

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM519696

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	RELEASE OF SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Bank of America, N.A.		04/18/2019	National Banking Association: UNITED STATES

RECEIVING PARTY DATA

Name:	Spirit Cruises, LLC
Street Address:	Pier 3, The Embarcadero
City:	San Francisco
State/Country:	CALIFORNIA
Postal Code:	94111
Entity Type:	Limited Liability Company: DELAWARE

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
Registration Number:	2257456	BATEAUX NEW YORK

TRADEMARK

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

CORRESPONDENCE DATA

Fax Number:

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.

Email: jbraibanti@paulweiss.com, lfranco@paulweiss.com, cadinolfi@paulweiss.com

Correspondent Name: Jill C. Braibanti

Address Line 1: Paul Weiss Rifkind Wharton & Garrison LLP

Address Line 2: 1285 Avenue of the Americas

Address Line 4: New York, NEW YORK 10019-6064

ATTORNEY DOCKET NUMBER:	22475-002
NAME OF SUBMITTER:	Jill C. Braibanti
SIGNATURE:	/Jill C. Braibanti/
DATE SIGNED:	04/18/2019

Total Attachments: 3

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

This **TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARKS**, dated as of April 18, 2019 (“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 (“Obligor”).

WHEREAS, pursuant to that certain Security and Pledge Agreement dated as of October 5, 2015 (as amended, restated, supplemented, modified, extended, renewed or replaced from time to time, the “Security Agreement”) by and among the Obligor, Administrative Agent, and others party thereto, 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 Obligor in and to all Intellectual Property, including trademarks and trademark applications and the goodwill associated therewith (collectively, “Trademark Collateral”); and

WHEREAS, pursuant to the Security Agreement, Obligor executed and delivered to Administrative Agent, for the benefit of the Secured Parties, the Notice of Grant of Security Interest in Trademarks recorded at the United States Patent and Trademark Office (“USPTO”) on October 6, 2015 at Reel 5638 Frame 0728 (“Notice”).

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Administrative Agent, on behalf of the Secured Parties, and Obligor 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, cancels, discharges, and releases the continuing security interest in, and the right to set off against, Obligor’s right, title, and interest in and to all Trademark Collateral, including, but not limited to, the foregoing listed on Schedule A attached hereto, granted pursuant to the Security Agreement or Notice; and


(b) authorizes the recordation of this Release with the USPTO at Obligor’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.

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: Cindy Jordan

Title: Assistant Vice President

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 October 6, 2015 at Reel 5638 Frame 0728

Trademark Registrations

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

Trademark Application

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