

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT																																	
NATURE OF CONVEYANCE:	SECURITY INTEREST																																	
CONVEYING PARTY DATA																																		
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 30%;">Name</th> <th style="width: 30%;">Formerly</th> <th style="width: 20%;">Execution Date</th> <th style="width: 20%;">Entity Type</th> </tr> </thead> <tbody> <tr> <td>AMBASSADORS INTERNATIONAL, INC.</td> <td></td> <td>11/13/2009</td> <td>CORPORATION: DELAWARE</td> </tr> <tr> <td>AMBASSADORS CRUISE GROUP, LLC</td> <td></td> <td>11/13/2009</td> <td>LIMITED LIABILITY COMPANY: DELAWARE</td> </tr> <tr> <td>WINDSTAR SAIL CRUISES LIMITED</td> <td></td> <td>11/13/2009</td> <td>LTD LIAB JT ST CO: BAHAMAS</td> </tr> </tbody> </table>	Name	Formerly	Execution Date	Entity Type	AMBASSADORS INTERNATIONAL, INC.		11/13/2009	CORPORATION: DELAWARE	AMBASSADORS CRUISE GROUP, LLC		11/13/2009	LIMITED LIABILITY COMPANY: DELAWARE	WINDSTAR SAIL CRUISES LIMITED		11/13/2009	LTD LIAB JT ST CO: BAHAMAS																		
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RECEIVING PARTY DATA																																		
Name:	WILMINGTON TRUST FSB																																	
Street Address:	c/o Wilmington Trust Co.																																	
Internal Address:	Rodney Square North, 1100 N Market Street																																	
City:	Wilmington																																	
State/Country:	DELAWARE																																	
Postal Code:	19890																																	
Entity Type:	Federal Savings Bank: DELAWARE																																	
PROPERTY NUMBERS Total: 32																																		
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 20%;">Property Type</th> <th style="width: 20%;">Number</th> <th style="width: 60%;">Word Mark</th> </tr> </thead> <tbody> <tr> <td>Registration Number:</td> <td>1652630</td> <td>180 DEGREES FROM ORDINARY</td> </tr> <tr> <td>Registration Number:</td> <td>1653916</td> <td>180° FROM ORDINARY</td> </tr> <tr> <td>Registration Number:</td> <td>3162404</td> <td>DEGREES OF DIFFERENCE</td> </tr> <tr> <td>Registration Number:</td> <td>1699455</td> <td></td> </tr> <tr> <td>Registration Number:</td> <td>1927398</td> <td>FOREMAST</td> </tr> <tr> <td>Registration Number:</td> <td>1916856</td> <td></td> </tr> <tr> <td>Registration Number:</td> <td>1425182</td> <td>WINDSTAR</td> </tr> <tr> <td>Registration Number:</td> <td>1920365</td> <td>THE PADDLEWHEEL STEAMBOATIN' SOCIETY OF AMERICA</td> </tr> <tr> <td>Registration Number:</td> <td>1532074</td> <td>DELTA QUEEN</td> </tr> <tr> <td>Registration Number:</td> <td>2575978</td> <td>DELTA QUEEN</td> </tr> </tbody> </table>	Property Type	Number	Word Mark	Registration Number:	1652630	180 DEGREES FROM ORDINARY	Registration Number:	1653916	180° FROM ORDINARY	Registration Number:	3162404	DEGREES OF DIFFERENCE	Registration Number:	1699455		Registration Number:	1927398	FOREMAST	Registration Number:	1916856		Registration Number:	1425182	WINDSTAR	Registration Number:	1920365	THE PADDLEWHEEL STEAMBOATIN' SOCIETY OF AMERICA	Registration Number:	1532074	DELTA QUEEN	Registration Number:	2575978	DELTA QUEEN	
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TRADEMARK
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Registration Number:	1902627	MISSISSIPPI QUEEN
Registration Number:	1895041	DELTA QUEEN
Registration Number:	1897494	MISSISSIPPI QUEEN
Registration Number:	2794245	LIVE THE LEGEND!
Registration Number:	1960672	AMERICAN QUEEN
Registration Number:	3503143	MAJESTIC AMERICA LINE
Registration Number:	2017094	STEAMBOATIQUE
Registration Number:	1953534	AMERICAN QUEEN
Registration Number:	1050954	MISSISSIPPI QUEEN
Registration Number:	3523371	MISSISSIPPI QUEEN
Registration Number:	1951681	AMERICAN QUEEN
Registration Number:	1953532	AMERICAN QUEEN
Registration Number:	1953533	AMERICAN QUEEN
Registration Number:	1888453	STEAMBOATIN'
Registration Number:	1894050	STEAMBOATIN'
Registration Number:	1505375	STEAMBOATIN'
Registration Number:	1428832	THE GREAT STEAMBOAT RACE
Registration Number:	3389474	
Registration Number:	0983546	DELTA QUEEN
Registration Number:	1743099	WINDWORDS
Registration Number:	2538300	CRUISE INTO HISTORY
Registration Number:	2854019	AMBASSADORS

