

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM357598

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

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

<b>ATTORNEY DOCKET NUMBER:</b>	327000.011556
--------------------------------	---------------

<b>NAME OF SUBMITTER:</b>	John E. Slaughter, III
---------------------------	------------------------

<b>SIGNATURE:</b>	/jes/
-------------------	-------

<b>DATE SIGNED:</b>	10/06/2015
---------------------	------------

**Total Attachments: 4**

source=Termination - Spirit#page1.tif

source=Termination - Spirit#page2.tif

source=Termination - Spirit#page3.tif

source=Termination - Spirit#page4.tif

**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.

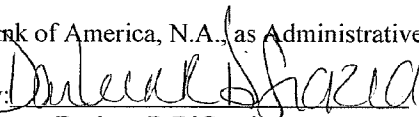
**SECTION 3. Choice of Law.** This Release shall be governed by and construed in accordance with the laws of the State of New York.

**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

TR11\785064v1