



Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)

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TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):
Fleet Capital Corporation
08-15-02

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

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

2. Name and address of receiving party(ies)

Name: Hornblower Tahoe, Inc.
Internal _____
Address: _____

Street Address: Pier 3, The Embarcadero
San Francisco
City: San Francisco State: CA Zip: 94111

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

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other Release of Security Interest recorded at Reel/Frame 1843/0477

Execution Date: June 21, 2002

4. Application number(s) or registration number(s):
74/466,927
74/466,228
A. Trademark Application No.(s) 74/466,229

B. Trademark Registration No.(s) 1,448,921
1,893,364

Additional number(s) attached Yes No

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

Name Catherine L. Donohue, Esq.
Internal Address: _____
Street Address: Gibson, Dunn & Crutcher, LLP
4 Park Plaza, Jamboree Center
City: Irvine State: CA Zip: 92614

6. Total number of applications and registrations involved 5

7. Total fee (37 CFR 3.41) \$140.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
501408

DO NOT USE THIS SPACE

9. Signature.

08/19/2002 DBYRNE 00000079 501408 74466927
01 FC:481 40.00 CH
02 FC:482 100.00 CB
Name of Person Signing L. Donohue

[Handwritten Signature]
Signature _____
Date 8/15/02

FINANCE SECTION
AUG 15 10 07 AM '02

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

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

**ASSIGNMENT AND RELEASE OF
INTELLECTUAL PROPERTY SECURITY AGREEMENT**

(TRADEMARKS)

RECITALS

A. Hornblower Tahoe, Inc., a California corporation ("Assignor") and Fleet Capital Corporation, a Rhode Island corporation ("Fleet"), entered into that certain Intellectual Property Security Agreement dated as of December 21, 1998, and recorded with the U.S. Patent and Trademark Office on January 15, 1999, at Reel 1843, Frame 0477 with respect to Trademarks, pursuant to which Assignor granted to Fleet a security interest in and lien on all of Assignor's interest in and to the Intellectual Property Collateral (as defined therein).

B. Fleet desires to release its security interest in and lien on the Intellectual Property Collateral.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Fleet hereby releases its security interest in and lien on the Intellectual Property Collateral, including, without limitation, the Trademarks set forth on the attached Exhibit A, and reassigns to Assignor, without representation or warranty, express or implied, and without recourse, all right, title and interest of Fleet in and to Assignor's interest in such Intellectual Property Collateral.

Dated: June 21, 2002.

FLEET CAPITAL CORPORATION

By: Nancy Love
Name: Nancy Foote
Title: Vice President

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TRADEMARK
REEL: 002565 FRAME: 0838

EXHIBIT A

TRADEMARK	APPLICATION NO. AND APPLICATION DATE	REGISTRATION NO. AND REGISTRATION DATE
Tahoe Princess	74466927 -- filed 12/03/93	
The Great Lake Tahoe Sternwheeler Race	74466228 -- filed 12/03/93	
Tahoe Steamer	74466229 -- filed 12/03/93	
Tahoe Queen	73626138 -- filed 10/20/86	1448921 -- issued 07/21/87
Miss Tahoe	74466930 -- filed 12/03/93	1893364 -- issued 05/09/95

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