

11-10-1999



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MRD
11/8/99

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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 Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name Cunard Line Limited

Execution Date
Month Day Year
05 28 1998

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other

Citizenship/State of Incorporation/Organization England and Wales

Receiving Party

Mark if additional names of receiving parties attached

Name Cunard White Star Limited

DBA/AK/A/T/A

Composed of

Address (line 1) 6100 Blue Lagoon Drive, Suite 400

Address (line 2)

Address (line 3) Miami Florida U.S.A. 33126
City State/Country Zip Code

- Individual General Partnership Limited Partnership
- Corporation Association
- Other

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.)

Citizenship/State of Incorporation/Organization Bermuda

FOR OFFICE USE ONLY

11/09/1999 TTOM11 00000161 1348595

01 FC:481
02 FC:482

40.00 OP
575.00 OP

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

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)

Number of Properties Enter the total number of properties involved.

#

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

\$

Method of Payment: Check 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.

Name of Person Signing

Signature

Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

FORM PTO-1618C
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

Enter Additional 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

Enter Additional 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 the Assignment.)

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)

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1787084	1940083	2052553
1813835	1940084	
1866446	1948302	
1887496	1950180	
1915486	1957447	
1920248	1995460	
1927607	2050511	

DATED

28 May

1998

(1) CUNARD LINE LIMITED

and

(2) CUNARD WHITE STAR LIMITED

NON-UK TRADE MARK ASSIGNMENT

WARNING

This document may be subject to stamp duty in the United Kingdom. In consequence, this document should be executed by all parties outside the United Kingdom and retained at all times outside the United Kingdom. Stamp duty may become payable if this document is executed in, or brought into the United Kingdom.

CLIFFORD CHANCE

200 Aldersgate Street
London EC1A 4JJ

Telephone: 0171 600 1000
Fax: 0171 600 5555
Reference: MWO/K1684/191/VGM

28 May

BETWEEN:

- (1) **CUNARD LINE LIMITED**, a company incorporated in England and Wales (registered no. 445195), whose registered office is at St James House, 23 King Street, London, SW1Y 6QY (the "Assignor"); and
- (2) **CUNARD WHITE STAR LIMITED**, a company incorporated in Bermuda whose registered office is at Clarendon House, 2 Church Street, Hamilton, Bermuda (the "Assignee").

THE PARTIES AGREE as follows:

1. DEFINITIONS

In this Agreement:

"Applications" means the Assignor's applications to register in the Territory the trade marks listed in part 2 of the schedule to this Assignment;

"Main Agreement" means the agreement of 3 April 1998 between the Assignor, Kvaerner Ship Investments AS, The Cunard Steam-Ship Company Limited, Carnival Corporation and Kvaerner ASA.

"Registered Trade Marks" means the registered trade or service marks listed in part 1 of the schedule to this Assignment of which the Assignor is the registered proprietor;

"Territory" means the World other than the United Kingdom and, where appropriate, the relevant country or territory of the World;

"Trade Marks" means together the Applications and the Registered Trade Marks.

2. ASSIGNMENT

Pursuant to the Main Agreement and in consideration of the sum of now paid by the Assignee to the Assignor (the receipt of which the Assignor hereby acknowledges) the Assignor hereby assigns and transfers to the Assignee with full title guarantee to hold unto the Assignee absolutely:

- 2.1 all of its right, title and interest in and to the Trade Marks including all statutory and common law rights attaching to the Trade Marks and all the rights, powers, liberties

and immunities attaching to the Trade Marks, free from all liens, licences, charges and encumbrances;

2.2 pursuant to clause 2.1, the benefit of any registered trade mark granted pursuant to an Application with the intention that on registration the Assignee is entered on the register of trade marks as the registered proprietor of that registered trade mark;

2.3 the right to sue for and to recover damages and other remedies in respect of any infringement of or acts of passing off in respect of the Trade Marks which may have occurred before the date of this Assignment; and

2.4 the goodwill attaching to the Trade Marks or otherwise arising from the use of the Trade Marks in relation to the business of the Assignor.

