

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM590176

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Notice of Grant of Security Interest in Trademarks (Second A&R)		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
AMERICAN CRUISE LINES, INC.		06/20/2019	Corporation: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	BANK OF AMERICA, N.A., as Collateral Agent		
<b>Street Address:</b>	101 N. Tryon Street		
<b>Internal Address:</b>	One Independence Center		
<b>City:</b>	Charlotte		
<b>State/Country:</b>	NORTH CAROLINA		
<b>Postal Code:</b>	28255		
<b>Entity Type:</b>	National Banking Association: UNITED STATES		
<b>PROPERTY NUMBERS Total: 4</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	88788783	RIVER CRUISING DONE PERFECTLY	
<b>Serial Number:</b>	88776977	CRUISING CLOSE TO HOME	
<b>Serial Number:</b>	88776962	CRUISE CLOSE TO HOME	
<b>Serial Number:</b>	88775639	CRUISE LOCAL	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	7043311159		
<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>			
<b>Phone:</b>	7043311000		
<b>Email:</b>	PTO_TMconfirmation@mvalaw.com, maryelizabethzaldivar@mvalaw.com		
<b>Correspondent Name:</b>	Moore & Van Allen PLLC		
<b>Address Line 1:</b>	100 North Tryon Street		
<b>Address Line 2:</b>	Suite 4700, ATTN: IP DEPARTMENT		
<b>Address Line 4:</b>	Charlotte, NORTH CAROLINA 28202		
<b>NAME OF SUBMITTER:</b>	John Slaughter		
<b>SIGNATURE:</b>	/john slaughter/		
<b>DATE SIGNED:</b>	08/04/2020		

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**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 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 July 28, 2020.

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. Power  
Name: SUSAN K. POWER  
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: 007014 FRAME: 0757**

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

**Schedule 1**

**American Cruise Lines, Inc.  
(Delaware Corporation)**

**U.S. Trademarks**

**Trademark Applications**

<b>Mark</b>	<b>Appl. No.</b>	<b>Filing Date</b>
RIVER CRUISING DONE PERFECTLY	88788783	02/07/2020
CRUISING CLOSE TO HOME	88776977	01/29/2020
CRUISE CLOSE TO HOME	88776962	01/29/2020
CRUISE LOCAL	88775639	01/28/2020