

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM357601

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Notice of Grant of Security Interest in Trademarks

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Spirit Cruises, LLC		10/05/2015	LIMITED LIABILITY COMPANY: DELAWARE

## RECEIVING PARTY DATA

<b>Name:</b>	Bank of America, N.A., as Administrative Agent
<b>Street Address:</b>	901 Main Street
<b>Internal Address:</b>	MC: TX-492-14-11
<b>City:</b>	Dallas
<b>State/Country:</b>	TEXAS
<b>Postal Code:</b>	75202
<b>Entity Type:</b>	national banking association: UNITED STATES

## PROPERTY NUMBERS Total: 22

Property Type	Number	Word Mark
Registration Number:	4648788	SPIRIT CRUISES
Registration Number:	4646107	CHICAGO ELITE
Registration Number:	4644758	SPIRIT CRUISES
Registration Number:	4561406	MANHATTAN ELITE
Registration Number:	4447196	ATLANTICA
Registration Number:	4348814	CAPITAL ELITE
Registration Number:	4306495	FREEDOM ELITE
Registration Number:	4303900	SEAPORT ELITE
Registration Number:	3766406	INNER HARBOR SPIRIT
Registration Number:	3758248	SPIRIT OF BALTIMORE
Registration Number:	3319636	SPIRIT OF MT. VERNON
Registration Number:	3223795	SPIRIT OF NEW YORK
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

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	2257456	BATEAUX NEW YORK
Registration Number:	2058501	SPIRIT OF -----
Registration Number:	1622911	THE SPIRIT
Serial Number:	86597968	BOATHOUSE FRIDAYS

**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

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

**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 October 5, 2015 (as the same may be amended, modified, extended or restated from time to time, the "Agreement") by and among the Obligor 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 on Schedule 1 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:

The Obligors 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,

SPIRIT CRUISES, LLC

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



Name: Lauren Baran

Title: Chief Financial Officer

SPIRIT CRUISES, LLC  
NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS

**TRADEMARK**  
**REEL: 005638 FRAME: 0731**

Acknowledged and Accepted:

BANK OF AMERICA, N.A. as Administrative Agent

By: Darleen R DiGrazia

Name: Darleen R DiGrazia

Title: Vice President

SPirit CRUISES, LLC  
NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS

**TRADEMARK**  
**REEL: 005638 FRAME: 0732**

Schedule 1

Spirit Cruises, LLC  
(Delaware Limited Liability Company)

U.S. Trademarks

Registered Marks

Mark	Reg. No.	Reg. Date
SPIRIT CRUISES and Design	4648788	12/02/14
CHICAGO ELITE	4646107	11/25/14
SPIRIT CRUISES	4644758	11/25/14
MANHATTAN ELITE	4561406	07/01/14
ATLANTICA	4447196	12/10/13
CAPITAL ELITE	4348814	06/11/13
FREEDOM ELITE	4306495	03/19/13
SEAPORT ELITE	4303900	03/19/13
INNER HARBOR SPIRIT	3766406	03/30/10
SPIRIT OF BALTIMORE	3758248	03/09/10
SPIRIT OF MT. VERNON	3319636	10/23/07
SPIRIT OF NEW YORK	3223795	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
BATEAUX NEW YORK	2257456	06/29/99
SPIRIT OF -----	2058501	05/06/97
THE SPIRIT	1622911	11/13/90

Pending Application

Mark	Appl. No.	Filing Date
BOATHOUSE FRIDAYS	86597968	04/15/15