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TRADEMARKS RECORDATION COVER SHEET

To the Assistant Commissioner of Patents and Trademarks: Please record the attached original document or copy thereof.

<p>1. Name of conveying party(ies): Hospitality & Leisure Management Company, Inc. 1 Gaylord Drive Nashville, Tennessee 37214</p> <p>Type of Entity: a Delaware Corporation</p> <p>Additional names(s) of conveying party(ies) attached? No</p>	<p>2. Name and Address of receiving party(ies): Fiesta Texas Theme Park, Ltd. 9800 Fredericksburg Road, C-3W San Antonio, Texas 78288</p> <p>Type of Entity: a Texas Limited Partnership</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/></p> <p>Additional name(s) & address(es) attached? No</p>
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<p>3. Nature of Conveyance: Other: document previously recorded at reel 1507 frame 0888 contained an error: Trademark Registration No. 1,934,431. Document re-recorded to correct error on stated reel: Trademark Registration No. 1,934,341.</p> <p>Execution Date: January 5, 1996</p>	
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<p>4.A. Trademark Application No(s):</p> <p>Additional numbers attached? No</p>	<p>B. Trademark Registration No.(s) 1,934,341</p>
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<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p>	<p>6. Total number of documents involved: 2</p>
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<p>OSTROLENK, FABER, GERB & SOFFEN, LLP 1180 Avenue of the Americas New York, New York 10036-8403</p>	<p>7. Total fee (37 CFR 3.41): \$ 40.</p> <p>Enclosed as part of Check No. ---- 002118</p> <p><small>In the event the actual fee is greater than the payment submitted or is inadvertently not enclosed or if any additional fee due is not paid, the Patent and Trademark Office is authorized to charge the underpayment to Deposit Account No. 15-0700.</small></p>
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DO NOT USE THIS SPACE

8. 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.

Mary G. Fontenot, Esq. Mary G. Fontenot 11-16-00
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 3

APPENDIX

<u>MARK</u>	<u>REG. NO.</u>	<u>DATE OF REGISTRATION</u>
FIESTA TEXAS	1693240	6/9/92
FIESTA TEXAS	1712688	9/1/92
FIESTA TEXAS	1717122	9/15/92
FIESTA TEXAS	1721108	9/29/92
FIESTA TEXAS	1730178	11/3/92
FIESTA TEXAS	1739903	12/15/92
FIESTA TEXAS	1801516	10/26/93
FIESTA TEXAS	1801550	10/26/93
FIESTA TEXAS	1801565	10/26/93
FIESTA TEXAS	1801578	10/26/93
FIESTA TEXAS	1801633	10/26/93
FIESTA TEXAS	1801644	10/26/93
FIESTA TEXAS	1801665	10/26/93
FIESTA TEXAS	1802551	11/2/93
FIESTA TEXAS	1802817	11/2/93
FIESTA TEXAS	1811595	12/14/93
FIESTA TEXAS	1836140	5/10/94
FIESTA TEXAS AND DESIGN	1692904	6/9/92
FIESTA TEXAS AND DESIGN	1739904	12/15/92
FIESTA TEXAS AND DESIGN	1743806	12/29/92
FIESTA TEXAS AND DESIGN	1798832	10/12/93
FIESTA TEXAS AND DESIGN	1800228	10/19/93
FIESTA TEXAS AND DESIGN	1800076	10/19/93

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FIESTA TEXAS AND DESIGN	1801548	10/26/93
FIESTA TEXAS AND DESIGN	1802749	11/2/93
FIESTA TEXAS AND DESIGN	1806747	11/23/93
FIESTA TEXAS AND DESIGN	1808475	11/30/93
FIESTA TEXAS AND DESIGN	1808522	11/30/93
FIESTA TEXAS AND DESIGN	1808528	11/30/93
FIESTA TEXAS AND DESIGN	1837521	5/24/94
FIESTA TEXAS AND DESIGN	1851030	8/23/94
FIESTALAND	1834923	5/3/94
FIESTALAND TEXAS	1827034	3/15/94
SAN ANTONIO SAM	1888927	4/11/95
STREETMOSPHERE	1891441	4/25/95
THE RATTLER	1934341 1934431	11/7/95
TEXAS FIESTA	1827033	3/15/94
WHERE THE SPIRIT OF TEXAS COMES ALIVE	1847477	7/26/94
CELEBRATION OF THE SPIRIT OF TEXAS	74/511459	4/12/94
FIESTA TEXAS	74/255966	3/16/92
LONESTAR SPECTACULAR	74/511458	4/12/94
SAN ANTONIO SAM ARTISTIC DESIGN	74/487807	2/7/94
THE RATTLER	74/543488	6/28/94
THE TOWN BUILT JUST FOR FUN	74/511457	4/12/94

