

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Clipper Cruise Line, LLC		12/14/2007	LIMITED LIABILITY COMPANY: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Quark Expeditions, Inc.		
<b>Street Address:</b>	1019 Boston Post Road		
<b>City:</b>	Darien		
<b>State/Country:</b>	CONNECTICUT		
<b>Postal Code:</b>	06820		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 3</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	2395932	THE BEAUTY OF SMALL-SHIP ADVENTURE TRAVEL	
Registration Number:	2226763	CLIPPER ADVENTURER	
Registration Number:	1261191	CLIPPER CRUISE LINE	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(314)238-2401		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	314-238-2400		
<b>Email:</b>	trademarks@patpro.com		
<b>Correspondent Name:</b>	Carol J. Hamilton		
<b>Address Line 1:</b>	12412 Powerscourt Drive		
<b>Address Line 2:</b>	Suite 200		
<b>Address Line 4:</b>	St. Louis, MISSOURI 63131		
<b>ATTORNEY DOCKET NUMBER:</b>	INTA 0000		
<b>NAME OF SUBMITTER:</b>	Carol J. Hamilton		

CH \$90.00 2395932

Signature:

/carol j hamilton/

Date:

12/21/2007

Total Attachments: 1

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**ASSIGNMENT**

WHEREAS, Clipper Cruise Line, LLC, a Delaware Limited Liability Company, having its principal offices at 11969 Westline Industrial Drive, St. Louis, MO 63146, has adopted, used, is using and is the owner of the following trademarks registered in the United States Patent and Trademark Office:

Trademark	RegistrationNo.	Date of Reg.
THE BEAUTY OF SMALL-SHIP ADVENTURE TRAVEL	2395932	10/17/2000
CLIPPER ADVENTURER	2226763	02/23/1999
CLIPPER CRUISE LINE	1261191	12/13/1983

and WHEREAS, Quark Expeditions, Inc., a Delaware Corporation, located and doing business at 1019 Boston Post Road, Darien, CT, 06820, is desirous of acquiring said trademark registrations,

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Clipper Cruise Line, LLC, hereby assigns to said Quark Expeditions, Inc. all right, title and interest in and to said trademark and said registrations therefore, together with the goodwill of the business symbolized by said trademarks and the registrations thereof.

Signed at St. Louis, Missouri, this 14th day of DECEMBER, 2007.

CLIPPER CRUISE LINE, LLC  
 By Michael F. Doiron  
 Michael F. Doiron  
 Vice President – Finance & Treasurer

STATE OF MISSOURI     )  
                                   ) SS.  
 COUNTY OF ST. LOUIS   )

On this 14th day of December, 2007, Michael F. Doiron, known to me to be the Vice President – Finance & Treasurer of Clipper Cruise Line, LLC, personally appeared before me and acknowledged that he signed the foregoing document in the capacity therein set forth.

Cynthia J. Tandler  
 Notary Public

My Commission Expires:

