

Form PTO-1594

(Rev. 10/02)

OMB No. 0651-0027 (exp. 6/30/2005)

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

Tab settings ⇨ ⇨ ⇨ ▼ ▼ ▼ ▼ ▼ ▼ ▼

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

1. Name of conveying party(ies):

Bank of America, N.A., d/b/a NationsBank, N.A.

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

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

2. Name and address of receiving party(ies)

Name: Cruisemasters, Inc.

Internal Address: _____

Street Address: 300 Corporate Pointe, Suite 100

City: Culver City State: CA Zip: 90230

- 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
- Security Agreement
- Other Release
- Merger
- Change of Name

Execution Date: September 22, 2003

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,831,594 1,831,595

Additional number(s) attached Yes No

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

Name: Jessica N. Cohen, Esq.

Internal Address: c/o Morgan, Lewis & Bockius LLP
38th Floor

Street Address: 101 Park Avenue

City: New York State: NY Zip: 10178

6. Total number of applications and registrations involved: _____

2

7. Total fee (37 CFR 3.41).....\$ 65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

13-4520

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

DO NOT USE THIS SPACE

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.

Jessica N. Cohen, Esq.

Name of Person Signing


Signature

November 14, 2003

Date

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

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

CH \$65.00 134520 1831594



RELEASE AND ACKNOWLEDGEMENT

Reference is made to that certain Credit Agreement, dated October 15, 1997, between Travel Services International, Inc. ("Borrower") and Bank of America, N.A., d/b/a NationsBank, N.A. ("Lender"), as amended and restated June 30, 1999 (the "Credit Agreement"). Reference is also made to the Loan Documents, as defined in the Credit Agreement.

The Lender hereby acknowledges and confirms that any and all obligations or indebtedness of the Borrower and its any of its subsidiaries arising from the Credit Agreement and any of the Loan Documents have been paid in full, that all amounts have been satisfied and discharged and that any liens or security interests granted to it under the Credit Agreement and any of the Loan Documents have been terminated and released.

IN WITNESS WHEREOF, the undersigned has executed this Release and Acknowledgement as of the 22 day of September, 2003.

BANK OF AMERICA, N.A.
d/b/a Nations Bank, N.A.

By: Kathy Bechtle
Name: Kathy Bechtle
Title: SVP



TRADEMARK

REEL: 002747 FRAME: 0487

RECORDED: 11/14/2003