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To the Honorable Commissioner of Patents and Trademarks

Original documents or copy thereof.

1. Name of conveying party(ies): MRO 12/7/98
 IBJ Schroder Bank & Trust
 Company, as Security Trustee

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

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

2. Name and address of receiving party(ies)
 Name: Premier Cruise Lines, Ltd.
 See attachment for
 Internal Address: additional party

Street Address: 901 South America Way
 City: Miami State: FL ZIP: 33132

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other Release and Termination

Execution Date: November 16, 1998

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

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

A. Trademark Application No.(s)
See attached Schedule A

B. Trademark Registration No.
See attached Schedule A

Additional numbers attached? Yes No

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

Name: Amy Lee
 Internal Address: _____

 Street Address: Latham & Watkins
885 Third Avenue
 City: New York State: NY ZIP: 10022

6. Total number of applications and registrations involved: 12

7. Total fee (37 CFR 3.41).....\$ 315.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____

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

01 FC:481 40.00 OP
 02 FC:482 275.00 OP

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.

Amy S. Lee
 Name of Person Signing

Signature

12/4/98
 Date

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

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

TRADEMARK
REEL: 1831 FRAME: 0245

NAME AND ADDRESS OF ADDITIONAL RECEIVING PARTY

RB LIMITED
901 South America Way
Miami, FL 33132

a Bermuda limited partnership

SCHEDULE A

TRADEMARK REGISTRATIONS AND APPLICATIONS

For RB Limited:

1. RB Limited utilizes the tradename, "Premier Cruises," in connection with the operation of its business. This tradename is owned by Premier Cruises, Ltd.
2. RB Limited utilizes the tradename, "Rembrandt," in connection with the operation of its business. This name is not registered with the United States Patent and Trademark Office.

For Premier Cruise Lines Ltd. ("PCLL"):

1. PCLL has the following federal trademark registrations:

<u>CASE</u>	<u>TRADEMARK</u>	<u>SER. NO.</u>	<u>FED. REG. #</u>	<u>FILE REG. DATE</u>
4039-1	BIG RED BOAT	74/344711	1811139	12/31/92
4339-1	CRUISE U	75/185680	Application	
3923-1	FIRST MATES	74/112187	1675476	11/5/90
3924-1	KIDS CALL	74/112518	1658608	11/5/90
3782-1	PREMIER CRUISE LINES	612316	1500799	7/25/86
4038-1	PREMIER'S BIG RED BOAT	74/344710	1809611	12/31/92
3784-3	STAR/SHIP ATLANTIC	74/112121	1668825	11/5/90
3784-4	STAR/SHIP MAJESTIC	74/112509	1668826	11/5/90
3784-2	STAR/SHIP OCEANIC	74/113060	1669756	11/5/90
3925-1	STARCRUISER	74/112188	1675477	11/5/90
3922-1	TEEN CRUISER	74/115076	1686810	11/5/90
4223-1	THE BIG RED BOAT & DESIGN	74/708817	1979856	7/31/95

3. PCLL utilizes the name "Premier Cruises" in connection with the operation of its business. PCLL's right to utilize this name is based upon an unwritten license from Premier Cruises Ltd.
4. PCLL utilizes certain Warner Bros. Inc. characters pursuant to a license agreement with Warner Bros. Inc. PCLL's rights under this agreement are not assignable.

SCHEDULE B

LICENSES

RB Limited utilizes the tradename, "Premier Cruises," under an oral license from Premier Cruises, Ltd.

Premier also utilizes the tradename, "Premier Cruises," under an oral license from Premier Cruises, Ltd.

