

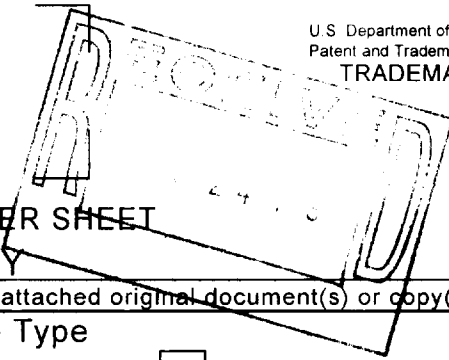
01-04-1999



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REGISTRATION FORM COVER SHEET

TRADEMARKS ONLY



MRD
12-24-98

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
 - Security Agreement Nunc Pro Tunc Assignment
 - Merger Change of Name
 - Other
- Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached
Execution Date
Month Day Year

Name
Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from Assignment.)

FOR OFFICE USE ONLY

215E

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 1834 FRAME: 0083

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="2069104"/>	<input type="text" value="1979856"/>	<input type="text" value="1809611"/>
<input type="text" value="1811139"/>	<input type="text" value="1658608"/>	<input type="text" value="1669756"/>
<input type="text" value="1686810"/>	<input type="text" value="1500799"/>	<input type="text"/>

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes No

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 Charges to deposit account are authorized, as indicated herein.

Alfred G. Smith, Esq.

11-11-98

Name of Person Signing

Signature

Date Signed

**DESIGNATION OF
DOMESTIC REPRESENTATIVE**

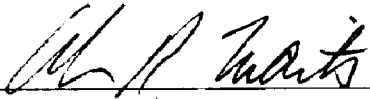
TRADEMARK

Reference: Trademark Assignment

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Premier Operations Ltd., a Bermuda company, hereby designates Alfred G. Smith, Esquire, whose postal address is Shutts & Bowen LLP, 1600 Miami Center, 201 South Biscayne Boulevard, Miami, Florida 33131, telephone number (305) 358-6300, as its Domestic Representative in the United States upon whom notices or process in proceedings affecting any of its marks may be served.

Respectfully submitted,



Alan R. Twaits
Senior Vice President and General Counsel
Premier Operations Ltd.

18 DEC. 1998

Date

TRADEMARK ASSIGNMENT

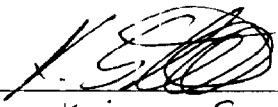
WHEREAS, Premier Cruise Lines Ltd., a Cayman Islands corporation, with its principal place of business at 400 Challenger Road, Cape Canaveral, FL 32920 ("Assignor"), has adopted, owns and is using the following trademarks for which Assignor owns the following identified federal registrations on the Principal Register of the United States Patent and Trademark Office for the goods and/or services identified therein (the "Marks")

Trademark	Registration No.	Registration Date
DO YOU DREAM IN COLOR	2069104	June 10, 1997
THE BIG RED BOAT	1979856	June 11, 1996
PREMIER'S BIG RED BOAT	1809611	December 7, 1998
BIG RED BOAT	1811139	December 14, 1993
STAR/SHIP OCEANIC	1669756	December 24, 1991
TEEN CRUISER	1686810	May 12, 1992
PREMIER CRUISE LINES	1500799	August 16, 1988
KIDS CALL	1658608	September 24, 1991

WHEREAS, Premier Operations Ltd., a Bermuda company, with a principal place of business at 901 South America Way, Miami, Florida 33132 ("Assignee"), desires to acquire the Marks and the above referenced Registrations therefore;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, assigns and transfers to Assignee all right, title and interest in and to each of the Marks, together with the goodwill of the business symbolized by the Marks, and the registrations thereof.

PREMIER CRUISE LINES LTD.

By: 
Name: Kristian Stensky
Title: Director

This Assignment is effective as of November ____, 1998