

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
The Cruise Professionals Limited		06/19/2008	CORPORATION: CANADA
RECEIVING PARTY DATA			
Name:	Barclays Bank PLC		
Street Address:	5 North Colonnade		
City:	Canary Wharf, London E14 4BB		
State/Country:	UNITED KINGDOM		
Entity Type:	Public Limited Company: UNITED KINGDOM		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2990835	THE CRUISE PROFESSIONALS	
CORRESPONDENCE DATA			
Fax Number:	(612)332-9081		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	6123364624		
Email:	jstinson@merchantgould.com		
Correspondent Name:	Andrew S. Ehard, Merchant & Gould, P.C.		
Address Line 1:	P.O. Box 2910		
Address Line 4:	Minneapolis, MINNESOTA 55402-0910		
ATTORNEY DOCKET NUMBER:	7297.00000009		
DOMESTIC REPRESENTATIVE			
Name:			
Address Line 1:			
Address Line 2:			
Address Line 3:			
Address Line 4:			

OP \$40.00 2990835

NAME OF SUBMITTER:	Andrew S. Ehard
Signature:	/Andrew S. Ehard/
Date:	06/25/2008
Total Attachments: 2 source=The Cruise Professionals Security Interest pg1#page1.tif source=The Cruise Professionals Security Interest pg2#page1.tif	

CONFIRMATION OF SECURITY INTEREST IN INTELLECTUAL PROPERTY

WHEREAS:

- A. The Cruise Professionals Limited (the "Debtor"), a corporation amalgamated and existing under the laws of Canada with offices at 130 Dundas Street East, Mississauga, Ontario, L5A 3V8, is the owner of the trade-marks set forth in Exhibit "A" hereto, the registrations and applications for the trade-marks identified therein and the underlying goodwill associated with such trade-marks (collectively, the "Trade-Marks"); and
- B. Barclays Bank PLC as agent for the benefit of certain secured creditors (the "Agent"), with offices at 5 North Colonnade, Canary Wharf, London, England, E14 4BB, has entered into an agreement with the Debtor, as reflected by a separate document entitled the "Security Agreement" dated as of the 19th day of June, 2008 by which the Debtor granted to the Agent, a security interest in certain property, including the Trade-Marks, in consideration of the provision of certain credit facilities to Travelzest plc which is the parent company of the Debtor;

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are acknowledged and in accordance with the terms and obligations set forth in the Security Agreement, the Debtor confirms the grant to the Agent of a security interest in and to the Trade-Marks.

DATED on this 19th day of June, 2008.

**THE CRUISE PROFESSIONALS
LIMITED**

Per: 
Authorized Signing Officer

DATED on this 19th day of June, 2008 before me appeared and the person who signed this instrument, who acknowledged that he signed it as a free act on behalf of the corporation identified and referred to herein as the Debtor.


Witness

EXHIBIT "A"

Trade Marks

1. Certificate of registration from the Principal Register of the United States Patent and Trademark Office for the mark "The Cruise Professionals," registered on September 6, 2005 under registration number 2,990,835.
2. Canadian Trade-mark Registration for the trade-mark "The Cruise Professionals" (and ship design), registration number TMA683,730 registered on March 15, 2007.
3. Canadian Trade-mark Registration for the trade-mark "The Cruise Professionals" registration number TMA377,199 registered on December 15, 1990.