

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., as Administrative Agent and Collateral Trustee		
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		
ATTORNEY DOCKET NUMBER:	32057		

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TRADEMARK
REEL: 003640 FRAME: 0985

NAME OF SUBMITTER:	Penelope J.A. Agodoa
Signature:	/pja/
Date:	10/16/2007
Total Attachments: 3 source=32057#page1.tif source=32057#page2.tif source=32057#page3.tif	

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 27, 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 I, 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).

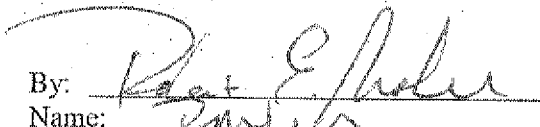
For good and valuable consideration, the receipt of which is hereby acknowledged, and for the purpose of recording the grant of the security interest as aforesaid, the Grantor does hereby further assign and grant to the Secured Party a security interest in the Collateral to secure the prompt payment,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

CIRCLE LINE-SIGHTSEEING YACHTS, INC.

By: 
Name: R. Fisher
Title: CEO

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