

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
WILMINGTON TRUST FSB, C/O WILMINGTON TRUST CO.		03/18/2011	FEDERAL SAVINGS BANK: DELAWARE
RECEIVING PARTY DATA			
Name:	AMBASSADORS CRUISE GROUP, LLC		
Street Address:	2101 4TH AVENUE		
Internal Address:	Suite 210		
City:	Seattle		
State/Country:	WASHINGTON		
Postal Code:	98121		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 10			
Property Type	Number	Word Mark	
Registration Number:	3523371	MISSISSIPPI QUEEN	
Registration Number:	1902627	MISSISSIPPI QUEEN	
Registration Number:	1897494	MISSISSIPPI QUEEN	
Registration Number:	1050954	MISSISSIPPI QUEEN	
Registration Number:	1960672	AMERICAN QUEEN	
Registration Number:	1953534	AMERICAN QUEEN	
Registration Number:	1951681	AMERICAN QUEEN	
Registration Number:	1953533	AMERICAN QUEEN	
Registration Number:	1953532	AMERICAN QUEEN	
Registration Number:	1920365	THE PADDLEWHEEL STEAMBOATIN' SOCIETY OF AMERICA	
CORRESPONDENCE DATA			
Fax Number:	(503)796-2900		

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**TRADEMARK
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Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: (503) 222-9981
Email: trademarks@schwabe.com
Correspondent Name: Matthew R. Wilmot
Address Line 1: 1211 SW FIFTH AVENUE
Address Line 2: Suites 1500-2000
Address Line 4: Portland, OREGON 97204

ATTORNEY DOCKET NUMBER:	115256-149351 WILMINGTON
NAME OF SUBMITTER:	Matthew R. Wilmot
Signature:	/matthew r wilmot/
Date:	03/20/2011

Total Attachments: 3
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TERMINATION AND RELEASE OF TRADEMARK SECURITY AGREEMENT

This Termination and Release of Trademark Security Agreement (the "Agreement") is dated as of March 18, 2011 (the "Effective Date"), by and between Ambassadors Cruise Group, LLC, a Delaware limited liability company ("Ambassadors"), and Wilmington Trust FSB, c/o Wilmington Trust Co., a federal savings bank with its principal place of business in Delaware (collectively "Collateral Agent").

RECITALS

A. Pursuant to the terms of the Trademark Security Agreement (the "Security Agreement"), dated as of November 13, 2009, by Ambassadors International, Inc., Ambassadors, and Windstar Sail Cruises Ltd. (collectively, the "Pledgors") in favor of Collateral Agent, and recorded with the U.S. Patent and Trademark Office on November 13, 2009 at Trademark Reel 4096 and Frame 0296, Ambassadors granted to Collateral Agent a security interest in and lien on, certain trademarks as identified on Schedule A attached hereto (such trademarks referred to herein as the "Named Trademarks"); and

B. Collateral Agent has agreed to terminate and release its security interest and all of its right, title and interest, if any, in each of the Named Trademarks as set forth herein.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Collateral Agent and Ambassadors hereby agree as follows:

AGREEMENT

- 1. Release and Assignment.** Collateral Agent hereby terminates and releases any security interest and/or lien held by it in the Named Trademarks under the Security Agreement, and Collateral Agent hereby assigns and transfers to Ambassadors, without recourse, all of Collateral Agent's right, title and interest, if any, in and to each of the Named Trademarks, including any and all registrations and/or applications for the Named Trademarks and all associated goodwill, effective as of the Effective Date. Collateral Agent agrees to take all further action as reasonably requested by Ambassadors in order terminate and release any security interest and/or lien held by it in the Named Trademarks.
- 2. Acknowledgment and Acceptance.** Ambassadors hereby acknowledges and accepts the foregoing release and assignment by Collateral Agent.
- 3. Counterparts.** This Agreement may be executed in any number of counterparts which shall together constitute one and the same Agreement.

[signature page to follow]

IN WITNESS WHEREOF, Collateral Agent and Ambassadors have executed this Agreement as of the Effective Date.

AMBASSADORS CRUISE GROUP, LLC

By: Mark Deillon
Name: Mark Deillon
Title: CFO

WILMINGTON TRUST FSB

By: J. B. Feil
Name: Joseph B. Feil
Title: Vice President

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SCHEDULE A

Named Trademarks

The Named Trademarks are:

1. MISSISSIPPI QUEEN, U.S. Registration No. 3,523,371
2. MISSISSIPPI QUEEN, U.S. Registration No. 1,902,627
3. MISSISSIPPI QUEEN, U.S. Registration No. 1,897,494
4. MISSISSIPPI QUEEN, U.S. Registration No. 1,050,954
5. AMERICAN QUEEN, U.S. Registration No. 1,960,672
6. AMERICAN QUEEN, U.S. Registration No. 1,953,534
7. AMERICAN QUEEN, U.S. Registration No. 1,951,681
8. AMERICAN QUEEN, U.S. Registration No. 1,953,533
9. AMERICAN QUEEN, U.S. Registration No. 1,953,532
10. THE PADDLEWHEEL STEAMBOATN[®] SOCIETY OF AMERICA, U.S. Registration No. 1,920,365

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RECORDED: 03/20/2011

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