

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM519701

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 (successor to Potomac Riverboat Company, 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: 1			
Property Type	Number	Word Mark	
Registration Number:	4352387	POTOMAC RIVERBOAT COMPANY	
CORRESPONDENCE DATA			
Fax Number:			
<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>			
Email:	jbraibanti@paulweiss.com, lfranco@paulweiss.com, cadinolfi@paulweiss.com		
Correspondent Name:	Jill C. Braibanti		
Address Line 1:	Paul Weiss Rifkind Wharton & Garrison		
Address Line 2:	1285 Avenue of the America		
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 Apr 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 (successor to Potomac Riverboat Company, LLC, a Virginia 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 September 8, 2016 at Reel 5873 Frame 0457 (“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

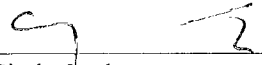
(b) authorizes the recordation of this Release with the USPTO at Obligor’s expense.

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 (successor to Potomac Riverboat Company, LLC)
(Delaware Limited Liability Company)

U.S. Trademark Subject to Security Interest
Granted by Potomac Riverboat Company, LLC
In Favor of Bank of America, N.A., as Administrative Agent
Recorded September 8, 2016 at Reel 5873 Frame 0457

Trademark Registration

Mark	Reg. No.	Reg. Date
POTOMAC RIVERBOAT COMPANY	4352387	06/18/13