

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Grant of Security Interest		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Circle Line-Sightseeing Yachts, Inc.		04/27/2007	CORPORATION: NEW YORK
RECEIVING PARTY DATA			
Name:	Commerce Bank, N.A.		
Street Address:	317 Madison Avenue		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10017		
Entity Type:	Association:		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	1296999	"AMERICA'S FAVORITE BOAT RIDE"	
Registration Number:	2327302	BEAST	
Registration Number:	1887503	HARBOR LIGHTS CRUISE	
Registration Number:	1695134	NEW YORKER	
CORRESPONDENCE DATA			
Fax Number:	(866)826-5420		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	3016380511		
Email:	ipresearchplus@comcast.net		
Correspondent Name:	IP Research Plus, Inc.		
Address Line 1:	21 Tadcaster Circle		
Address Line 2:	Attn: Penelope J.A. Agodoa		
Address Line 4:	Waldorf, MARYLAND 20602		
NAME OF SUBMITTER:	Penelope J.A. Agodoa		
Signature:	/pja/		

CH \$115.00 1296999

Date:

05/04/2007

Total Attachments: 3

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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

CIRCLE LINE-SIGHTSEEING YACHTS, INC.

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

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) April 27, 2007

- Assignment Merger
 Security Agreement Change of Name
 Other Grant of Security Interest

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes
 No

Name: Commerce Bank, N.A.

Internal

Address: _____

Street Address: 317 Madison Avenue

City: New York

State: NY

Country: USA Zip: 10017

- Association Citizenship _____
 General Partnership Citizenship _____
 Limited Partnership Citizenship _____
 Corporation Citizenship _____
 Other _____ Citizenship _____

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)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1296999; 2327302; 1887503; 1695134

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

Name: Janelle Telesford, Legal Assistant

Internal Address: Emmet, Marvin & Martin LLP

Street Address: 120 Broadway

City: New York

State: NY Zip: 10271

Phone Number: 212-238-3244

Fax Number: 212-238-3100

Email Address: jtelesford@emmetmarvin.com

6. Total number of applications and registrations involved:

4

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ _____

- Authorized to be charged by credit card
 Authorized to be charged to deposit account
 Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 50 3811
Authorized User Name WR Research

9. Signature:

Janelle Telesford
Signature

05-02-2007

Date

Janelle Telesford

Name of Person Signing

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

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

GRANT OF SECURITY INTEREST (TRADEMARKS)

The undersigned, **CIRCLE LINE-SIGHTSEEING YACHTS, INC.**, a New York corporation (the "Grantor"), is obligated to **COMMERCE BANK, N.A.**, as Administrative Agent and Collateral Trustee (in such capacity, the "Secured Party"), and the lenders from time to time party to the Loan and Security Agreement, dated as of April 21, 2007 (as amended, restated, supplemented or otherwise modified from time to time, the "Loan Agreement"), by and among the Grantor, World Yachts LLC, such lenders and Commerce Bank, N.A., as Administrative Agent and Collateral Trustee.

Pursuant to the Loan Agreement, the Grantor has granted to the Secured Party a security interest in and to all of the right, title and interest of the Grantor in and to the trademarks listed on Schedule 1, which trademarks are registered in the United States Patent and Trademark Office (the "Trademarks"), together with the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the prompt payment, performance and observance of the Obligations (as defined in the Loan Agreement).

For good and valuable consideration, the receipt of which is hereby acknowledged, and for the purpose of recording the grant of the security interest as aforesaid, the Grantor does hereby further assign and grant to the Secured Party a security interest in the Collateral to secure the prompt payment, performance and observance of the Obligations (as defined in the Loan Agreement).

The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Secured Party with respect to the security interest in the Collateral made and granted hereby are set forth in the Loan Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

The Secured Party's address is: 317 Madison Avenue, New York, New York 10017.

IN WITNESS WHEREOF, the Grantor has caused this Grant of Security Interest to be duly executed by its duly authorized officer as of the 21 day of April 2007.

CIRCLE LINE-SIGHTSEEING YACHTS, INC.

By: Robert E. Parker
Name: Parker
Title: CEO

Schedule 1
to
Grant of Security Interest (Trademarks)
Dated as of April 27, 2007

<u>MARK</u>	<u>REGISTRATION NO.</u>	<u>DATE ISSUED</u>
"America's Favorite Boat Ride"	1296999	18 September 1984
Beast (stylized)	2327302	07 March 2000
Harbor Lights Cruise	1887503	04 April 1995
New Yorker	1695134	16 June 1992