3. **FURTHER ASSURANCE**

The Assignor shall on written request by the Assignee and at the Assignee's expense do and execute or arrange for the doing and executing of, each necessary act, document and thing to implement this Assignment.

4. **ASSISTANCE WITH APPLICATIONS**

The Assignor shall on written request by the Assignee and at the Assignee's expense give such assistance as the Assignee may reasonably request to complete the registration of trade marks pursuant to the Applications.

5. **EXCLUSION OF IMPLIED WARRANTIES**

The Assignee acknowledges and agrees that save for the warranties under the Main Agreement no warranties in respect of the Trade Marks are to be implied into this Assignment as having been given on behalf of the Assignor.

6. **GOVERNING LAW**

This Assignment is governed by, and shall be construed in accordance with, English law and the parties hereby submit to the non-exclusive jurisdiction of the English Courts in relation to all matters arising out of this Assignment.

7. This Deed is delivered on the date written at the start of the Deed.

**SCHEDULE
THE TRADE MARKS**

**PART 1
Registered Trade Marks**

Trademark	Country (Status)	Class	Registration Number	Registration Date
Anchors Device	Japan	4	JP2453220	30/09/1992
	Japan	16	JP2476727	30/11/1992
	Japan	17	JP2486994	25/12/1992
	Japan	21	JP2404472	30/04/1992
	Japan	22	JP2471226	30/10/1992
	Japan	24	JP2452204	30/09/1992
	Japan	25	JP2426137	30/06/1992
	Japan	26	JP2508795	26/02/1993
	Japan	28	JP2556856	30/07/1993
CLUB BARBADOS AT PARADISE VILLAGE	United States	41	US1596849	15/05/1990
	United States	42	US1596849	15/05/1990
CLUB LA TOC ON ST LUCIA	United States	41	US1602924	19/06/1990
	United States	42	US1602924	19/06/1990
CROWN/LION logo	United States	25	US1866446	06/12/1994
DOLPHIN logo	United States	25	US1813835	28/12/1993
LION Device	Japan	4	JP2301043	27/02/1991
	Japan	10	JP2515090	31/03/1993
	Japan	13	JP2413240	29/05/1992
	Japan	16	JP2384846	28/02/1992
	Japan	17	JP2382431	28/02/1992
	Japan	18	JP2353551	29/11/1991

Trademark	Country (Status)	Class	Registration Number	Registration Date
	Japan	19	JP2301044	27/02/1991
	Japan	20	JP2355862	29/11/1991
	Japan	21	JP2355863	29/11/1991
	Japan	22	JP2384847	28/02/1992
	Japan	23	JP2439679	31/07/1992
	Japan	24	JP2382432	28/02/1992
	Japan	25	JP2382433	28/02/1992
	Japan	26	JP2470113	30/10/1992
	Japan	27	JP2451489	31/08/1992
	Japan	28	JP2382434	28/02/1992
	Japan	29	JP2355864	29/11/1991
	Japan	30	JP2382435	28/02/1991
	Japan	31	JP2353552	29/11/1991
	Japan	32	JP2382436	28/02/1992
LION rampant fanciful design	Canada	6	CA392144	20/12/1991
	Canada	16	CA392144	20/12/1991
	Canada	18	CA392144	20/12/1991
	Canada	21	CA392144	20/12/1991
	Canada	24	CA392144	20/12/1991
	Canada	25	CA392144	20/12/1991
LION rampant logo	United States	16	US1527767	03/07/1986
	United States	18	US1527767	03/07/1989
MAURETANIA	United States	42	US1950180	23/01/1996
QE2	Canada	33	CA413647	18/06/1993
	United States	33	US1667799	10/12/1991

