

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | Release of Assignment for Security of Trademarks |

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|---------------------------------------|-----------------|-----------------------|-------------------------------------|
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Madison Capital Funding LLC, as Agent | | 01/05/2012 | LIMITED LIABILITY COMPANY: ILLINOIS |

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|-----------------------------|-------------------------------------|
| RECEIVING PARTY DATA | |
| Name: | Spirit Cruises, LLC |
| Street Address: | 401 E. Illinois St. |
| Internal Address: | #310 |
| City: | Chicago |
| State/Country: | ILLINOIS |
| Postal Code: | 60611 |
| Entity Type: | LIMITED LIABILITY COMPANY: DELAWARE |

PROPERTY NUMBERS Total: 18

| Property Type | Number | Word Mark |
|----------------------|---------|--|
| Registration Number: | 3223794 | POTOMAC SPIRIT |
| Registration Number: | 3223586 | SPIRIT CITY CRUISES |
| Registration Number: | 3223789 | SPIRIT OF BOSTON |
| Registration Number: | 3223791 | SPIRIT OF CHICAGO |
| Registration Number: | 3223792 | SPIRIT OF NEW JERSEY |
| Registration Number: | 3223795 | SPIRIT OF NEW YORK |
| Registration Number: | 3223787 | SPIRIT OF NORFOLK |
| Registration Number: | 3223788 | SPIRIT OF PHILADELPHIA |
| Registration Number: | 3223793 | SPIRIT OF THE HUDSON |
| Registration Number: | 3223790 | SPIRIT OF WASHINGTON |
| Registration Number: | 2695927 | ANCHORS OF THE HOSPITALITY INDUSTRY AWARDS |
| Registration Number: | 2257456 | BATEAUX NEW YORK |
| Registration Number: | 3086897 | PHILADELPHIA LAND AND SEA TOUR PACKAGE |

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TRADEMARK

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| Registration Number: | 2058501 | SPIRIT OF ---- |
| Registration Number: | 1622911 | THE SPIRIT |
| Registration Number: | 3319636 | SPIRIT OF MT. VERNON |
| Registration Number: | 3766406 | INNER HARBOR SPIRIT |
| Registration Number: | 3758248 | SPIRIT OF BALTIMORE |

CORRESPONDENCE DATA

Fax Number: (919)416-8328
Phone: 9192868041
Email: pto_tmconfirmation@mvalaw.com
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Correspondent Name: Moore & Van Allen PLLC
Address Line 1: 430 Davis Drive
Address Line 2: Suite 500
Address Line 4: Morrisville, NORTH CAROLINA 27560

| | |
|-------------------------|---------------------|
| ATTORNEY DOCKET NUMBER: | 327000-11556 JES |
| NAME OF SUBMITTER: | John E. Slaughter |
| Signature: | /John E. Slaughter/ |
| Date: | 01/24/2012 |

Total Attachments: 4
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RELEASE OF ASSIGNMENT FOR SECURITY OF TRADEMARKS

THIS RELEASE OF ASSIGNMENT FOR SECURITY OF TRADEMARKS is made as of this 5th day of January, 2012, by MADISON CAPITAL FUNDING LLC, as Agent ("Agent"), in favor of SPIRIT CRUISES, LLC a Delaware limited liability company ("Company").

FOR GOOD AND VALUABLE CONSIDERATION, the receipt and adequacy of which are hereby acknowledged, Agent hereby unconditionally and expressly releases, terminates, and extinguishes any and all of its right, title and interest in, to and under any and all liens and security interests it may have upon the trademarks listed on Schedule A attached hereto and made a part hereof (along with all goodwill of the business connected with the use of, and symbolized by the foregoing) (the "Trademarks"), which liens and security interests were established under and pursuant to that certain Trademark Security Agreement dated as of August 22, 2006 (as amended by that certain First Amendment to Trademark Security Agreement dated as of December 1, 2010), made by Company in favor of Agent, which was recorded with the United States Patent and Trademark Office on August 24, 2006 and December 2, 2010 at Reel 003376/Frame 0702 and Reel 004423/Frame 0743, respectively.

Agent consents and agrees to execute and deliver, at the request and cost of Company, such further instruments, documents and release forms as Company may reasonably request to more effectively, release, terminate and extinguish any such liens and security interests upon the Trademarks.

This Release and the rights and obligations of the parties hereto shall be governed by, and construed and interpreted in accordance with, the laws of the State of New York.

[Signature Page Follows]

This Release shall be binding upon Agent's legal representatives, assigns and successors.

MADISON CAPITAL FUNDING LLC, as Agent

By: James C. Powell
Name: James C. Powell
Title: Sr. Vice President

Trademark Release

TRADEMARK
REEL: 004703 FRAME: 0678

SCHEDULE A**REGISTERED TRADEMARKS**

| TRADEMARK | FEDERAL REGISTRATION NUMBER | REGISTRATION DATE |
|---|--|------------------------------|
| POTOMAC SPIRIT | 3223794 | 04/03/07 |
| SPIRIT CITY CRUISES | 3223586 | 04/03/07 |
| SPIRIT OF BOSTON | 3223789 | 04/03/07 |
| SPIRIT OF CHICAGO | 3223791 | 04/03/07 |
| SPIRIT OF NEW JERSEY | 3223792 | 04/03/07 |
| SPIRIT OF NEW YORK | 3223795 | 04/03/07 |
| SPIRIT OF NORFOLK | 3223787 | 04/03/07 |
| SPIRIT OF PHILADELPHIA | 3223788 | 04/03/07 |
| SPIRIT OF THE HUDSON | 3223793 | 04/03/07 |
| SPIRIT OF WASHINGTON | 3223790 | 04/03/07 |
| ANCHORS OF HOSPITALITY INDUSTRY AWARDS | 2695927 | 03/11/03 |
| BATEAUX NEW YORK | 2257456 | 06/29/99 |
| PHILADELPHIA LAND AND SEA TOUR PACKAGE | 3086897 | 04/25/06 |
| SPIRIT OF ----- | 2058501 | 05/06/97 |
| THE SPIRIT | 1622911 | 11/13/90 |
| SPIRIT OF MT VERNON | 3319636 | 10/23/07 |
| INNER HARBOR SPIRIT | 3766406 | 03/30/10 |
| SPIRIT OF BALTIMORE | 3758248 | 03/09/10 |