

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM833044

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest in Trademarks (Third Amended & Restated Security Agreement)		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
American Cruise Lines, Inc.		08/18/2023	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	Bank of America, N.A., as Collateral Agent		
Street Address:	Bank of America Plaza, 540 W. Madison Street		
Internal Address:	IL4-540-22-29		
City:	Chicago		
State/Country:	ILLINOIS		
Postal Code:	60661		
Entity Type:	National Banking Association: UNITED STATES		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Serial Number:	97705111	AMERICAN RIVERBOAT	
Serial Number:	97705098	THE SMALL SHIP ADVANTAGE	
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:	christinaquinn@mvalaw.com, PTO_TMconfirmation@mvalaw.com		
Correspondent Name:	Moore & Van Allen PLLC		
Address Line 1:	100 North Tryon Street		
Address Line 2:	Suite 4700		
Address Line 4:	Charlotte, NORTH CAROLINA 28202-4003		
ATTORNEY DOCKET NUMBER:	327000.012016		
NAME OF SUBMITTER:	John Slaughter		
SIGNATURE:	/john slaughter/		
DATE SIGNED:	08/18/2023		
Total Attachments: 4			
source=2023 NGSI-T (3rd A&R) from American Cruise Lines, Inc. to Bank of America, N.A., as Collateral			

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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 August 18, 2023 (as the same may be amended, restated, amended and restated, modified or supplemented from time to time, the "Security Agreement") by and among Pearl Seas Cruises LLC, a foreign limited liability company existing under the laws of the Republic of the Marshall Islands ("Pearl Seas Cruises"), American Cruise Lines, Inc., a Delaware corporation ("American Cruise Lines"), Blue Spruce, LLC, a Delaware limited liability company ("Blue Spruce"), the other Grantors from time to time party thereto (along with Pearl Seas Cruises, American Cruise Lines and Blue Spruce, 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 August 18, 2023.

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,

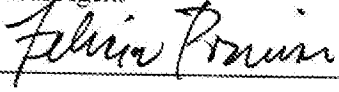
AMERICAN CRUISE LINES, INC.,
a Delaware corporation

By: 
Name: Susan K. Renner
Title: Treasurer

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
AMERICAN RIVERBOAT	97705111	12/06/2022
THE SMALL SHIP ADVANTAGE	97705098	12/06/2022