

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
 Stylesheet Version v1.2

ETAS ID: TM352465

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Assignment of Intellectual Property Security Agreement		
<b>SEQUENCE:</b>	3		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
General Electric Capital Corporation, as Retiring Agent		08/21/2015	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Antares Capital LP, as Successor Agent		
<b>Street Address:</b>	500 West Monroe Street		
<b>City:</b>	Chicago		
<b>State/Country:</b>	ILLINOIS		
<b>Postal Code:</b>	60661		
<b>Entity Type:</b>	LIMITED PARTNERSHIP: DELAWARE		
<b>PROPERTY NUMBERS Total: 51</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	1535831	BLACK HOLE	
Registration Number:	2554978	CASTLE PARK	
Registration Number:	3693074	DAYCATION	
Registration Number:	3693075	DAYCATION	
Registration Number:	3561833	THE DAYCATION DESTINATION	
Registration Number:	3561848	THE DAYCATION DESTINATION	
Registration Number:	3761788	DR. VON DARK'S TUNNEL OF TERROR	
Registration Number:	3761789	DR. VON DARK'S TUNNEL OF TERROR	
Registration Number:	2489997	EARTH CAMP	
Registration Number:	2497594	EARTH CAMP	
Registration Number:	2197511	HIGH EXTREME	
Registration Number:	3610067	HONOLULU HALF PIPE	
Registration Number:	3610068	HONOLULU HALF PIPE	
Registration Number:	1162253	KAMIKAZE	
Registration Number:	3440786	KENNYWOOD	
Registration Number:	1311539	LAZY RIVER	
Registration Number:	2468658	MALIBU SPEEDZONE	
Registration Number:	2463078	MALIBU SPEEDZONE	
<b>TRADEMARK</b>			

OP \$1290.00 1535831

Property Type	Number	Word Mark
Registration Number:	2599231	MERLIN'S REVENGE
Registration Number:	1348649	RAGING WATERS
Registration Number:	3256259	SANDCASTLE
Registration Number:	3723418	SCREAMIN DEMON
Registration Number:	3723419	SCREAMIN DEMON
Registration Number:	2029600	SPLASH ISLAND ADVENTURE
Registration Number:	3138856	SPLISH SPLASH
Registration Number:	3139049	SPLISH SPLASH
Registration Number:	1750522	
Registration Number:	3821857	THE BERMUDA TRIANGLE
Registration Number:	1755840	THE WORLD'S GREATEST WATER ADVENTURE
Registration Number:	2991908	THUNDER RAPIDS
Registration Number:	1226220	WET 'N WILD
Registration Number:	2199474	WET'N WILD
Registration Number:	2194958	WET 'N WILD
Registration Number:	2129170	WET'N WILD
Registration Number:	2195012	WET'N WILD
Registration Number:	1578214	WILD WATERS
Registration Number:	1794443	WILLY WILLY
Registration Number:	1693572	WILLY-WILLY
Registration Number:	4037884	OLD MILL STREAM
Registration Number:	4037885	OLD MILL STREAM
Registration Number:	2613584	NOAH'S ARK
Registration Number:	2098327	ENDLESS RIVER
Registration Number:	0772473	MIAMI SEAQUARIUM
Registration Number:	2980590	MIAMI SEAQUARIUM
Registration Number:	0767700	SEAQUARIUM
Registration Number:	1648383	SEAQUARIUM
Registration Number:	2872228	A KINGDOM FOR KIDS!
Registration Number:	2872229	A KINGDOM FOR KIDS!
Registration Number:	2947909	DUTCH WINTER WONDERLAND
Registration Number:	1899268	DUTCH WONDERLAND
Serial Number:	85202189	PALACE ENTERTAINMENT

#### CORRESPONDENCE DATA

Fax Number: 7147558290

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.*

Phone: 714-540-1235

**Email:** ipdocket@lw.com  
**Correspondent Name:** Latham & Watkins LLP  
**Address Line 1:** 650 Town Center Drive, Suite 2000  
**Address Line 4:** Costa Mesa, CALIFORNIA 92626

**ATTORNEY DOCKET NUMBER:** 025646-0000 (PALACE)

**NAME OF SUBMITTER:** Anna T Kwan

**SIGNATURE:** /atk/

**DATE SIGNED:** 08/24/2015

**Total Attachments: 10**

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**ASSIGNMENT OF INTELLECTUAL PROPERTY  
SECURITY AGREEMENT**

This **ASSIGNMENT OF INTELLECTUAL PROPERTY SECURITY AGREEMENT**, dated as of August 21, 2015 (this “**Assignment**”), is by **GENERAL ELECTRIC CAPITAL CORPORATION (“GECC”)**, acting in its capacity as the current and resigning collateral agent (in such capacity, the “**Retiring Agent**”), and **ANTARES CAPITAL LP**, a Delaware limited partnership (“**Antares**”), acting in its capacity as the successor collateral agent (in such capacity, the “**Successor Agent**”).

