

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM629688

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST
SEQUENCE:	1

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
GRAND CIRCLE LLC		02/26/2021	Limited Liability Company: DELAWARE

RECEIVING PARTY DATA

Name:	TCW ASSET MANAGEMENT COMPANY LLC, as as administrative agent
Street Address:	1251 Avenue of the Americas, Suite 4700
City:	New York
State/Country:	NEW YORK
Postal Code:	10020
Entity Type:	Limited Liability Company: MASSACHUSETTS

PROPERTY NUMBERS Total: 16

Property Type	Number	Word Mark
Registration Number:	2616634	GRAND CIRCLE TRAVEL
Registration Number:	2564856	OVERSEAS ADVENTURE TRAVEL
Registration Number:	2143392	BUSINESS WORKS
Registration Number:	2661467	GCT
Registration Number:	2712772	GCC
Registration Number:	3487874	GRAND CIRCLE
Registration Number:	3744443	HARRIET'S CORNER
Registration Number:	4232974	GRAND CIRCLE CRUISE LINE
Registration Number:	4232975	GCCL
Registration Number:	4256590	GCCL
Registration Number:	4320138	OVERSEAS ADVENTURE TRAVEL
Registration Number:	4320139	OVERSEAS ADVENTURE TRAVEL
Registration Number:	6021510	OVERSEAS ADVENTURE TRAVEL SINCE 1978
Registration Number:	5848625	FREEDOM TO PERSONALIZE YOUR ADVENTURE
Registration Number:	6237415	O.A.T. ADVENTURE TRAVEL PLANNING GUIDE
Serial Number:	88935052	THE INSIDE SCOOP

CORRESPONDENCE DATA

TRADEMARK

Fax Number: 2028357586

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: 202-835-7500

Email: dcip@milbank.com

Correspondent Name: Javier J. Ramos

Address Line 1: 1850 K Street, NW, Suite 1100

Address Line 2: Milbank, LLP

Address Line 4: Washington, D.C. 20006

ATTORNEY DOCKET NUMBER:	27241.00004
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NAME OF SUBMITTER:	Javier J. Ramos
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SIGNATURE:	/Javier J. Ramos/
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DATE SIGNED:	03/04/2021
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Total Attachments: 5

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FIRST LIEN SHORT-FORM TRADEMARKS SECURITY AGREEMENT

February 26, 2021

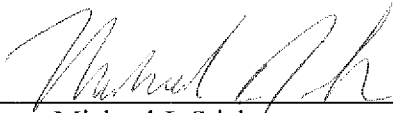
WHEREAS, GRAND CIRCLE LLC, a Delaware limited liability company (the “*Grantor*”), has adopted, used, is using, or intends to use, and is the owner of the trademarks and trademark applications listed in the attached Schedule of Registered Trademarks, and the registrations and applications associated therewith;

WHEREAS, the Grantor has contemporaneously with the execution of this First Lien Short-Form Trademarks Security Agreement entered into the First Lien Security Agreement, dated as of February 26, 2021, by and among GRAND CIRCLE CORPORATION, a Delaware corporation (the “*GCC Borrower*”), the Grantor, THE GRAND CIRCLE RIVER CRUISE LINES LLC, a Massachusetts limited liability company (the “*GCRCL Borrower*” together with the GCC Borrower, the Grantor, each individually, a “*Borrower*” and collectively, the “*Borrowers*”), GRAND CIRCLE HOLDINGS, LLC, a Delaware limited liability company (“*Holdings*”), the Subsidiary Guarantors from time to time party hereto (together with Holdings and the Borrowers, each an “*Obligor*” and collectively the “*Obligors*”), and TCW ASSET MANAGEMENT COMPANY LLC, as administrative agent for the parties defined as “Lenders” under the Credit Agreement referred to below (in such capacity, together with its successors in such capacity, the “*Administrative Agent*”) (as the same may be amended, restated, amended and restated, supplemented or otherwise modified from time to time, the “*Security Agreement*”). Capitalized terms used herein without definition are used as defined in the Security Agreement; and

WHEREAS, pursuant to the Security Agreement, the Grantor has agreed with the Administrative Agent and the Secured Parties to execute this First Lien Short-Form Trademarks Security Agreement;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Grantor hereby grants to the Administrative Agent for the benefit of the Secured Parties, to the extent provided in the Security Agreement (the terms and conditions of which are hereby incorporated herein), a security interest in all of its right, title and interest in, to and under all the trademarks, whether now owned or at any time hereafter acquired, of the Grantor that are registered with, or for which applications for registration have been filed with, the United States Patent and Trademark Office, including the trademarks listed on the attached Schedule of Registered Trademarks, and all registrations and pending applications associated therewith (excluding any application for registration of a trademark filed on an intent-to-use basis solely to the extent that the grant of a security interest in any such trademark application would materially adversely affect the validity or enforceability of the resulting trademark registration or result in cancellation of such trademark application), as collateral security for the prompt and complete payment and performance when due of all the Obligations (as defined in the Security Agreement). Notwithstanding the foregoing, in the event of any conflict between this First Lien Short-Form Trademarks Security Agreement and the Security Agreement, the Security Agreement shall control.

