

09-11-2002



R 102218032 SHEET

21

TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New 08/21/02
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

- Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership

Corporation Association

Other

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Citizenship/State of Incorporation/Organization

09/11/2002 TDIAZ1 00000043 2089342

FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 625.00 OP

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Mail documents to be recorded with required cover sheet(s) information to:

TRADEMARK
REEL: 002578 FRAME: 0729

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

Please see Schedule A (attached) for trademark registration numbers.

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

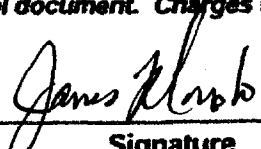
Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

James F. Donato



8/20/2002

Name of Person Signing

Signature

Date Signed

**Schedule A to
Recordation Form Cover Sheet**

Trademark Name:	Classes:	Status	Registration No:	Reg. Date:
FRED HARVEY TRADING COMPANY	25	Registered	2,089,342	19-Aug-1997
FRED HARVEY TRADING COMPANY	28	Registered	2,237,202	06-Apr-1999
FRED HARVEY TRADING COMPANY	29 and 30	Registered	2,170,256	30-Jun-1998
FRED HARVEY TRADING COMPANY	35	Registered	2,089,341	19-Aug-1997
FRED HARVEY TRADING COMPANY...	35	Registered	2,245,728	18-May-1999
WHISTLE STOP	32	Registered	2,315,001	01-Feb-2000
THUNDER	14	Registered	2,276,605	07-Sep-1999
THUNDER	16	Registered	2,339,094	04-Apr-2000
THUNDER	18	Registered	2,362,744	27-Jun-2000
THUNDER	21	Registered	2,341,746	11-Apr-2000
THUNDER	42	Registered	2,457,630	05-Jun-2001
TREKKER'S TEAM COMPANIONS...	14	Registered	2,276,606	07-Sep-1999
TREKKER'S TEAM COMPANIONS...	16	Registered	2,435,525	13-Mar-2001
TREKKER'S TEAM COMPANIONS...	18	Registered	2,282,091	28-Sep-1999
TREKKER'S TEAM COMPANIONS...	21	Registered	2,459,964	12-Jun-2001
TREKKER'S TEAM COMPANIONS...	25	Registered	2,453,458	22-May-2001
TREKKER'S TEAM COMPANIONS...	42	Registered	2,435,526	13-Mar-2001
Harvey Girl Design	US Class 100	Registered	828,900	16-May-1967

**Schedule A to
Recordation Form Cover Sheet**

Trademark Name:	Classes:	Status	Registration No:	Reg. Date:
HARVEY GIRL	US Class 46	Registered	775,925	25-Aug-1964
HARVEY GIRL	US Class 100	Registered	829,270	23-May-1967
HARVEY GIRL	US Class 100	Registered	689,246	01-Dec-1959
GUEST OF HONOR	US Class 100	Registered	797,613	12-Oct-1965
AMFAC	42	Registered	1,299,967	09-Oct-1984
CAL-TURF	31	Registered	685,718	29-Sep-1959
THE ANXIOUS GRAPE (Stylized)	42	Registered	1,218,726	30-Nov-1982
AMFAC	42	Registered	1,271,185	20-Mar-1984

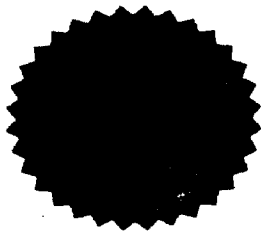
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "AMFAC PARKS & RESORTS, INC.", CHANGING ITS NAME FROM "AMFAC PARKS & RESORTS, INC." TO "XANTERRA, INC.", FILED IN THIS OFFICE ON THE FIRST DAY OF APRIL, A.D. 2002, AT 10:30 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2535510 8100

AUTHENTICATION: 1707760

020210185

DATE: 04-08-02

TRADEMARK
REEL: 002578 FRAME: 0733

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION**

Amfac Parks & Resorts, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation by the unanimous written consent of its members, filed with the minutes of the Board adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:


RESOLVED, that the Certificate of Incorporation of Amfac Parks & Resorts, Inc. be amended by changing Article One so that, said Article shall be read as follows:

FIRST: The name of the corporation is Xanterra, Inc.

SECOND: That in lieu of a meeting and vote of shareholders, the shareholders have given unanimous written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Section 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the undersigned have caused this Certificate of Amendment to be signed this 29th day of March, 2002.



Kirk H. Anderson
Vice President & Secretary

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 10:30 AM 04/01/2002
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