

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest in Trademarks		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Premier Yachts, Inc.		01/05/2012	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Bank of America, N.A., as Administrative Agent		
Street Address:	901 Main Street		
Internal Address:	TX1-492-14-06		
City:	Dallas		
State/Country:	TEXAS		
Postal Code:	75202		
Entity Type:	national banking association: UNITED STATES		
PROPERTY NUMBERS Total: 7			
Property Type	Number	Word Mark	
Registration Number:	2966197	MYSTIC BLUE	
Registration Number:	3753081	BLUE AFTER DARK	
Registration Number:	3238643	MYSTIC BLUE CRUISES	
Registration Number:	3190738	EXCEPTIONAL. UNFORGETTABLE. ODYSSEY	
Registration Number:	3167315	ODYSSEY	
Registration Number:	2980371	DUCK CRUISES	
Registration Number:	2446215	ODYSSEY	
CORRESPONDENCE DATA			
Fax Number:	(919)416-8328		
Phone:	9192868041		
Email:	pto_tmconfirmation@mvalaw.com		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Correspondent Name:	Moore & Van Allen PLLC		

OP \$190.00 2966197

Address Line 1: 430 Davis Drive
Address Line 2: Suite 500
Address Line 4: Morrisville, NORTH CAROLINA 27560

ATTORNEY DOCKET NUMBER: 372000-011556 JES

NAME OF SUBMITTER: John E. Slaughter

Signature: /John E. Slaughter/

Date: 01/06/2012

Total Attachments: 4

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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security and Pledge Agreement dated as of January 5, 2012 (as the same may be amended, modified, extended or restated from time to time, the "Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Bank of America, N.A., as Administrative Agent (the "Administrative Agent") for the benefit of the holders of the Secured Obligations referenced therein, the undersigned Obligor has granted and hereby grants a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Administrative Agent for the ratable benefit of the holders of the Secured Obligations, subject to and upon the terms and conditions of the Agreement, which are incorporated herein by reference:

TRADEMARKS

<u>Trademark No.</u>	Description of Trademark <u>Item</u>	Date of <u>Trademark</u>
	See Schedule 1 attached hereto.	

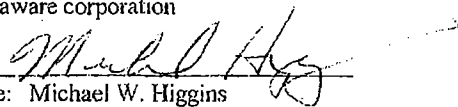
TRADEMARK APPLICATIONS

<u>Trademark Applications No.</u>	Description of Trademark <u>Applied For</u>	Date of Trademark <u>Applications</u>
	See Schedule 1 attached hereto.	

The undersigned Obligor and the Administrative Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

PREMIER YACHTS, INC.,
a Delaware corporation

By: 
Name: Michael W. Higgins
Title: President

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

By: _____
Name: _____
Title: _____

NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS
ENTERTAINMENT CRUISES INC.

TRADEMARK
REEL: 004695 FRAME: 0305

The undersigned Obligor and the Administrative Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

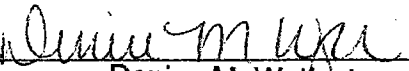
Very truly yours,

PREMIER YACHTS, INC.,
a Delaware corporation

By: _____
Name: _____
Title: _____

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

By: 
Name: Denise M. Wolfenberger
Title: AVP - Agency Management Officer

NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS – PREMIER YACHTS, INC.
ENTERTAINMENT CRUISES INC.

TRADEMARK
REEL: 004695 FRAME: 0306

Schedule 1

**Premier Yachts, Inc.
(Delaware Corporation)**

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
MYSTIC BLUE	2966197	07/12/05
BLUE AFTER DARK	3753081	02/23/10
MYSTIC BLUE CRUISES and Design	3238643	05/08/07
EXCEPTIONAL. UNFORGETTABLE. ODYSSEY	3190738	01/02/07
ODYSSEY	3167315	11/07/06
DUCK CRUISES	2980371	08/02/05
ODYSSEY	2446215	04/24/01