Trademark	Country (Status)	Class	Registration Number	Registration Date
QE2 (and device)	Australia	33	AU527321	23/01/1990
	United States	14	US1502965	06/09/1988
	United States	16	US1502965	06/09/1988
	United States	18	US1502965	06/09/1988
	United States	21	US1502965	06/09/1988
	United States	24	US1502965	06/09/1988
	United States	25	US1502965	06/09/1988
QE2 (and device)	Japan	4	JP2308022	30/04/1991
	Japan	10	JP2515089	31/03/1993
	Japan	13	JP2421131	30/06/1992
	Japan	16	JP2384845	28/02/1992
	Japan	17	JP2229752	31/05/1990
	Japan	17	JP2210741	23/02/1990
	Japan	18	JP2353530	29/11/1991
	Japan	20	JP2355795	29/11/1991
	Japan	21	JP2239835	28/06/1990
	Japan	22	JP2355796	29/11/1991
	Japan	23	JP2372406	31/01/1992
	Japan	24	JP2355797	29/11/1991
	Japan	25	JP2382428	28/02/1992
	Japan	26	JP2382429	28/02/1992
	Japan	28	JP2448983	31/08/1992
	Japan	29	JP2345142	30/10/1991
	Japan	30	JP2370593	31/01/1992
Japan	31	JP2353531	29/11/1991	

Trademark	Country (Status)	Class	Registration Number	Registration Date
	Japan	32	JP2382430	28/01/1992
Queen Elizabeth 2	Japan	4	JP2701772	22/12/1994
	Japan	10	JP2711596	26/12/1995
	Japan	13	JP2697538	31/10/1994
	Japan	16	JP2699800	30/11/1994
	Japan	17	JP2700329	30/11/1994
	Japan	18	JP2714123	31/05/1996
	Japan	20	JP2355794	29/11/1991
	Japan	21	JP2275941	31/10/1990
	Japan	22	JP2378840	28/02/1992
	Japan	23	JP2704472	28/02/1995
	Japan	24	JP2697539	31/10/1994
	Japan	25	JP2698505	31/10/1994
	Japan	26	JP2651328	28/04/1994
	Japan	27	JP2705503	31/03/1995
	Japan	29	JP2325822	30/08/1991
	Japan	30	JP2553152	30/06/1993
	Japan	31	JP2603123	30/11/1993
	Japan	32	JP2699801	30/11/1994
	United States	6	US1501896	30/08/1985
	United States	16	US1501896	30/08/1988
	United States	18	US1501896	30/08/1988
	United States	21	US1501896	30/08/1988
	United States	25	US1501896	30/08/1988

Trademark	Country (Status)	Class	Registration Number	Registration Date
QUEEN ELIZABETH 2 & Ship Design Device	United States	16	US1948302	16/01/1996
	United States	21	US1948302	16/01/1996
ROYAL VIKING LINE	Australia	16	AU24663	05/03/1971
SEA EAGLE logo	Norway	35	NO86693	06/12/1972
	Norway	42	NO86693	06/12/1972
SEA SPORTS and design	United States	42	US1686866	12/05/1992
SEASPORTS	Canada	35	CA400850	31/07/1992
	Canada	37	CA400850	31/07/1992
	Canada	42	CA400850	31/07/1992
	United States	41	US1648381	18/06/1991
Ship Device	Japan	4	JP2410874	29/05/1992
	Japan	6	JP2471230	30/10/1992
	Japan	10	JP2515091	31/03/1993
	Japan	16	JP2678790	29/06/1994
	Japan	17	JP2461731	30/09/1992
	Japan	21	JP2404471	30/04/1992
	Japan	22	JP2433228	31/07/1992
	Japan	23	JP2457123	30/09/1992
	Japan	24	JP2471228	30/10/1992
	Japan	25	JP2426136	30/06/1992
	Japan	26	JP2512005	31/03/1993
	Japan	28	JP2556855	30/07/1993
	Japan	29	JP2462895	30/10/1992
	Japan	30	JP2484673	25/12/1992
Japan	31	JP2442138	31/08/1992	

