

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Termination and Release of Security Interest in Trademark Rights

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Wilmington Trust, National Association (successor by merger to Wilmington Trust FSB), as Collateral Agent		09/18/2013	National Association: UNITED STATES

RECEIVING PARTY DATA

Name:	Festival Fun Parks, LLC
Street Address:	4590 Macarthur Blvd.
Internal Address:	Suite 400
City:	Newport Beach
State/Country:	CALIFORNIA
Postal Code:	92660
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Registration Number:	3632292	ALLIGATOR AMBUSH
Registration Number:	3632293	ALLIGATOR AMBUSH
Registration Number:	2017875	SILVER SPRINGS
Registration Number:	3885151	WILD WATERS
Registration Number:	2196106	WILD WATERS
Registration Number:	2471419	WILD WATERS WATERPARK

CORRESPONDENCE DATA

Fax Number:
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: +44 20-7275-6573
Email: tlefranc@stblaw.com

CH \$165.00 3632292

Correspondent Name: Till I. Lefranc, Esq.
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ATTORNEY DOCKET NUMBER:	073261/0003
NAME OF SUBMITTER:	Till I. Lefranc
Signature:	/tl/
Date:	09/18/2013

Total Attachments: 5

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**TERMINATION AND RELEASE OF
SECURITY INTEREST IN TRADEMARK RIGHTS**

TERMINATION AND RELEASE dated as of September 18, 2013 from WILMINGTON TRUST, National Association (successor by merger to Wilmington Trust FSB), located at Rodney Square North, 1100 North Market Street, Wilmington, DE 19890, as collateral agent (the "Grantee") for the Secured Parties, to FESTIVAL FUN PARKS, LLC, a Delaware limited liability company, located at 4590 Macarthur Blvd., Suite 400, Newport Beach, CA 92660 (the "Grantor").

WITNESSETH:

WHEREAS, pursuant to the Indenture, dated as of February 28, 2011 (as it may be amended, restated, amended and restated, supplemented, replaced, refinanced, renewed, extended or otherwise modified from time to time, the "Indenture"), by and among Palace Entertainment Holdings, LLC (the "Issuer"), certain of the Issuer's subsidiaries party thereto as guarantors and the predecessor to the Grantee, Wilmington Trust FSB, as trustee and collateral agent, the Issuer has issued the 8.875% Senior Secured Notes Due 2017;

WHEREAS, in connection with the Indenture, the Grantor entered into a Pledge and Security Agreement, dated as of February 28, 2011 (as amended, restated, reaffirmed, supplemented or otherwise modified from time to time, the "Pledge and Security Agreement"), for the benefit of the Secured Parties;

WHEREAS, pursuant to the Pledge and Security Agreement, a security interest (the "Security Interest") was granted by the Grantor to the Grantee in certain collateral, including the Trademark Collateral (as hereinafter defined);

WHEREAS, pursuant to that certain Trademark Security Agreement dated as of February 28, 2011, among the Grantee, the Borrower and the other Grantors (the "Trademark Security Agreement"), Grantor, by reference to the Security Agreement, reaffirmed their intent to grant a Security Interest to the Grantee specifically in the Trademark Collateral;

WHEREAS, the Trademark Security Agreement was recorded in the United States Patent and Trademark Office on March 9, 2011 at Reel 004493 and Frame 0271; and

WHEREAS, the Grantee now desires to terminate and release the entirety of its Security Interest in the Trademark Collateral;

NOW, THEREFORE, for good and valuable consideration, and upon the terms set forth in this Termination and Release, the Grantee hereby states as follows:

1. Definitions. The term "Trademark Collateral," as used herein, shall mean all of the Grantor's right, title and interest of every kind and nature as of the date hereof in the Trademarks listed on Schedule A hereto. The term "Trademarks" shall have the meaning provided by reference in the Trademark Security Agreement.

2. Release of Security Interest. The Grantee, for the benefit of the Secured Parties, hereby terminates, releases and discharges its Security Interest in the Trademark Collateral, and any right, title or interest of the Grantee in such Trademark Collateral shall hereby cease and become void.

3. Authorization. The Grantee authorizes the Grantor to request that the United States Patent and Trademark Office record this Termination and Release against the Trademark Collateral.

4. Further Assurances. The Grantee hereby agrees to duly execute, acknowledge, procure and deliver any further documents and to do such other acts as may be reasonably necessary to effect the release of the Security Interest contemplated hereby.

IN WITNESS WHEREOF, the undersigned has executed this Termination and Release by its duly authorized officer as of the date first above written.

WILMINGTON TRUST, NATIONAL
ASSOCIATION, as Collateral Agent

By: 

Name: Joseph P. O'Donnell

Title: Vice President

[Signature Page to Termination and Release of Security Interest in Trademark Rights]

TRADEMARK
REEL: 005113 FRAME: 0681



FESTIVAL FUN PARKS, LLC

By: Russell D Owens
Name: RUSSEL D. OWENS
Title: CHIEF FINANCIAL OFFICER

[Signature Page to Termination and Release of Security Interest in Trademark Rights]

TRADEMARK
REEL: 005113 FRAME: 0682

Schedule A

	Mark/ Image	App. No. Filing Date	Reg. No. Reg. Date
1.	ALLIGATOR AMBUSH	77/306818 10/17/2007	3632292 06/02/2009
2.	Alligator Ambush 	77/306823 10/17/2007	3632293 06/02/2009
3.	Silver Springs	75/042424 01/11/1996	2017875 11/19/1996
4.	Wild Waters	77/893308 12/14/2009	3885151 12/07/2010
5.	Wild Waters	75/976927 01/11/1996	2196106 10/13/1998
6.	Wild Waters WaterPark 	76/032872 04/24/2000	2471419 07/24/2001