

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	RELEASE BY SECURED PARTY

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Bank of America, N.A.	FORMERLY Bank of America National Trust and Savings Association	05/05/2008	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Xanterra Parks & Resorts, Inc.
Street Address:	6312 S. Fiddlers Green Circle
Internal Address:	Suite 600 North
City:	Greenwood Village
State/Country:	COLORADO
Postal Code:	80111
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 14

Property Type	Number	Word Mark
Registration Number:	0689246	FRED HARVEY
Registration Number:	0775925	HARVEY GIRL
Registration Number:	0797613	GUEST OF HONOR
Registration Number:	0828900	
Registration Number:	0829270	HARVEY GIRL
Registration Number:	1371876	AMFAC EXPRESS
Registration Number:	1631153	
Registration Number:	2089341	FRED HARVEY TRADING COMPANY
Registration Number:	2237202	FRED HARVEY TRADING COMPANY
Serial Number:	75177109	FRED HARVEY TRADING COMPANY
Registration Number:	2170256	FRED HARVEY TRADING COMPANY
Registration Number:	2089342	FRED HARVEY TRADING COMPANY

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Serial Number:	75177112	FRED HARVEY TRADING COMPANY
Registration Number:	2245728	FRED HARVEY TRADING COMPANY EST. 1876

CORRESPONDENCE DATA

Fax Number: (312)360-6598
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 312-360-6438
Email: lsmith@freebornpeters.com
Correspondent Name: Andrew L. Goldstein
Address Line 1: 311 South Wacker Drive
Address Line 2: Suite 3000
Address Line 4: Chicago, ILLINOIS 60606

ATTORNEY DOCKET NUMBER:	08626-0007
NAME OF SUBMITTER:	Andrew L. Goldstein
Signature:	/ALG/
Date:	05/12/2008

Total Attachments: 3
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RELEASE AND REASSIGNMENT

This RELEASE AND REASSIGNMENT is made as of this 5th day of May, 2008, by XANTERRA PARKS & RESORTS, INC., a Delaware corporation ("Assignee") and Bank of America, N.A. Successor in interest by merger with BANK OF AMERICA NATIONAL TRUST AND SAVINGS ASSOCIATION, a Delaware corporation ("Assignor").

WHEREAS the parties entered into a security agreement dated as of December 30, 1997, which was recorded in the United States Patent and Trademark Office at Reel No. 1841, Frame No. 981 (the "Assignment") pursuant to which the Assignee granted a security interest in and collateral assignment of the Trademarks (as defined below), as security for the Assignee's performance of certain obligations (the "Obligations"); and

WHEREAS, the Assignee has satisfied the Obligations and has requested that the Assignor release its security interest in the Trademarks and reassign the same to the Assignee.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged:

- 1) The Assignor hereby: (i) acknowledges the Assignee's satisfaction of the Obligations; (ii) releases its security interest in and collateral assignment of the Trademarks; (iii) fully releases the Assignee from any and all obligations and duties under the Assignment; and (iv) confirms that the Assignment is hereby terminated and of no further force and effect.
- 2) The Assignor hereby reassigns, grants and conveys to the Assignee all of the Assignor's right, title and interest in and to:
 - a) the trademarks listed on Schedule A hereto, including all related trademark registrations, interests under trademark license agreements, trade names and trademark applications for which registrations have been issued or applied for to the United States Patent and Trademark Office and all renewals, income, and royalties thereof and payments due and/or payable with respect thereto, including without limitation, payments under all licenses entered into in connection therewith, the right to bring actions for past, present, and future infringements and all rights corresponding thereto, including without limitation, the right to retain all profits and damages from such past infringements, and all proceeds of any of the foregoing (all of the foregoing shall hereinafter be referred to as the "Trademarks"); and
 - b) the goodwill of the Assignor's business related to each Trademark.
- 3) The Assignor shall promptly prepare, execute and deliver to the Assignee from time to time all such documents and instruments and financing statements, in form suitable for

recording at the United States Patent and Trademark Office or other appropriate governmental office, and take such further action as the Assignee may deem necessary or proper, to evidence or effectuate the foregoing.

IN WITNESS WHEREOF, the Assignor has executed this Agreement as a sealed instrument as of the date first above written.

ASSIGNEE:

XANTERRA PARKS & RESORTS, INC.

ASSIGNOR:

Bank of America, N.A. Successor in interest by Merger with Bank of America National Trust and Savings Association

By: *Kyle Anderson*
Title: VP + Secretary
Date: 5-8-08

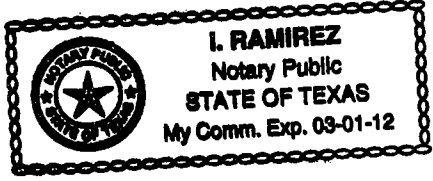
By: *Sharon R. Heller*
Title: Vice President
Date: May 5, 2008

THE STATE OF TEXAS }
COUNTY OF DALLAS }

This instrument was acknowledged before me on this the 5th day of May 2008, by Sharon R. Heller, Vice President of Bank of America, N. A., a national banking association, on behalf of said association.

(SEAL)

I. Ramirez
Notary Public in and for The State of Texas



Schedule A
Trademarks

<u>Mark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>	<u>Serial No.</u>	<u>Filing Date</u>
FRED HARVEY	689246	12/01/1959	72047111	03/05/1958
HARVEY GIRL	775925	08/25/1964	72184376	01/10/1964
GUEST OF HONOR	797613	10/12/1965	72202593	09/24/1964
Harvey Girl Design	828900	05/16/1967	72253265	08/29/1966
HARVEY GIRL	829270	05/23/1967	72258645	11/15/1966
AMFAC EXPRESS	1371876	11/19/1985	73517429	01/14/1985
Prospector and Burro Design	1631153	01/08/1991	74026183	02/06/1990
FRED HARVEY TRADING COMPANY	2089341	08/19/1997	75177107	10/04/1996
FRED HARVEY TRADING COMPANY	2237202	04/06/1999	75177108	10/04/1996
FRED HARVEY TRADING COMPANY	N/A	N/A	75177109	10/04/1996
FRED HARVEY TRADING COMPANY	2170256	06/30/1998	75177110	10/04/1996
FRED HARVEY TRADING COMPANY	2089342	08/19/1997	75177111	10/04/1996
FRED HARVEY TRADING COMPANY	N/A	N/A	75177112	10/04/1996
FRED HARVEY TRADING COMPANY EST. 1876	2245728	05/18/1999	7511500	12/29/1997

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