

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM590177

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest in Trademarks (Third A&R)		
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:	101 N. Tryon Street		
Internal Address:	One Independence Center		
City:	Charlotte		
State/Country:	NORTH CAROLINA		
Postal Code:	28255		
Entity Type:	National Banking Association: UNITED STATES		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Serial Number:	88788783	RIVER CRUISING DONE PERFECTLY	
Serial Number:	88776977	CRUISING CLOSE TO HOME	
Serial Number:	88776962	CRUISE CLOSE TO HOME	
Serial Number:	88775639	CRUISE LOCAL	
CORRESPONDENCE DATA			
Fax Number:	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>			
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/		

OP \$115.00 88788783

DATE SIGNED:	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 Third 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: 0772

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

Mark	Appl. No.	Filing Date
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