CORRESPONDENCE DATA

Fax Number: (212)806-7131

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 2128066431

Email: reskew@stroock.com

Correspondent Name: Richard Eskew

Address Line 1: Stroock & Stroock & Lavan LLP

Address Line 2: 180 Maiden Lane

Address Line 4: New York, NEW YORK 10038

ATTORNEY DOCKET NUMBER:	000661-0003
NAME OF SUBMITTER:	Richard Eskew
Signature:	/Richard Eskew/

Date:

11/13/2009

Total Attachments: 7

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TRADEMARK

REEL: 004096 FRAME: 0296

Trademark Security Agreement

Trademark Security Agreement, dated as of November 13, 2009, by AMBASSADORS INTERNATIONAL, INC., AMBASSADORS CRUISE GROUP, LLC, and WINDSTAR SAIL CRUISES LIMITED (individually, a “Pledgor”, and, collectively, the “Pledgors”), in favor of WILMINGTON TRUST FSB, in its capacity as collateral agent (in such capacity, the “Collateral Agent”).

WITNESSETH:

WHEREAS, the Pledgors are party to a Pledge and Security Agreement dated as of November 13, 2009 (the “Security Agreement”) in favor of the Collateral Agent pursuant to which the Pledgors are required to execute and deliver this Trademark Security Agreement;

NOW, THEREFORE, in consideration of the premises and to induce the Collateral Agent, for the benefit of the Holders, to enter into the Indenture, the Pledgors hereby agree with the Collateral Agent as follows:

SECTION 1. Defined Terms. Unless otherwise defined herein, terms defined in the Security Agreement and used herein have the meaning given to them in the Security Agreement.

SECTION 2. Grant of Security Interest in Trademark Collateral. Each Pledgor hereby pledges and grants to the Collateral Agent for the benefit of the Holders a lien on and security interest in and to all of its right, title and interest in, to and under all the following now owned or hereafter acquired Pledged Collateral of such Pledgor:

(a) Trademarks of such Pledgor and Intellectual Property Licenses concerning such Trademarks listed on Schedule I attached hereto; and

(b) all Proceeds of any and all of the foregoing.

SECTION 3. Security Agreement. The security interest granted pursuant to this Trademark Security Agreement is granted in conjunction with the security interest granted to the Collateral Agent pursuant to the Security Agreement and Pledgors hereby acknowledge and affirm that the rights and remedies of the Collateral Agent with respect to the security interest in the Trademarks made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein. In the event that any provision of this Trademark Security Agreement is deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall control.

SECTION 4. Termination. Upon the payment in full of the Obligations and termination of the Security Agreement, the Collateral Agent shall execute, acknowledge, and deliver to the Pledgors an instrument in writing in recordable form releasing the collateral pledge, grant, assignment, lien and security interest in the Trademarks under this Trademark Security Agreement.

SECTION 5. Counterparts. This Trademark Security Agreement may be executed in any number of counterparts, all of which shall constitute one and the same instrument, and any


party hereto may execute this Trademark Security Agreement by signing and delivering one or more counterparts.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, each Pledgor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

Very truly yours,

AMBASSADORS INTERNATIONAL, INC.,
AMBASSADORS CRUISE GROUP, LLC,
WINDSTAR SAIL CRUISES LIMITED,
each as a Pledgor

By: 
Name: Arthur A. Rodney
Title: Authorized Signatory

(Trademark Security Agreement)

AGREED TO AND ACCEPTED:

WILMINGTON TRUST FSB, as Collateral
Agent

By: Michael G. Oller, Jr.
Name: Michael G. Oller, Jr.
Title: Assistant Vice President



[Signature page to Trademark Security Agreement]

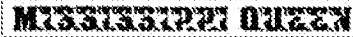


SCHEDULE I

to

TRADEMARK SECURITY AGREEMENT TRADEMARK REGISTRATIONS AND TRADEMARK APPLICATIONS

Trademark Registrations:

OWNER	REGISTRATION NUMBER	TRADEMARK
Windstar Sail Cruises Limited	1652630	180 DEGREES FROM ORDINARY
Windstar Sail Cruises Limited	1653916	180 FROM ORDINARY
Windstar Sail Cruises Limited	3162404	DEGREES OF DIFFERENCE
Windstar Sail Cruises Limited	1699455	
Windstar Sail Cruises Limited	1927398	FOREMAST
Windstar Sail Cruises Limited	1916856	
Windstar Sail Cruises Limited	1425182	WINDSTAR
Ambassadors Cruise Group LLC	1920365	
Ambassadors Cruise Group LLC	1532074	DELTA QUEEN
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Ambassadors Cruise Group LLC	1505375	STEAMBOATIN'
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