

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM688644

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
HMS American Queen Steamboat Company, LLC		11/04/2021	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	American Cruise Lines, Inc.		
Street Address:	741 Boston Post Road		
City:	Guilford		
State/Country:	CONNECTICUT		
Postal Code:	06437		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	5278444	UNIQUELY AMERICAN RIVER CRUISES	
CORRESPONDENCE DATA			
Fax Number:	2157012273		
<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:	2156657273		
Email:	cmiller@cozen.com		
Correspondent Name:	Camille M. Miller		
Address Line 1:	1650 Market Street, Suite 2800		
Address Line 2:	One Liberty Place		
Address Line 4:	Philadelphia, PENNSYLVANIA 19103		
NAME OF SUBMITTER:	Camille M. Miller		
SIGNATURE:	/Camille M. Miller/		
DATE SIGNED:	11/17/2021		
Total Attachments: 2			
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OP \$40.00 5278444

TRADEMARK ASSIGNMENT AGREEMENT

This TRADEMARK ASSIGNMENT AGREEMENT (such agreement, together with the Schedule attached hereto, the "Trademark Assignment") is executed as of this **20th day of September, 2021** by and between, American Cruise Lines, Inc. ("ACL"), a Delaware Corporation with a place of business at 741 Boston Post Road, Guilford, Connecticut 06437 and HMS American Queen Steamboat Company, LLC ("HMS"), a Delaware Limited Liability Company, with a place of business at 222 Pearl Street, New Albany, Indiana 47150 (each of the foregoing, a "Party" and, collectively, the "Parties").

RECITALS:

WHEREAS, HMS is the recorded owner of the UNIQUELY AMERICAN RIVER CRUISES trademark and United States Registration No. 5278444, collectively referred to herein as the "Trademark";

WHEREAS, HMS is the owner of the CRUISING CLOSE TO HOME common law trademark based on use in U.S. commerce, referred to herein as the "Common Law Trademark";

WHEREAS, pursuant to the terms and conditions of this Trademark Assignment, HMS wishes to assign, transfer, and convey to ACL, and ACL wishes to accept from HMS, all of HMS's rights, title, and interests in and to the Trademark and Common Law Trademark;

WHEREAS, pursuant to the terms and conditions of this Trademark Assignment, and as a result of this Trademark Assignment, the Parties intend ACL to be the sole and exclusive owner of all rights, title, and interests in and to the Trademark and Common Law Trademark; and

NOW, THEREFORE, for and in light of the mutual promises set forth herein, as well as for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereto, intending to be legally bound, hereby agree as follows:


ASSIGNMENT


1. Trademark Assignment. For good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, HMS hereby conveys, transfers, and assigns to ACL and ACL hereby accepts all of HMS's rights, title, and interests in and to the following Trademark and Common Law Trademark as defined:
 - a. the UNIQUELY AMERICAN RIVER CRUISES trademark and United States Registration No. 5278444 and all issuances, extensions, and renewals thereof, including any applicable domain names which incorporate the phrase "Uniquely American River Cruises", together with the goodwill of the Trademark and business connected with the use of, and symbolized by, the Trademark;

- b. the Common Law Trademark CRUISING CLOSE TO HOME, including any applicable domain names which incorporate the phrase "Cruising Close to Home", together with the goodwill of the Trademark and business connected with the use of, and symbolized by, the Common Law Trademark;
 - c. all rights of HMS accruing under any of the foregoing relating to the Trademark and Common Law Trademark provided by applicable law of any jurisdiction, by international treaties and conventions, and otherwise throughout the world;
 - d. any and all claims and causes of action relating to the Trademark and Common Law Trademark with respect to any of the foregoing, whether accruing before, on, or after the date hereof, including all rights to and claims for damages, restitution, and injunctive and other legal and equitable relief for past, present, and future infringement, dilution, misappropriation, violation, misuse, breach, or default, with the right but no obligation to sue for such legal and equitable relief and to collect, or otherwise recover, any such damages.
2. Recordation and Further Actions. The Commissioner for Trademarks in the United States Patent and Trademark Office is hereby authorized to record and register this Trademark Assignment.
 3. Counterparts. This Trademark Assignment may be executed in counterparts, each of which shall be deemed an original, but all of which together shall be deemed one and the same agreement. A signed copy of this Trademark Assignment delivered by facsimile, e-mail, or other means of electronic transmission shall be deemed to have the same legal effect as delivery of an original signed copy of this Trademark Assignment.
 4. Successors and Assigns. This Trademark Assignment shall be binding upon and shall inure to the benefit of the parties hereto and their respective successors and assigns.
 5. Governing Law. This Trademark Assignment and any claim, controversy, dispute, or cause of action based upon, arising out of, or relating to this Trademark Assignment and the transactions contemplated hereby shall be governed by, and construed in accordance with, the laws of the United States, without giving effect to any choice or conflict of law provision of any other jurisdiction.

American Cruise Lines, Inc.

HMS American Queen Steamboat Company, LLC

By: 
 Name: Charles B. Robertson
 Title: President/CEO
 Date: 11/5/21

By: 
 Name: Shawn M. Bierdz
 Title: Treasurer
 Date: November 4, 2021