

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
World Yacht, L.L.C.		04/27/2007	LIMITED LIABILITY COMPANY: DELAWARE

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: 8

Property Type	Number	Word Mark
Registration Number:	1684090	ELEGANT DINING AFLOAT
Registration Number:	1607696	ELEGANT DINING AFLOAT
Registration Number:	1484860	ELEGANT DINING AFLOAT
Registration Number:	1473641	WORLD YACHT
Registration Number:	1582975	WORLD YACHT
Registration Number:	2690166	WORLD YACHT
Registration Number:	1480148	WORLD YACHT CRUISES
Registration Number:	2215910	WORLD YACHT NEW YORK ELEGANT DINING AFLOAT

CORRESPONDENCE DATA

Fax Number: (866)826-5420
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 3016380511
 Email: ipresearchplus@comcast.net
 Correspondent Name: IP Research Plus, Inc.

CH \$215.00 1684090

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/
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):
WORLD YACHT L.L.C.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation- State: _____
 Other limited liability company

Citizenship (see guidelines) Delaware

Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies) Yes
Additional names, addresses, or citizenship attached? 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)

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

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)
1684090; 1607696; 1484860; 1473641; 1582975; 2690166; 1480148; 2215910

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: 8

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 _____

Authorized User Name _____

9. Signature: Janelle Telesford 05-02-2007
Signature Date

Janelle Telesford Total number of pages including cover sheet, attachments, and document: 3
Name of Person Signing

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, **WORLD YACHT L.L.C.**, a Delaware limited liability company (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 27 2007 (as amended, restated, supplemented or otherwise modified from time to time, the "*Loan Agreement*"), by and among the Grantor, Circle Line-Sightseeing Yachts, Inc., 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 27th day of April 2007.

WORLD YACHT L.L.C.

By: 
Name: Prober
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>
Elegant Dining Afloat	1684090	21 April 1992
Elegant Dining Afloat	1607696	24 July 1990
Elegant Dining Afloat	1484860	12 April 1988
World Yacht	1473641	19 January 1988
World Yacht	1582975	13 February 1990
World Yacht and design	2690166	25 February 2003
World Yacht Cruises and design	1480148	08 March 1988
World Yacht New York Elegant Dining Afloat and design	2215910	05 January 1999