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To the Honorable Commissioner of Pat.

Attached original documents or copy thereof.

1. Name of conveying party(ies):
 FESTIVAL FUN PARKS, LLC
 18300 Von Karman Avenue, Suite 900
 Irvine, California 96212

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State:
 Other Delaware Limited Liability Company

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):
 Name: FLEET CAPITAL CORPORATION, AS AGENT
 Internal Address: _____
 Street Address: 200 Glastonbury Boulevard
 City: Glastonbury State: CT ZIP: 06033

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State RI
 Other _____

3. Nature of conveyances: 6-12-00

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: May 3, 2000

If assignee is not domiciled in the United States, a domestic representative designation is attached Yes No
 (Designations must be a separate document from Assignment)
 Additional Name(s) & address(es) attached? Yes No

4. Application Number(s) or registration number(s):
 A. Trademark Application.(s)
SEE ATTACHED SCHEDULE A

B. Trademark registration No.(s)
SEE ATTACHED SCHEDULE A

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Federal Research Corporation
 Internal Address: _____

 Street Address: 400 Seventh Avenue, N.W., Suite 101
 City: Washington State: DC ZIP: 20004

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41): \$ 65.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____
 (Attach duplicate copy of this page if paying by deposit account)

07/06/2000 DCOATES 00000046 2240251
 01 FC:481 40.00 00
 02 FC:482 25.00 00

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document

Loukia Harris *Loukia Harris* June 7, 2000
 Name of Person Signing Signature Date

Total number of pages including coversheet, attachments and document: 7

SCHEDULE A

Schedule A to a Trademark Assignment of Security dated May 3, 2000, 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>
Big Kahuna's	2,240,251	04/20/99
America's Water Park	75-856946	11/24/99

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 18300 Von Karman Avenue, Suite 900, Irvine, California 96212 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 as of July 29, 1998, by and among Company, Palace Entertainment, Inc. (formerly named FEC Holding Company, Inc.), ("Palace"), Splish Splash at Adventureland Inc. ("Splish Splash"), Bullwinkle's Family Fun Center Holdings LLC, ("Bullwinkle's" and together with Splish Splash and Palace collectively, "Guarantors" and, individually, each a "Guarantor"), 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"), and (ii) a certain Trademark Collateral Security Agreement, dated as of July 29, 1998 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.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

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: ~~April~~ May 3, 2000

Witness:

FESTIVAL FUN PARKS, LLC

By: _____
Name:
Title:

Witness:

Evelyn Clark

FLEET CAPITAL CORPORATION, as Agent

By: *Robert Dailey*
Name: ROBERT DAILEY
Title: VP

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.

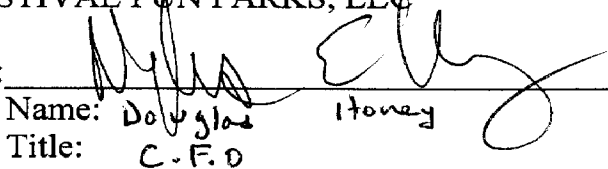
Dated as of: ~~April~~ May 3, 2000

Witness:



FESTIVAL FUN PARKS, LLC

By:


Name: Douglas Honey
Title: C.F.O.

FLEET CAPITAL CORPORATION, as Agent

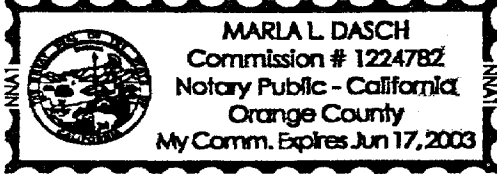
Witness:

By: _____

Name:
Title:

STATE OF California)
): ss.:
COUNTY OF Orange)

On this 17 day of April, 2000, before me personally came Douglas Honey to me known, who, being by me duly sworn, did depose and say that he is the C.F.D. 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



Marla L. Dasch
Notary Public

STATE OF _____)
): ss.:
COUNTY OF _____)

On this ____ day of April , 2000, before me personally came _____, to me known, who, being by me duly sworn, did depose and say that he is the _____ 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

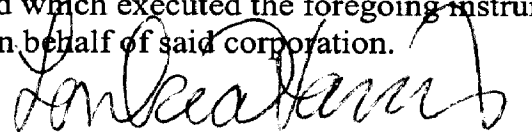
STATE OF _____)
): ss.:
COUNTY OF _____)

On this ____ day of May, 2000, before me personally came _____, to me known, who, being by me duly sworn, did depose and say that he is the _____ 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

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

On this 3 day of May, 2000, before me personally came Robert Dailey, to me known, who, being by me duly sworn, did depose and say that he is a 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, State of New York
No. 01HA4995575
Qualified in Nassau County
Commission Expires April 27, 2002