

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM412568

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST
<b>SEQUENCE:</b>	2

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
NYCL ACQUISITION LLC		01/12/2017	Limited Liability Company: DELAWARE

## RECEIVING PARTY DATA

<b>Name:</b>	TD BANK, N.A., as Administrative Agent and Collateral Trustee
<b>Street Address:</b>	125 Park Avenue
<b>City:</b>	NEW YORK
<b>State/Country:</b>	NEW YORK
<b>Postal Code:</b>	10017
<b>Entity Type:</b>	National Banking Association: UNITED STATES

## PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Serial Number:	76496223	ZEPHYR
Serial Number:	78406692	C
Serial Number:	78575368	WATER TAXI
Serial Number:	77105469	
Serial Number:	78369955	SHARK
Serial Number:	86856069	NEW YORK WATER TAXI
Serial Number:	86856092	

## CORRESPONDENCE DATA

Fax Number: 2128066006

*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: 2128065400

Email: RDORAZIO@STROOCK.COM

Correspondent Name: Jeffrey M. Mann

Address Line 1: 180 MAIDEN LANE

Address Line 2: STROOCK &amp; STROOCK &amp; LAVAN, LLP

Address Line 4: NEW YORK, NEW YORK 10038

<b>NAME OF SUBMITTER:</b>	Jeffrey M. Mann
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<b>SIGNATURE:</b>	/Jeffrey M. Mann/
<b>DATE SIGNED:</b>	01/17/2017
<b>Total Attachments: 2</b> source=Grant_Security_Interest#page1.tif source=Grant_Security_Interest#page2.tif	

GRANT OF SECURITY INTEREST (TRADEMARKS)

The undersigned, NYCL ACQUISITION LLC, a Delaware limited liability company (the "Grantor"), is obligated to TD BANK, N.A., as Administrative Agent and Collateral Trustee (in such capacity, the "Secured Party"), the lenders from time to time party to the Second Amended and Restated Loan and Security Agreement, dated as of January 12, 2017 (as amended, restated, supplemented or otherwise modified from time to time, the "Loan Agreement"), by and among the Grantor, Circle Line-Sightseeing Yachts, Inc., World Yacht L.L.C., such lenders and TD Bank, N.A., as Administrative Agent and Collateral Trustee, and any Affiliate Counterparty (as defined in the Loan Agreement).

Pursuant to the Loan Agreement, the Grantor has granted to the Secured Party a security interest in and to all of the right, title and interest of the Grantor in and to the trademarks listed on Schedule I, which trademarks are registered in the United States Patent and Trademark Office (the "Trademarks"), together with the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the prompt payment, performance and observance of the Obligations (as defined in the Loan Agreement).

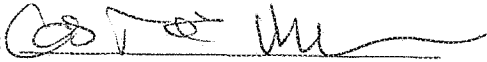
For good and valuable consideration, the receipt of which is hereby acknowledged, and for the purpose of recording the grant of the security interest as aforesaid, the Grantor does hereby further assign and grant to the Secured Party a security interest in the Collateral to secure the prompt payment, performance and observance of the Obligations.

The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Secured Party with respect to the security interest in the Collateral made and granted hereby are set forth in the Loan Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

The Secured Party's address is: 125 Park Avenue, New York, New York 10017.

IN WITNESS WHEREOF, the Grantor has caused this Grant of Security Interest to be duly executed by its duly authorized officer as of the 12<sup>th</sup> day of January 2017.

NYCL ACQUISITION LLC

By:   
Name: Costas Markou  
Title: President

Schedule 1  
to  
Grant of Security Interest (Trademarks)  
Dated as of January 12, 2017

Registered Trademarks

<u>MARK</u>	<u>REGISTRATION NO.</u>	<u>SERIAL NO.</u>	<u>DATE ISSUED</u>
ZEPHYR	2863479	76496223	July 13, 2004
C	2976023	78406692	July 26, 2005
WATER TAXI	3108966	78575368	June 27, 2006
[DESIGN]	3487004	77105469	August 19, 2008
SHARK	2966751	78369955	July 12, 2005

Trademark Applications

<u>MARK</u>	<u>SERIAL NO.</u>	<u>FILING DATE</u>
NEW YORK WATER TAXI	86856069	December 21, 2015
[DESIGN]	86856092	December 21, 2015