

10-26-1998



U.S. Department of Commerce
Patent and Trademark Office

100859067

To the Honorable Commissioner of Patents and Trademarks, please record the machine-readable copy of:

MED 10-16-98

1. Name of conveying party(ies)
Seabourn Cruise Line Limited

Individual(s) _____ Association _____
 General Partnership _____ Limited Partnership _____
 Corporation - State **Bahamas**
 Other _____

Additional name(s) of conveying Party(ies) attached?
 Yes _____ No _____

3. Nature of conveyance:
 Assignment _____ Merger _____
 Security Agreement _____ Change of Name _____
 Other _____

Execution Date: **May 28, 1998**

2. Name and address of receiving party(ies):
 Name: **Cunard Line Limited**
 Internal Address: **Suite 400**
 Street Address: **6100 Blue Lagoon Drive**
 City: **Miami** State: **FL** Zip: **33126**

Individual(s) citizenship _____
 Association _____
 General Partnership: _____
 Limited Partnership: _____
 Corporation - State: **Florida**
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: _____ Yes _____ No
 (Designation must be a separate document from Assignment)
 Additional Name(s) & address(es) attached:
 _____ Yes _____ No

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s): **75/237,027** B. Trademark Registration No.(s): **2,147,466**

Additional numbers attached? _____ Yes _____ No

5. Name and address of party to whom correspondence concerning documents should be mailed:
 Name: **Anna C. Silva, Esq.**
C/O Gibson, Dunn & Crutcher LLP
 Internal Address: **Telesis Tower, 31st Floor**
 Street Address: **One Montgomery Street**
 City **San Francisco** State **CA** Zip **94104**

6. Total number of applications and registrations involved **2**

7. Total fee (37 CFR 3.41): \$ **65.00**
 Enclosed _____
 Authorized to be charged to deposit account

8. Deposit account number: **50-0440**
 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.
 To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Anna C. Silva, Esq. _____ **10/13/98**
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments and document: **2**

OMB No. 0651-0011

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:
 Commissioner of Patents and Trademarks
 Box Assignments
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Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing this document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

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FC:481
FC:482

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TRADEMARK
REEL: 1803 FRAME: 0522



COUNSEL & ATTORNEYS-AT-LAW
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PLEASE REPLY TO:
P.O. BOX N-7336
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Exhibit

D

TELEPHONE: (242) 366-7792
356-7792

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The Registrar General
The Registry
Nassau, Bahamas

Registration No.: 7315 B

SEABOURN CRUISE LINE LIMITED CERTIFICATE

As to Amendment of the Memorandum of Association

We, the Registered Agent of SEABOURN CRUISE LINE LIMITED
hereby certify:

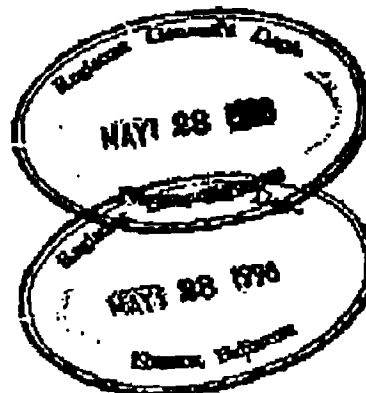
That by a Resolution of the Members of the Company duly consented to in
writing on the 28th day of May, 1998 and pursuant to Clause 15 of the
Memorandum of Association of the Company, the Company resolved to amend its
Memorandum of Association to effectuate such amendment, and that the following
resolution herein above referred which is of full effect and on file in the records of
the Company:

CUNARD LINE LIMITED

1. The name of the Company is Cunard Line Limited.

Dated the 28th day of May, 1998


Valentine S. Grimes & Co.



GIBSON, DUNN & CRUTCHER LLP

LAWYERS

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October 13, 1998

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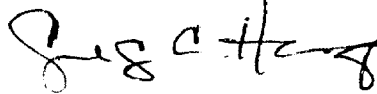
Commissioner of Patents And Trademarks
Box Assignments
Washington, D.C. 20231

Re: *Trademark Registration No. 2,147,466 and Serial No.75/237,027*
Recordal of Name Change Document

Dear Sir or Madame:

Enclosed for Recordal please find a copy of a name change document. As required, I have completed a Recordation Form Cover Sheet of which a copy is also enclosed to charge our deposit account. Please effect the Recordal.

Very truly yours,



Gregory C. Harris

GCH/gch

FA982860.170/-1+