

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM433441

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
PEARL SEAS CRUISES LLC		06/30/2017	Limited Liability Company: MARSHALL ISLANDS
RECEIVING PARTY DATA			
Name:	BANK OF AMERICA, N.A., AS COLLATERAL AGENT		
Street Address:	135 S. LASALLE STREET		
Internal Address:	MAIL CODE: IL4-135-09-61		
City:	CHICAGO		
State/Country:	ILLINOIS		
Postal Code:	60603		
Entity Type:	National Banking Association: UNITED STATES		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	4646079	PEARL MIST	
Registration Number:	4625155	PEARL SEAS CRUISES	
Registration Number:	3659450	PEARL SEAS CRUISES	
CORRESPONDENCE DATA			
Fax Number:	9192868199		
<i>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.</i>			
Phone:	919 286-8000		
Email:	PTO_TMconfirmation@mvalaw.com, sandraday@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:	327000-12016		
NAME OF SUBMITTER:	John Slaughter		
SIGNATURE:	/john slaughter/		
DATE SIGNED:	06/30/2017		
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 30, 2017 (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 First Restatement 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.

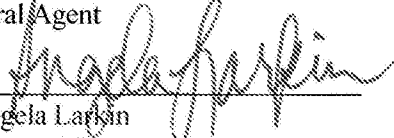
Very truly yours,

PEARL SEAS CRUISES LLC,
a limited liability company existing under the laws of the
Marshall Islands

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

Acknowledged and Accepted:

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

By: 
Name: Angela Larsin
Title: Assistant Vice President

Schedule 1

**Pearl Seas Cruises LLC
(Marshall Islands Limited Liability Company)**

U.S. Trademarks

Trademark Registrations

Mark	Reg. No.	Reg. Date
PEARL MIST	4646079	11/25/14
PEARL SEAS CRUISES	4625155	10/21/14
PEARL SEAS CRUISES	3659450	07/21/09