

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
Name	Formerly	Execution Date	Entity Type
Spirit Cruises, LLC		12/01/2010	LIMITED LIABILITY COMPANY: DELAWARE
<b>RECEIVING PARTY DATA</b>			
Name:	Madison Capital Funding LLC, Agent		
Street Address:	30 South Wacker Drive, Suite 3700		
City:	Chicago		
State/Country:	ILLINOIS		
Postal Code:	60606		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
<b>PROPERTY NUMBERS Total: 3</b>			
Property Type	Number	Word Mark	
Registration Number:	3319636	SPIRIT OF MT. VERNON	
Registration Number:	3766406	INNER HARBOR SPIRIT	
Registration Number:	3758248	SPIRIT OF BALTIMORE	
<b>CORRESPONDENCE DATA</b>			
Fax Number:	(312)863-7806		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	312-863-7198		
Email:	nancy.brougher@goldbergkohn.com		
Correspondent Name:	Nancy Brougher		
Address Line 1:	Goldberg Kohn Ltd.		
Address Line 2:	55 E. Monroe Street, Suite 3300		
Address Line 4:	Chicago, ILLINOIS 60603		
ATTORNEY DOCKET NUMBER:	4975.087		
NAME OF SUBMITTER:	Nancy Brougher		

OP \$90.00 3319636

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**TRADEMARK**  
**REEL: 004423 FRAME: 0743**

Signature:	/njb/
Date:	12/02/2010
Total Attachments: 4 source=First Amendment to TSA Spirit Cruises#page1.tif source=First Amendment to TSA Spirit Cruises#page2.tif source=First Amendment to TSA Spirit Cruises#page3.tif source=First Amendment to TSA Spirit Cruises#page4.tif	

**FIRST AMENDMENT TO  
TRADEMARK SECURITY AGREEMENT**

THIS FIRST AMENDMENT ("Amendment") to that certain Trademark Security Agreement dated as of August 22, 2006, which was recorded with the United States Patent and Trademark Office at August 24, 2006 at Reel 3376, Frame 0702 (the "Trademark Security Agreement") made by Spirit Cruises, LLC, a Delaware limited liability company ("Grantor"), in favor of Madison Capital Funding LLC, in its capacity as agent ("Agent") for Lenders (defined below) is made as of December 1, 2010.

WHEREAS, pursuant to that certain Third Amended and Restated Credit Agreement dated of even date herewith by and among Grantor, Entertainment Cruises Inc., a Delaware corporation, certain affiliates of Grantor, Agent and the Persons signatory thereto from time to time as lenders ("Lenders") (including all annexes, exhibits or schedules thereto, as from time to time amended, restated, supplemented or otherwise modified, the "Credit Agreement"), Agent and Lenders have agreed to make the Loans and to issue Letters of Credit for the benefit of Borrowers (as defined in the Collateral Agreement (defined below));

WHEREAS, the Grantor, certain affiliates of the Grantor, and Agent are parties to that certain Guarantee and Collateral Agreement dated as of February 8, 2006, as it may be amended, restated or otherwise modified from time to time (including all annexes, exhibits or schedules thereto, as from time to time amended, restated, supplemented or otherwise modified, the "Collateral Agreement");

WHEREAS, since the date of Grantor's execution of the Trademark Security Agreement, Grantor has acquired interests in certain additional Trademarks (as defined in the Collateral Agreement) (the "New Trademarks"); and

WHEREAS, in accordance with the Collateral Agreement, the parties agree to amend the Trademark Security Agreement to confirm the inclusion of such New Trademarks;


NOW, THEREFORE, for good and valuable consideration, the receipt and legal sufficiency of which are hereby acknowledged, the parties hereto hereby agree to amend the Trademark Security Agreement as follows:

1. Schedule. Schedule I as referred to in the Trademark Security Agreement shall be deemed to refer to Schedule I as amended by the addition of the New Trademarks scheduled on Schedule A attached hereto.

2. Effect of Amendment. Except as expressly amended by this Amendment, the terms of the Trademark Security Agreement shall remain in full force and effect as executed.


IN WITNESS WHEREOF, Grantor and Agent have each caused this Amendment to be duly executed and delivered by an officer thereunto duly authorized as of the date first above written.

SPIRIT CRUISES, LLC

By:   
Name: Lauren K. Baran  
Title: Chief Financial Officer and Secretary

ACCEPTED AND ACKNOWLEDGED BY:

MADISON CAPITAL FUNDING LLC, as Agent

By:   
Name: Kevin Balash  
Title: VP

**SCHEDULE A**

<b>Mark</b>	<b>Trademark Registration Number</b>	<b>Date of Registration</b>
Spirit of Mt Vernon	3319636	10/23/07
Inner Harbor Spirit	3766406	03/30/10
Spirit of Baltimore	3758248	03/09/10

Schedule A