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A S S I G N M E N T

WHEREAS, Hospitality & Leisure Management Company, Inc., a Delaware corporation, having a principal place of business at One Gaylord Drive, Nashville, Tennessee 37214 (hereinafter "Assignor") has adopted and used certain trademarks and service marks in association with its business conducted only at Fiesta Texas Showpark (hereinafter, the "Park") and believes itself to be the owner of: each of said marks; the pending applications and registrations in the United States Patent and Trademark Office identified on Schedule A hereto; the Texas State registrations identified on Schedule B hereto; the Canada pending applications to register identified on Schedule C hereto; and, the Mexico registrations identified on Schedule D hereto (hereinafter, the marks, applications and registrations are referred to, collectively, as the "Marks"); and,

WHEREAS, Fiesta Texas Theme Park, Ltd., a Texas Limited Partnership, comprised of La Cantera Group Limited Partnership, a Texas Limited Partnership (comprised of La Cantera Development Company, a Delaware corporation, as General partner, and Fiesta Texas Showpark., Inc., a Delaware corporation, as Limited Partner, having a principal place of business at 9800 Fredericksburg Road, C-3W, San Antonio, Texas 78288 (hereinafter "Assignee") is desirous of acquiring all right, title and interest to the Marks;

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NOW THEREFORE, in consideration for the payment of ten dollars (\$10.00) and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, effective *nunc pro tunc* as of January 2, 1996, Assignor hereby assigns, transfers, and conveys to Assignee all of its rights, title and interest throughout the world in and to the Marks along with the goodwill associated therewith and with the business of Assignor conducted in association therewith.

It is the express intention of the Assignor by this instrument to assign all Marks used or intended to be used in connection with the entertainment services rendered at the Park, or for promotional purposes on behalf of the Park, or any products marketed or to be marketed relating to the Park in any way.

Assignor further assigns to Assignee all right to sue for and receive all damages accruing from past infringement of the Marks assigned herein.

Assignor represents and warrants that it believes that all of Assignor's applications to register and of Assignor's registrations related to the business conducted at the Park have been disclosed to Assignee and that Assignor will expressly assign to Assignee any subsequently identified applications or registrations, *nunc pro tunc*, when identified.

Assignor further undertakes that upon request of Assignee, it shall execute all papers, make all rightful oaths, testify on behalf of Assignee, and do all other lawful acts necessary to carry out the intent of this Assignment; as well as to provide such other material, information or assistance as Assignee may reasonably consider necessary to carry the intent of this Assignment, all without charge to but at the expense of the Assignee.

This Assignment shall be binding upon the parties, their

successors and/or assigns, and all others acting by, through, with or under their direction, and all those in privity therewith.

HOSPITALITY & LEISURE MANAGEMENT COMPANY, INC.

By: [Signature]

Title: Chief Financial Officer

Date: January 5, 1996

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ATTEST:

[Signature] (SEAL)
Vice Secretary

Date: 1/5/96

ACCEPTED:

FIESTA TEXAS THEME PARK, LTD.

By: [Signature]
EDWARD B. KELLEY, President of

Title: La Cantera Development Company,
the general partner of La Cantera

Group Limited Partnership

Date: 1/8/96

ATTEST:

[Signature] (SEAL)

RANDAL R. SEEWALD, Vice President, Legal Counsel, Secretary and Treasurer

Date: 1/8/96

SCHEDULE AAMENDMENT (05)

<u>MARK</u>	<u>REGISTRATION NO.</u>	<u>DATE OF REGISTRATION</u>
FIESTA TEXAS	1693240	6/9/92
FIESTA TEXAS	1712688	9/1/92
FIESTA TEXAS	1717122	9/15/92
FIESTA TEXAS	1721108	9/29/92
FIESTA TEXAS	1730178	11/3/92
FIESTA TEXAS	1739903	12/15/92
FIESTA TEXAS	1801816	10/26/93
FIESTA TEXAS	1802950	10/26/93
FIESTA TEXAS	1801565	10/26/93
FIESTA TEXAS	1801878	10/26/93
FIESTA TEXAS	1801633	10/26/93
FIESTA TEXAS	1801644	10/26/93
FIESTA TEXAS	1801668	10/26/93
FIESTA TEXAS	1802551	11/3/93
FIESTA TEXAS	1802817	11/2/93
FIESTA TEXAS	1811598	12/14/93
FIESTA TEXAS	1836160	5/10/94
FIESTA TEXAS AND DESIGN	1692804	6/9/92
FIESTA TEXAS AND DESIGN	1739904	12/15/92
FIESTA TEXAS AND DESIGN	1743806	12/29/92

