

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
NEW YORK CRUISE LINES, INC.		04/27/2007	CORPORATION: DELAWARE
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: 1			
Property Type	Number	Word Mark	
Registration Number:	2395308	SEAPORT MUSIC CRUISES	
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:	32060		
NAME OF SUBMITTER:	Penelope J.A. Agodoa		
Signature:	/pja/		
Date:	10/16/2007		

CH \$40.00 2395308

Total Attachments: 3
source=32060#page1.tif
source=32060#page2.tif
source=32060#page3.tif

GRANT OF SECURITY INTEREST (TRADEMARKS)

The undersigned, **NEW YORK CRUISE LINES, INC.**, a Delaware 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 Circle Line-Sightseeing Yachts, Inc., World Yacht L.L.C. (collectively, the "Borrowers"), such lenders and Commerce Bank, N.A., as Administrative Agent and Collateral Trustee, under the Guarantee Agreement (Parent), dated as of April 21, 2007 (as amended, restated, supplemented or otherwise modified from time to time, the "Guarantee Agreement"), by and among the Borrowers, the Grantor and the Secured Party.

In connection with the Grantor's entering into the Guarantee Agreement, the Grantor and the Secured Party have entered into the Trademark Security and Pledge Agreement, dated as of April 21, 2007 (as amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement"), by and among the Grantor and the Secured Party pursuant to which 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 Security 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 Security 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 Security 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 21st day of April 2007.

NEW YORK CRUISE LINES, INC.

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

Schedule 1
to
Grant of Security Interest (Trademarks)
Dated as of April 24, 2007

<u>MARK</u>	<u>REGISTRATION NO.</u>	<u>DATE ISSUED</u>
Seaport Music Cruises	2395308	17 October 2000