

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Release of Assignment for Security of Trademarks

<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Madison Capital Funding LLC, as Agent		01/05/2012	LIMITED LIABILITY COMPANY: ILLINOIS

<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	Spirit Cruises, LLC
<b>Street Address:</b>	401 E. Illinois St.
<b>Internal Address:</b>	#310
<b>City:</b>	Chicago
<b>State/Country:</b>	ILLINOIS
<b>Postal Code:</b>	60611
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 18

Property Type	Number	Word Mark
Registration Number:	3223794	POTOMAC SPIRIT
Registration Number:	3223586	SPIRIT CITY CRUISES
Registration Number:	3223789	SPIRIT OF BOSTON
Registration Number:	3223791	SPIRIT OF CHICAGO
Registration Number:	3223792	SPIRIT OF NEW JERSEY
Registration Number:	3223795	SPIRIT OF NEW YORK
Registration Number:	3223787	SPIRIT OF NORFOLK
Registration Number:	3223788	SPIRIT OF PHILADELPHIA
Registration Number:	3223793	SPIRIT OF THE HUDSON
Registration Number:	3223790	SPIRIT OF WASHINGTON
Registration Number:	2695927	ANCHORS OF THE HOSPITALITY INDUSTRY AWARDS
Registration Number:	2257456	BATEAUX NEW YORK
Registration Number:	3086897	PHILADELPHIA LAND AND SEA TOUR PACKAGE

OP \$465.00 3223794

**TRADEMARK**

Registration Number:	2058501	SPIRIT OF ----
Registration Number:	1622911	THE SPIRIT
Registration Number:	3319636	SPIRIT OF MT. VERNON
Registration Number:	3766406	INNER HARBOR SPIRIT
Registration Number:	3758248	SPIRIT OF BALTIMORE

**CORRESPONDENCE DATA**

Fax Number: (919)416-8328  
Phone: 9192868041  
Email: pto\_tmconfirmation@mvalaw.com  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*  
Correspondent Name: Moore & Van Allen PLLC  
Address Line 1: 430 Davis Drive  
Address Line 2: Suite 500  
Address Line 4: Morrisville, NORTH CAROLINA 27560

ATTORNEY DOCKET NUMBER:	327000-11556 JES
NAME OF SUBMITTER:	John E. Slaughter
Signature:	/John E. Slaughter/
Date:	01/09/2012

Total Attachments: 4  
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**RELEASE OF ASSIGNMENT FOR SECURITY OF TRADEMARKS**

THIS RELEASE OF ASSIGNMENT FOR SECURITY OF TRADEMARKS is made as of this 5<sup>th</sup> day of January, 2012, by MADISON CAPITAL FUNDING LLC, as Agent ("Agent"), in favor of SPIRIT CRUISES, LLC a Delaware limited liability company ("Company").

FOR GOOD AND VALUABLE CONSIDERATION, the receipt and adequacy of which are hereby acknowledged, Agent hereby unconditionally and expressly releases, terminates, and extinguishes any and all of its right, title and interest in, to and under any and all liens and security interests it may have upon the trademarks listed on Schedule A attached hereto and made a part hereof (along with all goodwill of the business connected with the use of, and symbolized by the foregoing) (the "Trademarks"), which liens and security interests were established under and pursuant to that certain Trademark Security Agreement dated as of August 22, 2006 (as amended by that certain First Amendment to Trademark Security Agreement dated as of December 1, 2010), made by Company in favor of Agent, which was recorded with the United States Patent and Trademark Office on August 24, 2006 and December 2, 2010 at Reel 003376/Frame 0702 and Reel 004423/Frame 0743, respectively.

Agent consents and agrees to execute and deliver, at the request and cost of Company, such further instruments, documents and release forms as Company may reasonably request to more effectively, release, terminate and extinguish any such liens and security interests upon the Trademarks.

This Release and the rights and obligations of the parties hereto shall be governed by, and construed and interpreted in accordance with, the laws of the State of New York.

[Signature Page Follows]

This Release shall be binding upon Agent's legal representatives, assigns and successors.

MADISON CAPITAL FUNDING LLC, as Agent

By: James C. Powell  
Name: James C. Powell  
Title: Sr. Vice President

**SCHEDULE A**

**REGISTERED TRADEMARKS**

<b>TRADEMARK</b>	<b>FEDERAL REGISTRATION NUMBER</b>	<b>REGISTRATION DATE</b>
POTOMAC SPIRIT	3223794	04/03/07
SPIRIT CITY CRUISES	3223586	04/03/07
SPIRIT OF BOSTON	3223789	04/03/07
SPIRIT OF CHICAGO	3223791	04/03/07
SPIRIT OF NEW JERSEY	3223792	04/03/07
SPIRIT OF NEW YORK	3223795	04/03/07
SPIRIT OF NORFOLK	3223787	04/03/07
SPIRIT OF PHILADELPHIA	3223788	04/03/07
SPIRIT OF THE HUDSON	3223793	04/03/07
SPIRIT OF WASHINGTON	3223790	04/03/07
ANCHORS OF HOSPITALITY INDUSTRY AWARDS	2695927	03/11/03
BATEAUX NEW YORK	2257456	06/29/99
PHILADELPHIA LAND AND SEA TOUR PACKAGE	3086897	04/25/06
SPIRIT OF -----	2058501	05/06/97
THE SPIRIT	1622911	11/13/90
SPIRIT OF MT VERNON	3319636	10/23/07
INNER HARBOR SPIRIT	3766406	03/30/10
SPIRIT OF BALTIMORE	3758248	03/09/10