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CHANGES**ASSIGNMENT (S)**

NAME	REGISTRATION NO.	DATE OF REGISTRATION
FIESTA TEXAS AND DESIGN	1798832	10/12/93
FIESTA TEXAS AND DESIGN	1800229	10/19/93
FIESTA TEXAS AND DESIGN	1800076	10/19/93
FIESTA TEXAS AND DESIGN	1801548	10/26/93
FIESTA TEXAS AND DESIGN	1802749	11/2/93
FIESTA TEXAS AND DESIGN	1806747	11/23/93
FIESTA TEXAS AND DESIGN	1808478	11/30/93
FIESTA TEXAS AND DESIGN	1808522	11/30/93
FIESTA TEXAS AND DESIGN	1808528	11/30/93
FIESTA TEXAS AND DESIGN	1837521	5/24/94
FIESTA TEXAS AND DESIGN	1861030	8/23/94
FIESTALAND	1834923	5/3/94
FIESTALAND TEXAS	1827034	3/15/94
SAN ANTONIO SAM	1888927	6/12/95
STREETSCAPE	1891441	4/25/95

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REEL: 002191 FRAME: 0137

SCHEDULE

ASSIGNMENT (S)

TITLE	REGISTRATION NO.	DATE OF REGISTRATION
THE BATTLE	1934341	11/7/93
TEXAS FIESTA	1827033	3/15/94
WHERE THE SPIRIT OF TEXAS COMES ALIVE	1847477	7/26/94

TRADEMARK
REEL: 1507 FRAME: 0897

TRADEMARK
REEL: 002191 FRAME: 0138

SCHEDULE**ABANDONED (10)**

NAME	SERIAL NO.	DATE OF FILING
CELEBRATION OF THE SPIRIT OF TEXAS	74/511459	4/12/94
FIESTA TEXAS	74/051323	4/19/90 (ABANDONED)
FIESTA TEXAS	74/259968	3/16/92
FIESTA TEXAS AND DESIGN	74/046042	4/5/90 (ABANDONED)
FIESTA TEXAS AND DESIGN	74/258965	3/18/92 (ABANDONED)
LONESTAR SPECTACULAR	74/511458	4/12/94
SAN ANTONIO SAN ARTISTIC DESIGN	74/487807	2/7/94
THE RATTLES	74/543408	6/28/94
THE TOWN BUILT JUST FOR FUN	74/511457	4/12/94

TRADEMARK
REEL: 1507 FRAME: 0898

TRADEMARK
REEL: 002191 FRAME: 0139

SCHEDULE E

ASSIGNMENTS (TEXAS)

<u>MARK</u>	<u>REGISTRATION NO.</u>	<u>DATE OF REGISTRATION</u>
FIESTA TEXAS	051,671	3/30/92
FIESTA TEXAS	051,672	3/30/92
FIESTA TEXAS AND DESIGN	051,140	7/8/91

TRADEMARK
REEL: 1507 FRAME: 0899

TRADEMARK
REEL: 002191 FRAME: 0140

SCHEDULE C
ASSIGNMENT (CANADA)

<u>MARK</u>	<u>APPLICATION NO.</u>	<u>DATE OF FILING</u>
FIESTA TEXAS	750,618	3/25/94
FIESTA TEXAS & DESIGN	750,617	3/25/94

TRADEMARK
REEL: 1507 FRAME: 0900

TRADEMARK
REEL: 002191 FRAME: 0141

SCHEDULE I

ASSIGNMENT (MEDICAL)

<u>MARK</u>	<u>REGISTRATION NO.</u>	<u>DATE OF REGISTRATION</u>
FIESTA TEXAS	399.062	4/16/91
FIESTA TEXAS	399.063	4/16/91
FIESTA TEXAS & DESIGN	400.709	10/14/91
FIESTA TEXAS & DESIGN	400.710	10/14/91

TRADEMARK
REEL: 1507 FRAME: 0901

RECORDED: 11/20/2000

TRADEMARK
REEL: 002191 FRAME: 0142