

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM356711

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Notice of Grant of Security Interest in Trademarks (Amended and Restated)

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
American Cruise Lines, Inc.		06/03/2014	CORPORATION: DELAWARE

## RECEIVING PARTY DATA

<b>Name:</b>	Bank of America, N.A., as Collateral Agent
<b>Street Address:</b>	185 Asylum Street
<b>City:</b>	Hartford
<b>State/Country:</b>	CONNECTICUT
<b>Postal Code:</b>	06103
<b>Entity Type:</b>	national banking association: UNITED STATES

## PROPERTY NUMBERS Total: 27

Property Type	Number	Word Mark
Registration Number:	4777732	AMERICAN EAGLE
Registration Number:	4637450	AMERICAN RIVER LINES
Registration Number:	4436899	THE GREAT AMERICAN STEAMBOAT CRUISE
Registration Number:	4283450	QUEEN OF THE MISSISSIPPI
Registration Number:	4130763	THE GREAT AMERICAN STEAMBOAT CRUISE
Registration Number:	3887577	SMALL SHIP CRUISING DONE PERFECTLY
Registration Number:	3772495	THE EAGLE SOCIETY
Registration Number:	3506365	INDEPENDENCE
Registration Number:	3409555	AMERICAN STAR
Registration Number:	3025982	AMERICAN CRUISE LINES
Registration Number:	3019486	AMERICAN CRUISE LINES
Registration Number:	2987886	AMERICAN SPIRIT
Registration Number:	2908064	AMERICAN GLORY
Registration Number:	1902627	MISSISSIPPI QUEEN
Registration Number:	1897494	MISSISSIPPI QUEEN
Registration Number:	1050954	MISSISSIPPI QUEEN
Serial Number:	86586618	MISSISSIPPI QUEEN
Serial Number:	86573482	MISSISSIPPI RIVERBOAT COMPANY
Serial Number:	86573449	MISSISSIPPI STEAMBOAT COMPANY

TRADEMARK

Property Type	Number	Word Mark
Serial Number:	86367668	UNITED STATES
Serial Number:	86367665	AMERICAN HERITAGE
Serial Number:	86367659	HEART OF AMERICA
Serial Number:	86367655	AMERICA
Serial Number:	86314672	GRAND REPUBLIC
Serial Number:	85432252	QUEEN OF THE SOUTH
Serial Number:	85254474	GREAT AMERICAN STEAMBOAT COMPANY
Serial Number:	85254464	AMERICAN STEAMBOAT COMPANY

**CORRESPONDENCE DATA**

**Fax Number:** 9192868199  
*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.*  
**Phone:** 919 286-8000  
**Email:** PTO\_TMconfirmation@mvalaw.com  
**Correspondent Name:** MOORE & VAN ALLEN PLLC  
**Address Line 1:** 3015 CARRINGTON MILL BOULEVARD  
**Address Line 2:** SUITE 400  
**Address Line 4:** MORRISVILLE, NORTH CAROLINA 27560

<b>ATTORNEY DOCKET NUMBER:</b>	327000-12016
<b>NAME OF SUBMITTER:</b>	John E. Slaughter
<b>SIGNATURE:</b>	/John E. Slaughter/
<b>DATE SIGNED:</b>	09/29/2015

**Total Attachments: 4**  
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NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Amended and Restated Security Agreement dated as of June 3, 2014 (as the same may be amended, restated, amended and restated, modified or supplemented from time to time, the "Security Agreement") by and among the Grantors from time to time party thereto (each a "Grantor" and collectively, the "Grantors") and Bank of America, N.A., as Collateral Agent (the "Collateral Agent") for the Secured Parties referenced therein, the undersigned Grantor has granted a continuing security interest in and a right to set off against the trademarks and trademark applications shown on Schedule 1 to the Collateral Agent for the ratable benefit of the Secured Parties. The undersigned Grantor delivers this notice as of the Second Amendment Effective Date.

The undersigned Grantor and the Collateral Agent, on behalf of the Secured Parties, 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 Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

AMERICAN CRUISE LINES, INC.,  
a Delaware corporation

By: Susan K Renner  
Name: SUSAN K RENNER  
Title: TREASURER

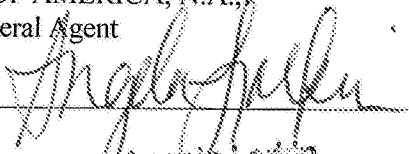
Acknowledged and Accepted:

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

By: \_\_\_\_\_

Name:

Title:

  
Angela Larkin  
Assistant Vice President

Schedule 1

American Cruise Lines, Inc.  
(Delaware Corporation)

U.S. Trademarks

Registered Marks

Mark	Reg. No.	Reg. Date
AMERICAN EAGLE	4777732	07/21/15
AMERICAN RIVER LINES	4637450	11/11/14
THE GREAT AMERICAN STEAMBOAT CRUISE	4436899	11/19/13
QUEEN OF THE MISSISSIPPI	4283450	01/29/13
THE GREAT AMERICAN STEAMBOAT CRUISE	4130763	04/24/12
SMALL SHIP CRUISING DONE PERFECTLY	3887577	12/07/10
THE EAGLE SOCIETY	3772495	04/06/10
INDEPENDENCE	3506365	09/23/08
AMERICAN STAR (Stylized)	3409555	04/08/08
AMERICAN CRUISE LINES and Design	3025982	12/13/05
AMERICAN CRUISE LINES	3019486	11/29/05
AMERICAN SPIRIT (Stylized)	2987886	08/23/05
AMERICAN GLORY (Stylized)	2908064	12/07/04
MISSISSIPPI QUEEN	1902627	07/04/95
MISSISSIPPI QUEEN	1897494	06/06/95
MISSISSIPPI QUEEN and Design	1050954	10/19/76

Pending Applications

Mark	Appl. No.	Filing Date
MISSISSIPPI QUEEN	86586618	04/03/15
MISSISSIPPI RIVERBOAT COMPANY	86573482	03/23/15
MISSISSIPPI STEAMBOAT COMPANY	86573449	03/23/15
UNITED STATES	86367668	08/15/14
AMERICAN HERITAGE	86367665	08/15/14
HEART OF AMERICA	86367659	08/15/14
AMERICA	86367655	08/15/14
GRAND REPUBLIC	86314672	06/19/14
QUEEN OF THE SOUTH	85432252	09/26/11
GREAT AMERICAN STEAMBOAT COMPANY	85254474	03/01/11
AMERICAN STEAMBOAT COMPANY	85254464	03/01/11