

SCHEDULE A

Schedule A to a Trademark Assignment of Security dated July 29, 1998, by and between FESTIVAL FUN PARKS, LLC and FLEET CAPITAL CORPORATION, as Agent.

I. U.S. Federal Registrations

<u>Mark</u>	<u>Registration No. or Application No.</u>	<u>Registration or Filing Date</u>
CAMELOT PARK FAMILY ENTERTAINMENT CENTERS	1,674,611	02/04/92
DESIGN ONLY	2,035,612	02/04/97
PALACE PARK and Design	2,050,888	04/08/97
CAMELOT PARK and Design	2,051,001	04/08/97
PALACE PARK FAMILY ENTERTAINMENT CENTER	2,130,141	01/20/98

TRADEMARK COLLATERAL SECURITY AGREEMENT
(SHORT FORM)

WHEREAS, Festival Fun Parks, LLC, a limited liability company formed under the laws of the State of Delaware ("Company"), having a principal place of business at 104 West Anapamu Street, Suite G, Santa Barbara, CA 93103 has adopted, used and is using the trademarks and service marks shown in the attached Schedule A (the "Marks"), for which there are registrations or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, Company is obligated to Agent, Co-Documentary Agents and Lenders (each term as hereinafter defined), pursuant to (i) a certain Loan and Security Agreement, dated the date hereof, among Company, FEC Holding Company, Inc., Fleet Capital Corporation ("Fleet"), the various financial institutions named therein or which hereafter become a party thereto (Fleet and such other financial institutions, collectively, "Lenders"), Fleet as administrative and collateral agent for Lenders ("Agent") and PNC Bank, National Association ("PNC") and The Bank of Nova Scotia ("ScotiaBank") as co-documentary agents (PNC and ScotiaBank, in such capacity, "Co-Documentary Agents"), (ii) a certain Trademark Collateral Security Agreement, dated the date hereof made by Company in favor of Agent for the ratable benefit of Lenders (as each may be amended, supplemented, restated or otherwise modified from time to time, collectively, the "Agreements"); and

WHEREAS, pursuant to the Agreements, Company is granting to Agent for the ratable benefit of Lenders a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, as collateral security for the prompt payment of the Obligors (as defined in the Agreements), Company does hereby grant and convey to Agent for the ratable benefit of Lenders, a security interest in and to the Marks, together with the goodwill of the business to which each of the Marks relates, and registrations and applications therefor, in accordance with the terms and provisions of the Agreements.

Company expressly acknowledges and affirms that the rights and remedies of Agent and Lenders with respect to the security interest granted and conveyed hereby are more fully set forth in the Agreements.

Dated as of: July 29, 1998

Witness:

Jeffrey Fried

FESTIVAL FUN PARKS, LLC

By: Thomas J. Sikorski
Name: ~~Thomas J. Sikorski~~ MARK C. Monaco
Title: ~~President~~ Vice President

Witness:

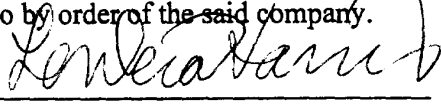
Jeffrey Fried

FLEET CAPITAL CORPORATION, as Agent

By: Richard K. Stang
Name: Richard K. Stang
Title: Senior Vice President

STATE OF NEW YORK)
): ss.:
COUNTY OF NEW YORK)

On this 27th day of July, 1998, before me personally came Mark C. Monaco, to me known, who, being by me duly sworn, did depose and say that he is Vice President of Festival Fun Parks, LLC, the limited liability company described in and which executed the foregoing instrument; and that he signed his name thereto by order of the said company.

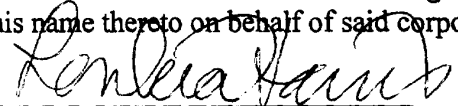


Notary Public

LOUKIA HARRIS
Notary Public of New York
No. 01HA4995575
Qualified in Nassau County
Commission Expires April 27, 2000

STATE OF NEW YORK)
): ss.:
COUNTY OF NEW YORK)

On this 27th day of July, 1998, before me personally came Richard K. Stang, to me known, who, being by me duly sworn, did depose and say that he is Senior Vice President of Fleet Capital Corporation, the corporation described in and which executed the foregoing instrument; and that he was authorized to sign his name thereto on behalf of said Corporation.



Notary Public

LOUKIA HARRIS
Notary Public of New York
No. 01HA4995575
Qualified in Nassau County
Commission Expires April 27, 2000