

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Wonderland Amusement Management LLC		11/12/2010	LIMITED LIABILITY COMPANY: PENNSYLVANIA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	GE Business Financial Services Inc. (formerly known as Merrill Lynch Business Financial Services Inc.), as Administrative Agent		
<b>Street Address:</b>	500 West Monroe Street		
<b>City:</b>	Chicago		
<b>State/Country:</b>	ILLINOIS		
<b>Postal Code:</b>	60601		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 5</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	1899268	DUTCH WONDERLAND	
<b>Registration Number:</b>	2872228	A KINGDOM FOR KIDS!	
<b>Registration Number:</b>	2872229	A KINGDOM FOR KIDS!	
<b>Registration Number:</b>	2947909	DUTCH WINTER WONDERLAND	
<b>Registration Number:</b>	2567381	OLD MILL STREAM CAMPING MANOR	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(312)993-9767		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	312-993-2698		
<b>Email:</b>	magdalini.rizakos@lw.com		
<b>Correspondent Name:</b>	Magdalini Rizakos c/o Latham & Watkins		
<b>Address Line 1:</b>	233 South Wacker Drive, Suite 5800		
<b>Address Line 4:</b>	Chicago, ILLINOIS 60606		

CH \$140.00 1899268

900177330

**TRADEMARK**  
 REEL: 004413 FRAME: 0671

NAME OF SUBMITTER:	Magdalini Rizakos
Signature:	/mr/
Date:	11/12/2010
<b>Total Attachments: 7</b> source=Trademark Security Agreement (Wonderland)#page1.tif source=Trademark Security Agreement (Wonderland)#page2.tif source=Trademark Security Agreement (Wonderland)#page3.tif source=Trademark Security Agreement (Wonderland)#page4.tif source=Trademark Security Agreement (Wonderland)#page5.tif source=Trademark Security Agreement (Wonderland)#page6.tif source=Trademark Security Agreement (Wonderland)#page7.tif	

## TRADEMARK SECURITY AGREEMENT

THIS TRADEMARK SECURITY AGREEMENT (the "Agreement") is made as of this 12th day of November, 2010 by Wonderland Amusement Management LLC, a Pennsylvania limited liability company ("Grantor") in favor of GE Business Financial Services Inc. (formerly known as Merrill Lynch Business Financial Services Inc.) , in its capacity as Administrative Agent for the Lenders party to the Credit Agreement (defined below) ("Grantee").

### WITNESSETH

WHEREAS, Festival Fun Parks, LLC, a Delaware limited liability company ("Borrower") and Grantee are parties to a certain Amended and Restated Credit Agreement dated June 6, 2008 (as the same may be amended, restated, reaffirmed, supplemented or otherwise modified from time to time, the "Credit Agreement") providing for the extensions of credit to be made to Borrower by Lenders; and

WHEREAS, pursuant to the terms of that certain Joinder Agreement dated as of even date herewith (as the same may be amended, restated, reaffirmed, supplemented or otherwise modified from time to time, the "Joinder Agreement"), Grantor has joined as a party to that certain Security Agreement dated as of February 20, 2008 between Borrower, the other Credit Parties thereto and Grantee (the "Security Agreement") and has granted to the Grantee, for the benefit of Lenders, a security interest in substantially all of the assets of Grantors including all right, title and interest of Grantors in, to and under all now owned and hereafter acquired Trademarks (as defined in the Security Agreement), together with the goodwill of the business symbolized by each Grantor's Trademarks, and all products and proceeds thereof, to secure the payment of all amounts owing by Borrower under the Credit Agreement and by the Grantors under each of the other Financing Documents.

NOW, THEREFORE, in consideration of the premises set forth herein and for other good and valuable consideration, receipt and sufficiency of which are hereby acknowledged, each Grantor agrees as follows:

1. Incorporation of Credit Agreement and Security Agreement. The Credit Agreement and Security Agreement and the terms and provisions thereof are hereby incorporated herein in their entirety by this reference thereto. All terms capitalized but not otherwise defined herein shall have the same meanings herein as in the Security Agreement. To the extent any terms in the Agreement contradict any terms in the Security Agreement, the terms in the Security Agreement control.

2. Grant and Reaffirmation of Grant of Security Interests. To secure the payment and performance of the Obligations (as defined in the Credit Agreement), each Grantor hereby grants to Grantee, for its benefit and the benefit of Lenders, and hereby reaffirms its prior grant pursuant to the Security Agreement of, a continuing security interest in each Grantor's entire right, title and interest in and to the following (all of the following items or types of property being herein collectively referred to as the "Trademark Collateral"), whether now owned or existing or hereafter created, acquired or arising:

(i) each Trademark listed on Schedule 1 annexed hereto, together with any applications, registrations, renewals, reissues, continuations or extensions thereof, and all of the goodwill of the business connected with the use of, and symbolized by, each Trademark; and

(ii) all products and proceeds of the forgoing, including without limitation, any claim by any Grantor against third parties for past, present or future (a) infringement or dilution of any Trademark, or (b) injury to the goodwill associated with any Trademark.

[signature page follows]


IN WITNESS WHEREOF, each Grantor has duly executed this Agreement as of the date first written above.

WONDERLAND AMUSEMENT MANAGEMENT  
LLC

By: Russell D. Owens  
Name: Russell D. Owens  
Title: CEO

Agreed and Accepted  
As of the Date First Written Above

**GE BUSINESS FINANCIAL SERVICES INC.**  
**(formerly known as Merrill Lynch Business**  
**Financial Services Inc.),**  
as Administrative Agent

By: 

Name: John C. Bambach

Title: Duly Authorized Signatory

[Signature Page to Trademark Security Agreement]

**TRADEMARK**  
**REEL: 004413 FRAME: 0676**

**SCHEDULE 1**

**TRADEMARKS**

Sch.A-1

**Schedule 4.09- Intellectual Property**

**Current Federal Trademark Registrations**

<b>Name:</b>	<b>Date:</b>	<b>U.S. P.T.O #</b>
DUTCH WONDERLAND	06/13/1995	1,899,268
Sec. 8 & 15	06/14/2001	
Sec. 8 & 9	12/30/2004	
A KINGDOM FOR KIDS!	08/10/2004	2,872,228
(design)		
Sec. 8 & 15	12/11/2009	



A KINGDOM FOR KIDS!	08/10/2004	2,872,229
Sec. 8 & 15	09/08/2009	
DUTCH WINTER WONDERLAND	05/10/2005	2,947,909

*Note: This registration is currently eligible for Renewal under Sec. 8 & 15*

No trademark applications are pending.

**Unregistered Trademarks**

**Name:**

CASTLE GIFT SHOP  
*(Previously registered in the U.S. Patent & Trademark Office, Registration # 1,907,715; date of registration 07/25/1995; Sec8 & 15- 06/14/2001)*

WAX MUSEUM OF LANCASTER COUNTY HISTORY  
*(Previously registered in the U.S Patent & Trademark Office, Registration # 1,967,484; date of registration 04/09/1996)*

DISCOVER LANCASTER COUNTY HISTORICAL MUSEUM  
*(Previously registered in the U.S. Patent & Trademark Office, Registration # 2,563,697; date of registration 04/23/2002 )*



OLD MILL STREAM CAMPING MANOR

*(Previously registered in the U.S. Patent & Trademark Office, Registration # 2,567,381;  
date of registration 05/07/2002)*

DUTCH WONDERLAND (design)



DUTCH WINTER WONDERLAND (and design)



HAPPY HAUNTINGS



HAVE A DUTCH WONDERFUL DAY

DUKE the dragon

