

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Affidavit to Affirm the Release of Security Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Windward Capital Management, LLC		02/28/2011	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	Festival Fun Parks, LLC		
Street Address:	18300 Von Karman Avenue, Suite 900		
City:	Irvine		
State/Country:	CALIFORNIA		
Postal Code:	92612		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 6			
Property Type	Number	Word Mark	
Registration Number:	2554978	CASTLE PARK	
Registration Number:	2364643	EARTH CAMP	
Registration Number:	2362362	EARTH CAMP	
Registration Number:	2489997	EARTH CAMP	
Registration Number:	2497594	EARTH CAMP	
Registration Number:	2196106	WILD WATERS	
CORRESPONDENCE DATA			
Fax Number:	(212)455-2502		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	(212) 455-7976		
Email:	ksolomon@stblaw.com		
Correspondent Name:	Mindy M. Lok, Esq.		
Address Line 1:	Simpson Thacher & Bartlett LLP		
Address Line 2:	425 Lexington Avenue		
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ATTORNEY DOCKET NUMBER:	073261/0003
NAME OF SUBMITTER:	Mindy M. Lok
Signature:	/ml/
Date:	03/14/2011
Total Attachments: 2 source=Affidavit-Smartparks-Winward#page1.tif source=Affidavit-Smartparks-Winward#page2.tif	

AFFIDAVIT TO AFFIRM THE RELEASE OF SECURITY AGREEMENT

This Affidavit to Affirm the Release of Security Agreement is effective as of Feb. 28th 2011 pursuant to the fulfillment of the loan obligations.

I, Michael Baroni, do hereby declare as follows:

1. I am the General Counsel Festival Fun Parks, LLC, a Delaware limited liability company, located at 18300 Von Karman Avenue, Suite 900, Irvine, CA 92612.
2. Festival Fun Parks, LLC acquired the following U.S. Trademark registration from Smartparks-Riverside, Inc. on May 18, 2004: Registration Number 2,554,978 for the mark **CASTLE PARK** (the "Smartparks-Riverside Mark").
3. Festival Fun Parks, LLC acquired the following U.S. Trademark registrations from Smartparks-Florida, Inc. on May 18, 2004: Registration Number 2,364,643 for the mark **EARTH CAMP**; Registration Number 2,362,362 for the mark **EARTH CAMP**; Registration Number 2,497,594 for the mark **EARTH CAMP**; Registration Number 2,489,997 for the mark **EARTH CAMP**; Registration Number 2,497,594 for the mark **EARTH CAMP**; Registration Number 2,196,106 for the mark **WILD WATERS** (collectively, the "Smartparks-Florida Marks").
4. Smartparks-Riverside, Inc. granted on January 5, 2004 a security interest to Windward Capital Management, LLC (the "Smartparks-Riverside Security Interest") which was recorded on February 5, 2004 at Reel/Frame 2788/0321.
5. Smartparks-Florida, Inc. granted on January 5, 2004 a security interest to Windward Capital Management, LLC (the "Smartparks-Florida Security Interest") which was recorded on February 5, 2004 at Reel/Frame 2788/0346.
6. Due to unknown reasons, a release of the Smartparks-Riverside Security Interest from Windward Capital Management, LLC to Smartparks-Riverside, Inc. was not filed with the U.S. Patent and Trademark Office Assignment Division.
7. Due to unknown reasons, a release of the Smartparks-Florida Security Interest from Windward Capital Management, LLC to Smartparks-Florida, Inc. was not filed with the U.S. Patent and Trademark Office Assignment Division.
8. To the best of my knowledge, prior to the acquisition of the Smartparks-Riverside Mark by Festival Fun Parks, LLC from Smartparks-Riverside, Inc., the indebtedness underlying the Smartparks-Riverside Security Interest was repaid in full, and such security interest is no longer in effect.

9. To the best of my knowledge, prior to the acquisition of the Smartparks-Florida Marks by Festival Fun Parks, LLC from Smartparks-Florida, Inc., the indebtedness underlying the Smartparks-Florida Security Interest was repaid in full, and such security interest is no longer in effect.

The undersigned, being hereby advised that willful false statements and the like so made are punishable by fine or imprisonment, or both, under 18 U.S.C. 1001, declares that the facts set forth in this Declaration are true; all statements made of his own knowledge are true; and all statements made on information and belief are believed to be true.

Festival Fun Parks, LLC

By: 

Name: _____

Title:

Michael L. Baroni
General Counsel & Secretary