**RECITALS:**

**WHEREAS**, Festival Fun Parks, LLC, Wonderland Amusement Management LLC, each as a “Grantor” (as applicable), and Retiring Agent are parties to those certain intellectual property security agreements identified in Exhibit A attached hereto (as the same have been and may hereafter be amended, restated, supplemented or otherwise modified from time to time, collectively, the “**Agreements**”) covering certain intellectual property set forth on Exhibit B attached hereto; and

**WHEREAS**, pursuant to that certain Omnibus Agency Transfer Agreement by and among GECC, as the Retiring Agent, and Antares, as Successor Agent, Retiring Agent has assigned to Successor Agent all of its rights, remedies, duties and other obligations under, among other documents, the Agreements, in each instance, in its capacity as administrative agent and, if applicable, collateral agent.

**NOW, THEREFORE**, in consideration of the foregoing, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Retiring Agent hereby assigns and transfers to Successor Agent and its successors and assigns, all of its rights, title and interest in and to the Agreements.

This Assignment may be executed in any number of counterparts, each of which when so executed shall be deemed an original and all of which taken together shall constitute one and the same instrument.

*[Remainder of Page Intentionally Left Blank; Signature Page Follows]*

IN WITNESS WHEREOF, Retiring Agent and Successor Collateral Agent have caused this Assignment to be duly executed as of the date first above written.

**RETIRING AGENT:**

**GENERAL ELECTRIC CAPITAL  
CORPORATION**

By: 

Name: STEVEN FLOWERS

Its: Duly Authorized Signatory

**SUCCESSOR AGENT:**

**ANTARES CAPITAL LP**

By: 

Name: DAVID BRACKETT

Title: Duly Authorized Signatory

## EXHIBIT A

Copyright Security Agreement, dated as of February 28, 2011 and filed with the United States Copyright Office on March 10, 2011 in Volume 3600, Document 519.

Patent Security Agreement, dated as of February 28, 2011 and filed with the United States Patent and Trademark Office on March 9, 2011 at Reel 025920, Frame 0360.

Trademark Security Agreement, dated as of February 28, 2011 and filed with the United States Patent and Trademark Office on March 9, 2011 at Reel 004493, Frame 0345.

Trademark Security Agreement, dated as of March 30, 2012 and filed with the United States Patent and Trademark Office on May 25, 2012 at Reel 004788, Frame 0426.

Trademark Security Agreement, dated as of July 11, 2014 and filed with the United States Patent and Trademark Office on July 21, 2014 at Reel 005326, Frame 0813.

## EXHIBIT B

### COPYRIGHT REGISTRATIONS

**Grantor: Festival Fun Parks, LLC**

Title	Registration No.	Registration Date
The land of Kachoo	PAu 1-895-607	06/17/1994
The dragon's tale	PAu 1-941-840	01/03/1995
The spider's web	PAu 2-165-378	12/13/1996
Winds of imagination	TX 3-089-951	06/21/1991
Earth Camp Design	VA 0000763474	01/22/1996

**Grantor: Wonderland Amusement Management LLC**

Title	Registration No.	Registration Date
Beyond the castle walls.	TXu1-309-092	6/17/2006

### PATENTS AND PATENT APPLICATIONS



**Grantor: Festival Fun Parks, LLC**


Title	Application No.	Filing Date	Patent No.	Issue Date
Vehicle Barrier System	09026861	1998-02-20	6059487	2000-05-09

### TRADEMARK REGISTRATIONS AND APPLICATIONS

**Grantor: Festival Fun Parks, LLC**



Mark	App. No. Filing Date	Reg. No. Reg. Date
BLACK HOLE	73/746353 08/15/1988	1535831 04/18/1989


