

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM335419

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
SEASPAN ULC		03/04/2015	CORPORATION: CANADA
RECEIVING PARTY DATA			
Name:	COMPUTERSHARE TRUST COMPANY OF CANADA, AS COLLATERAL AGENT		
Street Address:	510 Burrard Street		
Internal Address:	3rd Floor		
City:	Vancouver, B.C.		
State/Country:	CANADA		
Postal Code:	V6C 3B9		
Entity Type:	CORPORATION: CANADA		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	0965300	S SEASPAN	
Registration Number:	3286139	SEASPAN	
Registration Number:	4395102	SEASPAN	
CORRESPONDENCE DATA			
Fax Number:	6046225656		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	6046437942		
Email:	vyip@mccarthy.ca		
Correspondent Name:	McCarthy Tetrault LLP - Vincent K.S. Yip		
Address Line 1:	777 Dunsmuir Street		
Address Line 2:	Box 10424, Suite 1300, Pacific Center		
Address Line 4:	Vancouver, B.C., CANADA V7Y 1K2		
ATTORNEY DOCKET NUMBER:	190152-319968		
NAME OF SUBMITTER:	Vincent Kam Sun Yip		
SIGNATURE:	/VincentKamSunYip/		
DATE SIGNED:	03/17/2015		
Total Attachments: 3			

OP \$90.00 0965300

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**CONFIRMATION OF SECURITY INTEREST
IN U.S. TRADEMARKS**

This Confirmation is dated for reference February 18, 2015.

WHEREAS:

A. Seaspan ULC (the “**Owner**”) is the owner of the trademarks set forth in Exhibit ”A” and the registrations and applications for the trademarks identified therein (collectively, the “**Trademarks**”);

B. The Owner has entered into a note purchase agreement dated as of March 4, 2015 (as amended, restated or replaced from time to time, the “**Note Purchase Agreement**”) pursuant to which the Owner is issuing to the Noteholders an aggregate principal amount of C\$75,000,000 of its Notes (each as defined in the Note Purchase Agreement) and may issue an additional principal amount of C\$25,000,000 of its Notes;

C. Pursuant to an amended and restated credit agreement dated for reference February 18, 2015 (as amended, restated or replaced from time to time, the “**Credit Agreement**”) between the Owner, as borrower, the Institutions named therein, as lenders (collectively, the “**Lenders**”) and The Toronto-Dominion Bank, as administration agent (the “**Agent**”), the Lenders have agreed to establish for the Owner certain credit facilities, all as more particularly described in the Credit Agreement;

D. As security for, *inter alia*, all present and future debts and liabilities of the Owner under the Note Purchase Agreement and the Credit Agreement, the Owner has executed a C\$400,000,000 Debenture dated for reference February 18, 2015 (as amended, restated or replaced from time to time, the “**Debenture**”) in favour of Computershare Trust Company of Canada, in its capacity as collateral agent for the Agent, the Noteholders and the Lenders, (in such capacity, and including any assignee of or successor to the rights of such collateral agent, the “**Collateral Agent**”) pursuant to which the Owner has granted to the Collateral Agent a security interest in the Trademarks;

NOW THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby conclusively acknowledged, the Owner confirms the grant to the Collateral Agent pursuant to the Debenture of a security interest in and to the Trademarks, as security for the “Note Obligations” and the “Loan Obligations” (each as defined in the Debenture).

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DATED at Vancouver, British Columbia on March 4, 2015.

SEASPAN ULC

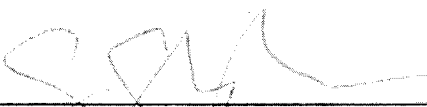
Per: 

Name: Jonathan P. Whitworth
Title: Chief Executive Officer
Authorized Signatory

Per: 

Name: Nancy L. McKenzie
Title: Chief Financial Officer
Authorized Signatory

At Vancouver, B.C. on February 26, 2015, before me appeared Jonathan P. Whitworth and Nancy L. McKenzie, the persons who signed this instrument, each of whom acknowledged that he/she signed it as a free act on behalf of the corporation identified and referred to herein as the Owner.



Signature and Stamp of Notary Public

EXHIBIT "A"

Trademark

Reg. No.

SEASPAN & Design

0965300



SEASPAN

3286139

SEASPAN logo

4395102

seaspan