Trademark	Country (Status)	Class	Registration Number	Registration Date
	Japan	32	JP2461738	30/09/1992
Ship Device with Oval design and QE2	Japan	4	JP2410873	29/05/1992
	Japan	16	JP2678789	29/06/1994
	Japan	17	JP2461730	30/09/1992
	Japan	22	JP2433227	31/07/1992
	Japan	28	JP2556854	30/07/1993
	Japan	29	JP2462894	30/10/1992
THE GIFT OF CRUISING	United States	42	US1506589	27/09/1988
BRITANNIA	United States	39	US1940084	05/12/1995
CARONIA	United States	39	US1940083	05/12/1995
CITY AT SEA	United States	39	US1764925	13/04/1993
CONNOISSEUR COLLECTION	United States	39	US1915486	29/08/1995
CONNOISSEUR'S CARIBBEAN	Canada	39	CA405793	04/12/1992
	United States	39	US1637859	12/03/1991
CROWN/LION logo	Canada	39	CA435281	11/11/1994
	United States	39	US1787084	10/08/1993
CRUISE MILES	Germany	39	DE2912155	29/09/1995
	Hong Kong	39	HK127096	08/02/1996
	United States	39	US1887496	04/04/1995
DISCOVERING EUROPE BY SEA	Canada	39	CA423227	18/02/1994
	United States	39	US1643029	30/04/1991

Trademark	Country (Status)	Class	Registration Number	Registration Date
FOR ONCE IN YOUR LIFE. LIVE	Canada	39	CA398723	29/05/1992
	United States	39	US1630362	01/01/1991
GETTING THERE IS HALF THE FUN	Canada	39	CA400554	24/07/1992
	United States	39	US1629483	25/12/1990
HEAVEN ON EARTH	United States	39	US1829632	05/04/1994
LIFE IS SHORT	United States	39	US1801118	26/10/1993
LION device	Japan	12	JP2591326	29/10/1993
MAURETANIA	United States	42	US1950180	23/01/1996
QE2	Australia	39	AU526745	11/01/1990
	Canada	39	CA390621	22/11/1991
	United States	39	US1435958	07/04/1987
QE2 ALL-INCLUSIVE EUROPEAN HOLIDAYS	United States	39	US1817157	18/01/1994
QE2 (stylised)	Japan	12	JP2591325	29/10/1993
QUEEN ELIZABETH 2	Australia	39	AU526746	11/01/1990
	Japan	12	JP2464651	30/10/1992
	United States	39	US1505200	20/09/1988
ROUTE OF THE GLACIERS	Canada	39	CA400851	31/07/1992
	United States	39	US1624093	20/11/1990
ROYAL VIKING	United States	39	US1995460	20/08/1996

Trademark	Country (Status)	Class	Registration Number	Registration Date
ROYAL VIKING LINE	Australia	12	AU246634	05/03/1971
	Canada	39	CA183590	02/06/1972
	Denmark	12	DK2771972	18/01/1972
	Denmark	39	DK2771972	18/01/1972
	France	39	FR1175478	08/03/1971
	Japan	12	JP1844319	28/02/1986
	Norway	39	NO82741	22/09/1971
	United States	39	US1052077	02/11/1976
	United States	39	US972091	30/10/1973
ROYAL VIKING SUN	Germany	39	DE2900860	25/01/1995
	United States	39	US1957447	20/02/1996
SAGAFJORD	Canada	39	CA390308	15/11/1991
	United States	39	US1568848	28/11/1989
SAIL N° STAY	United States	39	US1842090	28/06/1994
SEA EAGLE logo	Norway	12	NO86693	06/12/1972
	Norway	39	NO86693	06/12/1972
	Norway	42	NO86693	06/12/1972
	United States	39	US964891	24/07/1973
SEA GODDESS I	Canada	39	CA396297	27/03/1992
	United States	39	US1348595	09/07/1985
SEA GODDESS II	Canada	39	CA401343	14/08/1992
	United States	39	US1625254	27/11/1990
SEA GODDESS THE CONNOISSEUR COLLECTION	United States	39	US1927607	17/10/1995

