

Docket No: 13708-001001

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

Commissioner for Trademarks: Please record the attached copies of an original document.

1. Name of conveying party(ies):
CIRCLE LINE SIGHTSEEING YACHTS, INC.

Individual(s)
 Association
 General Partnership
 Limited Partnership
 Corporation—State New York
 Other _____

Additional name(s) attached? Yes No

2. Name and address of receiving party(ies):
THE CIRCLE LINE TRADEMARK TRUST
C/O Fish & Richardson P.C.
45 Rockefeller Plaza, Suite 2800
New York, New York 10111

Individual(s) Citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation—State _____
 Other a New York Trust company

If the assignee is not domiciled in the United States, a domestic representative designation is attached. Yes No

Additional names/addresses attached? Yes No

3. Nature of conveyance:

Assignment
 Merger
 Security Agreement
 Change of Name
 Other:

Execution Date: **January 29, 2004**

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

A. Trademark Application No(s):

Additional numbers attached? Yes No

B. Trademark No(s):
1307451; 1307452; 2101882

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

DAVID R. FRANCESCANI
Fish & Richardson P.C.
45 Rockefeller Plaza, Suite 2800
New York, New York 10111

6. Total number of applications and registrations involved: **3**

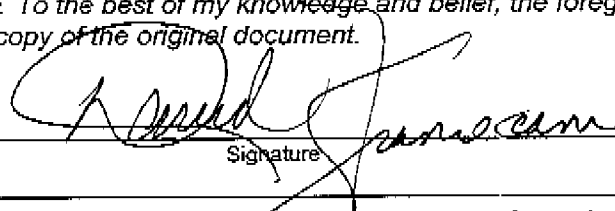
7. Total fee (37 CFR §3.41): **\$90.00**
 Enclosed
 Authorized to charge Deposit Account

8. Deposit Account No.: **06-1050**
 Please apply any additionally charges, or any credits, to our Deposit Account No. 06-1050.

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 the attached is a true copy of the original document.*

David R. Francescani
Name of Person Signing



Signature

February 9, 2004
Date

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

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CH \$90.00 061050 1307451

TRADEMARK ASSIGNMENT

WHEREAS, Circle Line Sightseeing Yachts, Inc., a New York corporation with offices at Circle Line Plaza, West End of 42nd Street, New York, New York 10036 ("Assignor") has adopted, owns and is using the trademark CIRCLE LINE (the "Mark") in connection with various maritime services including providing sightseeing services and private charter services and on various goods including beverage containers, jackets, headwear and souvenir items, and has obtained the following trademark registrations:

	<u>Registration No.</u>	<u>Registration Date</u>
CIRCLE LINE	1307451	November 27, 1984
CIRCLE LINE and Design	1307452	November 27, 1984
CIRCLE LINE THE GREAT AMERICAN SIGHTSEEING CRUISE	2101882	September 30, 1997

WHEREAS, the Circle Line Trademark Trust, a trust established under the laws of the State of New York, with an address in care of Fish & Richardson P.C., 45 Rockefeller Plaza, Suite 2800, New York, New York 10111 ("Assignee") desires to acquire the entire right, title and interest to the Mark;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, assigns and transfers to Assignee all of Assignor's right, title and interest in and to the Mark and to each of the trademark registrations identified above, together with the good will of the business symbolized by the Mark and the right to sue for past infringement.

CIRCLE LINE ~~TRUST~~ ^{KGA} SIGHTSEEING YACHTS, INC.

By: [Signature]

Name: John C. Avonen

Title: Captain

Date Effective As Of: January 29, 2004
STATE OF NEW YORK }
COUNTY OF NEW YORK } ss.:
Subscribed and sworn to before me
this 29th day of January, 2004

[Signature]
Notary Public
RICHARD P. FERRARA
Notary Public, State of New York
No. 02FE4663885
Qualified in New York County
Term Expires June 30, 2007

RECORDED: 02/09/2004

TRADEMARK
REEL: 002790 FRAME: 0064