GRAND CIRCLE LLC

By: 

Name: Michael J. Stick









Title: Vice President

ACCEPTED AND AGREED
as of the date first above written:

TCW ASSET MANAGEMENT COMPANY
LLC, as Administrative Agent

By: 
Name: Suzanne Grosso
Title: Managing Director

**SCHEDULE OF
REGISTERED TRADEMARKS**

Trademark	Country	Status	App. No.	Filing Date	Reg. No.	Reg. Date	Next Renewal	Class(es)
GRAND CIRCLE TRAVEL	European Union (Community)	Registered	1950039	23-Nov-2000	1950039	18-Apr-2002	13-Nov-2030	39 Int., 41 Int., 42 Int.
GRAND CIRCLE TRAVEL	United States of America	Registered	76/097089	26-Jul-2000	2616634	10-Sep-2002	10-Sep-2022	39 Int., 41 Int., 42 Int.
OVERSEAS ADVENTURE TRAVEL	United States of America	Registered	75/625574	22-Jan-1999	2564856	30-Apr-2002	30-Apr-2022	39 Int., 42 Int.
BUSINESS WORKS	United States of America	Registered	75/120201	17-Jun-1996	2143392	10-Mar-1998	10-Mar-2028	41 Int.
	European Union (Community)	Registered	1950443	13-Nov-2000	1950443	04-Feb-2002	13-Nov-2030	39 Int., 41 Int., 42 Int.
	United States of America	Registered	76/096862	26-Jul-2000	2661467	17-Dec-2002	17-Dec-2022	39 Int., 41 Int., 42 Int.
	United States of America	Registered	76/281671	05-Jul-2001	2712772	06-May-2003	06-May-2023	39 Int.
GRAND CIRCLE	United States of America	Registered	77/351404	13-Dec-2007	3487874	19-Aug-2008	19-Aug-2028	39 Int., 41 Int., 42 Int.
HARRIET'S CORNER	United States of America	Registered	77/768938	26-Jun-2009	3744443	02-Feb-2010	02-Feb-2030	41 Int.
GRAND CIRCLE CRUISE LINE	European Union (Community)	Registered	18208301	06-Mar-2020	18208301	25-Jun-2020	06-Mar-2030	39 Int.
GRAND CIRCLE CRUISE LINE	United Kingdom	Pending	3471752	03-Mar-2020				39 Int.
GRAND CIRCLE CRUISE LINE	United States of America	Registered	85/538252	09-Feb-2012	4232974	30-Oct-2012	30-Oct-2022	39 Int.
	United States of America	Registered	85/538325	09-Feb-2012	4232975	30-Oct-2012	30-Oct-2022	39 Int.
	European Union (Community)	Registered	18208304	06-Mar-2020	18208304	27-Jun-2020	06-Mar-2030	39 Int.
	United Kingdom	Registered	3471753	03-Mar-2020	3471753	03-Mar-2020	03-Mar-2030	39 Int.
	United States of America	Registered	85/538361	09-Feb-2012	4256590	11-Dec-2012	11-Dec-2022	39 Int.
	United States of America	Registered	85/649527	12-Jun-2012	4320138	16-Apr-2013	16-Apr-2023	39 Int.

Trademark	Country	Status	App. No.	Filing Date	Reg. No.	Reg. Date	Next Renewal	Class(es)
	United States of America	Registered	85/649569	12-Jun-2012	4320139	16-Apr-2013	16-Apr-2023	39 Int.
	United States of America	Registered	88/020255	29-Jun-2018	6021510	31-Mar-2020	31-Mar-2026	39 Int., 41 Int.
FREEDOM TO PERSONALIZE YOUR ADVENTURE	United States of America	Registered	88/033009	11-Jul-2018	5848625	03-Sep-2019	03-Sep-2025	39 Int.
	Australia	Registered	854992	26-Oct-2000	854992	20-Aug-2001	26-Oct-2010	39 Int., 42 Int.
THE INSIDE SCOOP	United States of America	Pending	88/935052	27-May-2020	N/A	N/A	N/A	41 Int.
O.A.T. ADVENTURE TRAVEL PLANNING GUIDE	United States of America	Registered	88/935315	27-May-2020	6237415	05-Jan-2021	05-Jan-2027	39 Int.