

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM769529

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
GRAND CIRCLE LLC		11/18/2022	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	TCW ASSET MANAGEMENT COMPANY LLC, 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: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	97124910	O.A.T. TRAVELFLIX	
CORRESPONDENCE DATA			
Fax Number:	2028357586		
<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:	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		
NAME OF SUBMITTER:	Javier J. Ramos		
SIGNATURE:	/Javier J. Ramos/		
DATE SIGNED:	11/22/2022		
Total Attachments: 4			
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FIRST LIEN SHORT-FORM TRADEMARKS SECURITY AGREEMENT

November 18, 2022

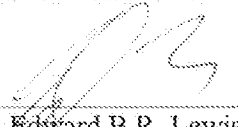
WHEREAS, GRAND CIRCLE LLC, a Delaware limited liability company (the “*Grantor*”), has adopted, used, is using, or intends to use, and is the owner of the trademarks and trademark applications listed in the attached Schedule of Registered Trademarks, and the registrations and applications associated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

ACCEPTED AND AGREED
as of the date first above written:

TCW ASSET MANAGEMENT COMPANY
LLC, as Administrative Agent

By: _____
Name:
Title:

[Signature Page to Trademark Security Agreement]

TRADEMARK
REEL: 007900 FRAME: 0978

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

[Signature Page to Trademark Security Agreement]

TRADEMARK
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SCHEDULE OF
REGISTERED TRADEMARKS

Trademark	Country	Status	App. No.	Filing Date
O.A.T. TRAVELFLIX	United States of America	Pending	97/124910	15-November- 2021