

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM570202

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Circle Line-Sightseeing Yachts, Inc.		02/28/2020	Corporation: NEW YORK
RECEIVING PARTY DATA			
Name:	TD Bank, N.A., as Administrative Agent and Collateral Trustee		
Street Address:	125 Park Avenue		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10017		
Entity Type:	Association: NEW YORK		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	1307451	CIRCLE LINE	
Registration Number:	5078426	CIRCLE LINE	
Registration Number:	5695315	CIRCLE LINE SIGHTSEEING CRUISES CIRCLE L	
CORRESPONDENCE DATA			
Fax Number:	2024083141		
<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:	2024083141		
Email:	jean.paterson@cscglobal.com		
Correspondent Name:	CSC		
Address Line 1:	1090 Vermont Avenue, NW		
Address Line 4:	Washington, D.C. 20005		
ATTORNEY DOCKET NUMBER:	247362		
NAME OF SUBMITTER:	Jean Paterson		
SIGNATURE:	/jep/		
DATE SIGNED:	04/02/2020		
Total Attachments: 2			
source=4-2-2020 Circle-Line-TM#page1.tif			
source=4-2-2020 Circle-Line-TM#page2.tif			

CH \$90.00 1307451

GRANT OF SECURITY INTEREST (TRADEMARKS)

The undersigned, **CIRCLE LINE-SIGHTSEEING YACHTS, INC.**, a New York corporation (the "*Grantor*"), is obligated to **TD BANK, N.A.**, as Administrative Agent and Collateral Trustee (in such capacity, the "*Secured Party*"), and 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, NYCL Acquisition LLC, 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 1, 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 28th day of February 2020.

CIRCLE LINE-SIGHTSEEING YACHTS, INC.

By: 
Name: Craig Kaparick
Title: Chief Executive Officer

Schedule 1
to
Grant of Security Interest (Trademarks)
Dated as of February __, 2020

Registered Trademarks

<u>MARK</u>	<u>REGISTRATION NO.</u>	<u>SERIAL NO.</u>	<u>DATE ISSUED</u>
CIRCLE LINE (Drawing)	1307451	73413723	November 27, 1984
CIRCLE LINE (Design)	5078426	86365599	August 8, 2015
CIRCLE LINE SIGHTSEEING CRUISES CIRCLE LINE	5695315	87947410	March 12, 2019