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original documents or copy thereof.

1. Name of conveying party(ies):
Bank of America, N.A., formerly The Boatmen's National Bank of St. Louis

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

2. Name and address of receiving party(ies):
Clipper Cruise Line, Inc.

Name: _____

Internal Address: _____
7711 Bonhomme Avenue

Street Address _____

City: Clayton State MO Zip: 63105

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other Termination of Security Interest and Release of Collateral

Individual(s) citizenship: _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation State Delaware
 Other _____

Execution Date: 3/16/2000

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 patent number(s):

Additional numbers attached? Yes No

A. Trademark Application No.(s)

B. Trademark Registration No(s):

1,261,191 1,304,149

1,686,770 1,485,572

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

6. Total number of applications and registrations involved: 4

Name: _____

7. Total fee (37 CFR 3.41) \$ 115.00

Internal Address: Lewis, Rice & Fingersh, L.C.

Street Address: 500 N. Broadway, Suite 2000

City: St. Louis State: MO Zip: 63102

X Enclosed

Authorized to be charged to deposit account

8. Deposit account number: _____

(Attach duplicate copy of this page if paying by deposit account)

04/14/2000 JSNBAZZ 00000126 1261191

DO NOT USE THIS SPACE

01 FC:481
02 FC:482

(40.00 OP
75.00 OP)

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.

Terri Branson
Name of Person Signing

Signature

3/22/2000
Date

Total number of pages comprising cover sheet: 1

TERMINATION OF SECURITY INTEREST AND RELEASE OF COLLATERAL

THIS TERMINATION OF SECURITY INTEREST AND RELEASE OF COLLATERAL is made effective as of March 16, 2000 (the "Effective Date") by Bank of America, N.A., formerly The Boatmen's National Bank of St. Louis (the "Bank").

WHEREAS, Clipper Cruise Line, Inc.. ("Clipper") granted the Bank a security interest in the trademarks listed on Schedule 1 by instrument which was recorded in the United States Patent and Trademark Office on January 8, 1997 under Reel No. 1565, Frame No. 0692 (the "Trademarks").

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Bank hereby (1) releases, discharges and disclaims, any lien, security interest, pledge and/or assignment created in its favor which burdens the Trademarks, and (2) grants, assigns and conveys, without covenant or warranty, express or implied, all of the Bank's right, title and interest in the Trademarks to Clipper.

IN WITNESS WHEREOF, the undersigned has caused this Termination of Security Interest and Release of Collateral to be executed by a duly authorized representative as of the date first written above.

BANK OF AMERICA, N.A., formerly
The Boatmen's National Bank of St. Louis

By [Signature]
Name: Kevin Handley
Title: Vice President

STATE OF MISSOURI)
) ss:
City OF St. Louis)

On this 16th day of March, 2000, personally before me came Kevin Handley, known to me, and known to me to be the person described and who signed the foregoing document, and, being duly sworn, acknowledged that he executed the same.

[Signature]
Notary Public

PATRICIA A. HILLE
NOTARY PUBLIC - STATE OF MISSOURI
JEFFERSON COUNTY
MY COMMISSION EXP. NOV. 1, 2000

SCHEDULE I

ISSUED TRADEMARK REGISTRATIONS - U.S.

<u>MARK</u>	<u>REG. NO.</u>	<u>APP. DATE</u>	<u>FIRST USE</u>	<u>COUNTRY</u>
Clipper Cruise Line	1,261,191	9/30/82	9/23/82	US
Nantucket Clipper	1,304,149	9/30/82	9/23/82	US
In the Spirit of Adventure	1,686,770	9/4/90	8/13/90	US
Yorktown Clipper	1,485,572	8/24/87	3/25/87	US

SERVER1, MCW, MRT-V, INTRAV, 163119, TM ASSN-CLIPPE V1

RECORDED: 03/23/2000

**TRADEMARK
REEL: 002052 FRAME: 0560**