

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM357598

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Termination and Release of Security Interest in Trademarks		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Bank of America, N.A., as Administrative Agent		10/05/2015	national banking association: UNITED STATES
RECEIVING PARTY DATA			
Name:	Spirit Cruises, LLC		
Street Address:	5700 Lake Wright Drive, Suite 203		
City:	Norfolk		
State/Country:	VIRGINIA		
Postal Code:	23502		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 17			
Property Type	Number	Word Mark	
Registration Number:	3086897	PHILADELPHIA LAND AND SEA TOUR PACKAGE	
Registration Number:	3319636	SPIRIT OF MT. VERNON	
Registration Number:	3223795	SPIRIT OF NEW YORK	
Registration Number:	3223794	POTOMAC SPIRIT	
Registration Number:	3223793	SPIRIT OF THE HUDSON	
Registration Number:	3223792	SPIRIT OF NEW JERSEY	
Registration Number:	3223791	SPIRIT OF CHICAGO	
Registration Number:	3223790	SPIRIT OF WASHINGTON	
Registration Number:	3223789	SPIRIT OF BOSTON	
Registration Number:	3223788	SPIRIT OF PHILADELPHIA	
Registration Number:	3223787	SPIRIT OF NORFOLK	
Registration Number:	3766406	INNER HARBOR SPIRIT	
Registration Number:	3758248	SPIRIT OF BALTIMORE	
Registration Number:	3223586	SPIRIT CITY CRUISES	
Registration Number:	2257456	BATEAUX NEW YORK	
Registration Number:	2058501	SPIRIT OF -----	
Registration Number:	1622911	THE SPIRIT	
CORRESPONDENCE DATA			
TRADEMARK			

OP \$440.00 3086897

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

ATTORNEY DOCKET NUMBER:	327000.011556
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NAME OF SUBMITTER:	John E. Slaughter, III
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SIGNATURE:	/jes/
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DATE SIGNED:	10/06/2015
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Total Attachments: 4

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**TERMINATION AND RELEASE OF SECURITY INTEREST
IN TRADEMARKS**

This **TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARKS**, dated as of October 5, 2015 ("Release"), is made by Bank of America, N.A., as Administrative Agent ("Administrative Agent") in favor of Spirit Cruises, LLC, a Delaware limited liability company ("Grantor").

WHEREAS, pursuant to that certain Security and Pledge Agreement dated as of January 5, 2012 (as amended, restated, supplemented, modified, extended, renewed or replaced from time to time, the "Security Agreement") by and among the Obligors party thereto and the Administrative Agent, each Obligor granted to the Administrative Agent, for the benefit of the holders of the Secured Obligations ("Secured Parties"), a continuing security interest in, and a right to set off against, any and all right, title and interest of such Obligor in and to all trademarks and goodwill associated therewith ("Trademark Collateral");

WHEREAS, pursuant to the Security Agreement, Grantor, an Obligor, executed and delivered to Administrative Agent, for the benefit of the Secured Parties, the Notice of Grant of Security Interest in Trademarks dated as of January 5, 2012 ("Notice"); and

WHEREAS, the Notice was recorded at the United States Patent and Trademark Office ("USPTO") on January 6, 2012 at Reel 4693 Frame 0401.

NOW THEREFORE, in consideration of the mutual promises and undertakings set forth herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and with the intention of being legally bound hereby, Administrative Agent, on behalf of the Secured Parties, and Grantor agree as follows:

SECTION 1. Defined Terms. All capitalized terms used herein but not otherwise defined herein have the meanings given to them in the Security Agreement or Notice.

SECTION 2. Termination and Release. Administrative Agent, on behalf of the Secured Parties, without representation, warranty, or recourse, hereby:

(a) terminates the Notice;

(b) terminates, cancels, discharges, and releases the mortgage, pledge, and hypothecation and lien on and security interest in and to the Grantor's right, title, and interest in, to, and under all the Trademark Collateral, including, but not limited to, the foregoing listed on Schedule A attached hereto, granted pursuant to the Security Agreement or Notice; and

(c) authorizes the recordation of this Release with the USPTO at Grantor's expense.

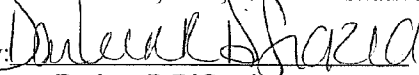
SECTION 3. Choice of Law. This Release shall be governed by and construed in accordance with the laws of the State of New York.

SECTION 4. Acknowledgement. The release of security interest granted herein expressly does not include a release of the security interest granted pursuant to the Security and Pledge Agreement dated as of October 5, 2015 (as amended, restated, supplemented, modified, extended, renewed or replaced from time to time) by and among the Obligors party thereto (as defined therein) and Bank of America, N.A., in its capacity as administrative agent thereto.

IN WITNESS WHEREOF, the Administrative Agent, on behalf of the Secured Parties, has caused this Termination and Release of Security Interest in Trademarks to be duly executed as of the date first set forth above.

Administrative Agent:

Bank of America, N.A., as Administrative Agent

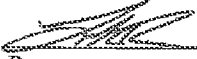
By: 

Name: Darleen R DiGrazia

Title: Vice President

Acknowledged and Agreed
as of the date first written above:

SPIRIT CRUISES, LLC

By: 
Name: Lauren Baran
Title: Chief Financial Officer

SPIRIT CRUISES, LLC
TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARKS

TRADEMARK
REEL: 005638 FRAME: 0709

Schedule A

Spirit Cruises, LLC
(Delaware Limited Liability Company)

U.S. Trademarks Subject to Security Interest
Granted by Spirit Cruises, LLC
In Favor of Bank of America, N.A., as Administrative Agent
Recorded January 6, 2012 at Reel 4693 Frame 0401

Registered Marks

Mark	Reg. No.	Reg. Date
PHILADELPHIA LAND AND SEA TOUR PACKAGE	3086897	04/25/06
SPIRIT OF MT. VERNON	3319636	10/23/07
SPIRIT OF NEW YORK	3223795	04/03/07
POTOMAC SPIRIT	3223794	04/03/07
SPIRIT OF THE HUDSON	3223793	04/03/07
SPIRIT OF NEW JERSEY	3223792	04/03/07
SPIRIT OF CHICAGO	3223791	04/03/07
SPIRIT OF WASHINGTON	3223790	04/03/07
SPIRIT OF BOSTON	3223789	04/03/07
SPIRIT OF PHILADELPHIA	3223788	04/03/07
SPIRIT OF NORFOLK	3223787	04/03/07
INNER HARBOR SPIRIT	3766406	03/30/10
SPIRIT OF BALTIMORE	3758248	03/09/10
SPIRIT CITY CRUISES	3223586	04/03/07
BATEAUX NEW YORK	2257456	06/29/99
SPIRIT OF -----	2058501	05/06/97
THE SPIRIT	1622911	11/13/90

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