Trademark	Country (Status)	Class	Registration Number	Registration Date
SEA SPORTS and design	United States	42	US1686866	12/05/1992
SEASPORTS	Canada	42	CA400850	31/07/1992
Ship Device	Japan	12	JP2591327	29/10/1993
SKALD CLUB	Australia	39	AU344972	14/04/1980
	Canada	39	CA240367	07/03/1980
	United States	39	US1120192	12/06/1979
SUPEREUROPE	United States	39	US1636364	26/02/1991
THE GIFT OF CRUISING	United States	42	US1506589	27/09/1988
THE GREATEST SHIP IN THE WORLD	Canada	39	CA400770	31/07/1992
THERE'S NO TIME LIKE THE PRESENT	United States	39	US1718839	22/09/1992
TOMORROW'S SUPERLINER TODAY	United States	39	US1920248	19/09/1995
VARIETY IS THE SPICE OF LIFE	United States	39	US1766251	20/04/1993
VISTAFJORD	Canada	39	CA390622	22/11/1991
	United States	39	US1568847	28/11/1989
WE'RE NOT THE BEST BECAUSE WE'RE THE OLDEST. WE'RE THE OLDEST BECAUSE WE'RE THE BEST	Canada	39	CA402276	04/09/1992
	United States	39	US1664434	12/11/1991
WHERE THERE'S A WILL THERE'S A WAY	United States	39	US1806441	23/11/1993
YOU ONLY LIVE ONCE	United States	39	US1729913	03/11/1992
QE2	United States	39	US1435958	07/04/87

Trademark	Country (Status)	Class	Registration Number	Registration Date
SEA GODDESS I	United States	39	US1348595	09/07/85
CLUB LA TOC ON ST. LUCIA	United States	41	US1602924	19/06/90
CUNARD CRUISE MILES	Australia		AU619258	
CRUISE MILES	Australia	39	AU619257	23/12/93
ROYAL VIKING SUN	Australia	39	AU666542	13/07/95

PART 2
Pending Trade Mark Applications

Trademark	Country (Status)	Class	Application Number	Application Date
3-STRIPE logo	United States	39	US74682020	30/05/1995
CROWN/LION logo	Singapore	39	SG41895	17/01/1995
CRUISE MILES	Canada	39	CA769459	25/11/1994
LION RAMPANT logo	United States	39	US5092253	22/04/1996
QE2 (AND DEVICE)	Norway	39	NO199800196	08/01/1998
RED FUNNEL DESIGN	United States	39	US75078327	25/03/1996
ROYAL VIKING	Japan	39	JP959501994	21/09/1994
ROYAL VIKING SUN	Canada	39	CA766923	21/10/1994
ROYAL VIKING SUN	Japan	39	JP5981996	08/01/1996
ROYAL VIKING SUN	Norway	39	NO946127	01/11/1994
SAGAFJORD	CTM	39	EU000439992	18/12/1996
WHERE ELSE IN THE WORLD	United States	39	US75137938	22/07/1996
WHERE ELSE IN THE WORLD	United States	39	US75137937	22/07/1996
CROWN/LION logo	United States	8	US75046513	22/01/1996
CROWN/LION logo	United States	16	US75046513	22/01/1996
CROWN/LION logo	United States	18	US75046513	22/01/1996
CROWN/LION logo	United States	34	US75046513	22/01/1996
CROWN/LION logo	United States	8	US74620981	13/01/1995
CROWN/LION logo	United States	16	US74620981	13/01/1995

Trademark	Country (Status)	Class	Application Number	Application Date
CROWN/LION logo	United States	18	US74620981	13/01/1995
CROWN/LION logo	United States	21	US74620981	13/01/1995
CROWN/LION logo	United States	34	US74620981	13/01/1995
QE2 (and device)	Norway	33	NO199800196	08/01/1996
QE2 (stylised)	Japan	19	JP88046382	22/04/1988
QUEEN ELIZABETH 2	Japan	19	JP88046373	22/04/1988

EXECUTED as a deed

Executed by
The common seal of)
CUNARD LINE LIMITED was)
affixed in the presence of)

Antti Paukalo)
Signature of ^{Attorney} Director

ANTTI PAUKALOSKI)
Name of ^{Attorney} Director

Signature of Director

Name of Director


Signed as a deed by Arnaldo Frey
The common seal of as attorney for)
CUNARD WHITE STAR LIMITED)
was affixed in the presence of)

Signature of Director

Eden P. Johnstone)
Signature of witness
Name of Director

ANDREW P. JOHNSTONE)
Signature of Director

SOLICITOR)
Name of Director ^{and Occupation}


Assistant Secretary
and attorney