

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM528960

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest in Trademarks		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
AMERICAN CRUISE LINES, INC.		06/20/2019	Corporation: DELAWARE
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: 31			
Property Type	Number	Word Mark	
Registration Number:	5632032	AMERICAN HARMONY	
Registration Number:	5628120	MISSISSIPPI QUEEN	
Registration Number:	5492763	AMERICAN CONSTITUTION	
Registration Number:	5233248	AMERICAN PRIDE	
Registration Number:	5009686	AMERICA	
Registration Number:	4936950	GREAT AMERICAN STEAMBOAT COMPANY	
Registration Number:	4777732	AMERICAN EAGLE	
Registration Number:	4637450	AMERICAN RIVER LINES	
Registration Number:	4436899	THE GREAT AMERICAN STEAMBOAT CRUISE	
Registration Number:	4283450	QUEEN OF THE MISSISSIPPI	
Registration Number:	4130763	THE GREAT AMERICAN STEAMBOAT CRUISE	
Registration Number:	3887577	SMALL SHIP CRUISING DONE PERFECTLY	
Registration Number:	3772495	THE EAGLE SOCIETY	
Registration Number:	3506365	INDEPENDENCE	
Registration Number:	3409555	AMERICAN STAR	
Registration Number:	3025982	AMERICAN CRUISE LINES	
Registration Number:	3019486	AMERICAN CRUISE LINES	
Registration Number:	2987886	AMERICAN SPIRIT	
TRADEMARK			

OP \$790.00 5632032

Property Type	Number	Word Mark
Registration Number:	2908064	AMERICAN GLORY
Registration Number:	1902627	MISSISSIPPI QUEEN
Registration Number:	1897494	MISSISSIPPI QUEEN
Registration Number:	1050954	MISSISSIPPI QUEEN
Serial Number:	88322162	AMERICAN HERITAGE
Serial Number:	88188367	AMERICAN JAZZ
Serial Number:	88188357	AMERICAN MELODY
Serial Number:	87906249	AMERICAN RIVER CRUISES
Serial Number:	87761693	AMERICAN SONG
Serial Number:	87040022	AMERICAN CONSTELLATION
Serial Number:	87043772	CONSTITUTION
Serial Number:	87201794	QUEEN OF THE SOUTH
Serial Number:	85254464	AMERICAN STEAMBOAT COMPANY

CORRESPONDENCE DATA

Fax Number: 7043311159

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: 7043311000

Email: PTO_TMconfirmation@mvalaw.com,
maryelizabethzaldivar@mvalaw.com

Correspondent Name: Moore & Van Allen PLLC

Address Line 1: 100 North Tryon Street

Address Line 2: Suite 4700, ATTN: IP DEPARTMENT

Address Line 4: Charlotte, NORTH CAROLINA 28202

ATTORNEY DOCKET NUMBER:	327000.012016
NAME OF SUBMITTER:	John Slaughter
SIGNATURE:	/john slaughter/
DATE SIGNED:	06/24/2019

Total Attachments: 4

source=NGSI-T(2) - American Cruise Lines, Inc. to Bank of America, N.A., as Collateral Agent#page1.tif
source=NGSI-T(2) - American Cruise Lines, Inc. to Bank of America, N.A., as Collateral Agent#page2.tif
source=NGSI-T(2) - American Cruise Lines, Inc. to Bank of America, N.A., as Collateral Agent#page3.tif
source=NGSI-T(2) - American Cruise Lines, Inc. to Bank of America, N.A., as Collateral Agent#page4.tif

NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Second Amended and Restated Security Agreement dated as of June 20, 2019 (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 June 20, 2019.

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,

AMERICAN CRUISE LINES, INC.,
a Delaware corporation

By: Susan K. Reuver
Name: SUSAN K. REUVER
Title: TREASURER

Acknowledged and Accepted:

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

By: _____
Name:
Title:

NOTICE OF GRANT OF SECURITY INTEREST
IN INTELLECTUAL PROPERTY

TRADEMARK
REEL: 006676 FRAME: 0728

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,

AMERICAN CRUISE LINES, INC.,
a Delaware corporation

By: _____
Name:
Title:

Acknowledged and Accepted:

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

By: 
Name: **Felicia Brinson**
Title: **Assistant Vice President**

NOTICE OF GRANT OF SECURITY INTEREST
IN INTELLECTUAL PROPERTY

TRADEMARK
REEL: 006676 FRAME: 0729

Schedule 1

American Cruise Lines, Inc.
(Delaware Corporation)

U.S. Trademarks

Trademark Registrations

Mark	Reg. No.	Reg. Date
AMERICA HARMONY	5632032	12/18/18
MISSISSIPPI QUEEN	5628120	12/11/18
AMERICAN CONSTITUTION	5492763	06/12/18
AMERICAN PRIDE	5233248	06/27/17
AMERICA	5009686	07/26/16
GREAT AMERICAN STEAMBOAT COMPANY	4936950	04/12/16
AMERICAN EAGLE	4777732	07/21/15
AMERICAN RIVER LINES	4637450	11/11/14
THE GREAT AMERICAN STEAMBOAT CRUISE	4436899	11/19/13
QUEEN OF THE MISSISSIPPI	4283450	01/29/13
THE GREAT AMERICAN STEAMBOAT CRUISE	4130763	04/24/12
SMALL SHIP CRUISING DONE PERFECTLY	3887577	12/07/10
THE EAGLE SOCIETY	3772495	04/06/10
INDEPENDENCE	3506365	09/23/08
AMERICAN STAR (Stylized)	3409555	04/08/08
AMERICAN CRUISE LINES and Design	3025982	12/13/05
AMERICAN CRUISE LINES	3019486	11/29/05
AMERICAN SPIRIT (Stylized)	2987886	08/23/05
AMERICAN GLORY (Stylized)	2908064	12/07/04
MISSISSIPPI QUEEN	1902627	07/04/95
MISSISSIPPI QUEEN	1897494	06/06/95
MISSISSIPPI QUEEN and Design	1050954	10/19/76

Trademark Applications

Mark	Appl. No.	Filing Date
AMERICAN HERITAGE	88322162	03/01/19
AMERICAN JAZZ	88188367	11/09/18
AMERICAN MELODY	88188357	11/09/18
AMERICAN RIVER CRUISES	87906249	05/04/18
AMERICAN SONG	87761693	01/19/18
AMERICAN CONSTELLATION	87040022	05/17/16
CONSTITUTION	87043772	05/19/16
QUEEN OF THE SOUTH	87201794	10/13/16
AMERICAN STEAMBOAT COMPANY	85254464	03/01/11