registration Number 2,891,379
Registration Date October 5, 2004

Domain Name(s):

bestpicnicver.com

Other Intellectual Property:

To the extent the following names of Amusement Rides in Section 3.1(k) of the Seller's Disclosure to the Stock Purchase Agreement qualify as Owned Intellectual Property:

Bear Valley Bumper Buggies	Ranger
Boat Docks	Scrambler
Boomerang	Shipwreck Falls
Crocodile Isle	Sleighride
Giant WheelGrizzly Run	Slingshot
Grande Carousel	Spy Coaster
Haymaker (Twister)	The Big Kahuna
Lasso	Thunder Rapids
Mind Eraser	Tin Lizzy's
Pirate	Tornado
Predator	Turbobungy
Raging Seas	UFO
Rodeo Round-up	Watkins Glen Road Rally