**RELEASE AND TERMINATION OF ASSIGNMENT
OF PROPRIETARY RIGHTS AND SECURITY
AGREEMENT**

WHEREAS, PREMIER CRUISE LINES, LTD. ("Premier Lines") and RB LIMITED ("RB") did execute and deliver to IBJ SCHRODER BANK & TRUST COMPANY, as Security Trustee ("IBJ"), a certain Assignment of Proprietary Rights and Security Agreement, dated as of July 31, 1998 (as amended and supplemented from time to time, the "Security Agreement"); and

WHEREAS, the Security Agreement was originally recorded on Reel 1770, Frame 0479 on August 5, 1998, in the United States Patent and Trademark Office; and

WHEREAS, the Security Agreement granted, assigned and conveyed to IBJ a security interest in Premier Lines and RB's right, title, and interest in and to certain trademarks, trademark registrations, tradenames, and trademark applications, appearing on Schedule A attached hereto, and as described in the Security Agreement (the "Trademarks"); and

WHEREAS, IBJ represents and warrants to Premier Lines and RB that it has not sold, assigned, pledged or otherwise transferred or encumbered all or any part of its interest in the Trademarks, and that it has the full power and authority to make this Release and Termination;

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, IBJ does hereby cancel and terminate the Security Agreement, declare the same null and void, of no further force and effect, and further cancels and terminates its entire interest in all of the Trademarks described in the Security Agreement.

IN WITNESS WHEREOF, IBJ has caused this Release and Termination Assignment of Proprietary Rights and Security Agreement to be duly executed as of this 10th day of November, 1998.

Witnesses:

IBJ SCHRODER BANK & TRUST COMPANY,
as Secured Party

Bernie Dudley
Assistant Secretary

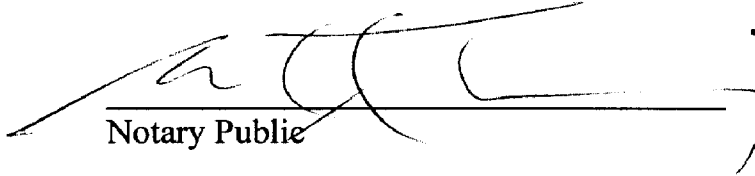
By:

Thomas J. Bogert
Thomas J. Bogert
Vice President

John J. [Signature]
ASSISTANT VICE PRESIDENT

State of New York)
) ss.:
County of New York)

On this 16th day of November, 1998, before me appeared Thomas J. Bogert,
the person who was authorized to sign on behalf of IBJ Schroder Bank & Trust Company, as
Security Trustee, who being sworn, acknowledged that he signed this instrument as a free act and
on behalf of said corporation.



Notary Public

My commission expires on _____

MICHAEL S. LUKAJ
Notary Public, State of New York
No. 01LU5057501
Qualified in Richmond County
Certificate filed in New York County
Commission Expires March 25, 2000

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3925-1	STARCRUISER	74/112188	1675477	11/5/90
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LATHAM & WATKINS

PAUL R. WATKINS (1899-1973)
DANA LATHAM (1898-1974)

CHICAGO OFFICE

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WASHINGTON, D.C. OFFICE

1001 PENNSYLVANIA AVE., N.W., SUITE 1300
WASHINGTON, D.C. 20004-2505
TELEPHONE (202) 637-2200
FAX (202) 637-2201

December 4, 1998

Commissioner of Patents and Trademarks
Box Assignment
Washington, D. C. 20231
Attn.: Assignment Branch

Re: Recordation of Release and Termination of Assignment of Proprietary
Rights and Security Agreement

Dear Sir:

We enclose a Recordation Form Cover Sheet, along with an original executed Release and Termination of Assignment of Proprietary Rights and Security Agreement ("Security Agreement"), dated November 16, 1998, by which IBJ Schroder Bank & Trust Company, as Security Trustee releases and terminates security interest conveyed to it by Premier Cruise Lines, Ltd. and RB Limited, pursuant to a certain Security Agreement, dated July 31, 1998, as recorded with the US Commissioner of Patents and Trademarks Reel 1770 Frame 0479 on August 5, 1998, which trademarks are more fully identified in Schedule A annexed hereto.

Also enclosed is a check in the amount of \$315.00 as payment for the recording fees.

NY_DOCS\82134.21

TRADEMARK
REEL: 1831 FRAME: 0252

Commissioner of Patents and Trademarks

December 4, 1998

Page Two

The recorded Release and Termination should be returned to me at the New York address on this letterhead. Please call me at 212-906-1314 if you have any questions.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Amy S. Lee', with a long horizontal line extending to the right.

Amy S. Lee
Legal Assistant

Enclosures

cc: Melissa Alwang, Esq.