<b>Mark</b>	<b>App. No. Filing Date</b>	<b>Reg. No. Reg. Date</b>
CASTLE PARK	76/041250 05/04/2000	2554978 04/02/2002
DAYCATION	77/170405 05/01/2007	3693074 10/06/2009
<b>DAYCATION</b>	77/170422 05/01/2007	3693075 10/06/2009
THE DAYCATION DESTINATION	77/170423 05/01/2007	3561833 01/13/2009
	77/177653 05/10/2007	3561848 01/13/2009
DR. VON DARK'S TUNNEL OF TERROR	77/625898 12/03/2008	3761788 03/16/2010
	77/625917 12/03/2008	3761789 03/16/2010
EARTH CAMP	75/793238 09/07/1999	2489997 09/18/2001

Mark	App. No. Filing Date	Reg. No. Reg. Date
	75/793218 09/07/1999	2497594 10/16/2001
HIGH EXTREME	75/295826 05/21/1997	2197511 10/20/1998
HONOLULU HALF PIPE	77/446419 04/11/2008	3610067 04/21/2009
	77/446469 04/11/2008	3610068 04/21/2009
KAMIKAZE	73/236189 10/22/1979	1162253 07/21/1981
KENNYWOOD	78/955690 08/18/2006	3440786 06/03/2008
LAZY RIVER	73/467352 02/27/1984	1311539 12/25/1984
MALIBU SPEEDZONE	75/334124 08/01/1997	2468658 07/17/2001
	75/351249 09/03/1997	2463078 06/26/2001
MERLIN'S REVENGE	76/201751 01/30/2001	2599231 07/23/2002

Mark	App. No. Filing Date	Reg. No. Reg. Date
	85/202189 12/20/2010	
RAGING WATERS	73/498924 09/11/1984	1348649 07/09/1985
SANDCASTLE	78/955717 08/18/2006	3256259 06/26/2007
SCREAMIN DEMON	77/564756 09/08/2008	3723418 12/08/2009
	77/564763 09/08/2008	3723419 12/08/2009
SPLASH ISLAND ADVENTURE	74/667688 04/28/1995	2029600 01/14/1997
SPLISH SPLASH	78/719821 09/23/2005	3138856 09/05/2006
	78/728839 10/07/2005	3139049 09/05/2006
	74/260678 03/30/1992	1750522 02/02/1993
THE BERMUDA TRIANGLE	77/911401 01/13/2010	3821857 07/20/2010

Mark	App. No. Filing Date	Reg. No. Reg. Date
THE WORLD'S GREATEST WATER ADVENTURE	74/296878 07/23/1992	1755840 03/02/1993
THUNDER RAPIDS	78/363500 02/05/2004	2991908 09/06/2005
WET 'N WILD	73/176927 07/03/1978	1226220 02/01/1983
	75/278490 04/21/1997	2199474 10/27/1998
	75/267814 04/02/1997	2194958 10/13/1998
	75/268282 04/02/1997	2129170 01/13/1998
	75/278546 04/21/1997	2195012 10/13/1998
	73799406 1578214	1578214 1990-01-16


Mark	App. No. Filing Date	Reg. No. Reg. Date
	74/035944 03/08/1990	1794443 09/21/1993
WILLY-WILLY	74/035724 03/07/1990	1693572 06/09/1992
OLD MILL STREAM	85/248,818 02/22/2011	4037884 10/11/2011
	85/248,824 02/22/2011	4037885 10/11/2011

Mark	App. No. Filing Date	Reg. No. Reg. Date
	75/072,459 03/14/1996	2,613,584 09/03/2002
ENDLESS RIVER	75/095,340 04/29/1996	2,098,327 09/16/1997

Mark	Jurisdiction	App. No., Filing Date	Registration, Registration Date
MIAMI SEAQUARIUM	US	72/170926, 6/13/1963	0,772,473, 06/30/1964

MIAMI SEAQUARIUM	US	76/579329, 3/4/2004	2,980,590, 08/02/2005
SEAQUARIUM	US	72/170924, 6/13/1963	0,767,700, 03/31/1964
SEAQUARIUM	US	73/837194, 11/9/1989	1,648,383, 06/18/1991

**Grantor: Wonderland Amusement Management LLC**

Mark	App. No. Filing Date	Reg. No. Reg. Date
	76/396030 04/15/2002	2872228 08/10/2004
A KINGDOM FOR KIDS!	76/396032 04/15/2002	2872229 08/10/2004
DUTCH WINTER WONDERLAND	78/385616 03/17/2004	2947909 05/10/2005
DUTCH WONDERLAND	74/481273 01/24/1994	1899268 06/13/1995