

08-10-2000



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Handwritten: 7.17.00

Box Assignment
Commissioner of Patents and Trademarks
Washington, DC 20231

July 14, 2000
Atty. Ref.: R & G Item 1

Please record the attached original document or copy thereof.

Name of Conveying Party(ies): THE PENINSULAR AND ORIENTAL
STEAM NAVIGATION COMPANY

[] Individual(s) [X] Corporation-State of Incorporation: United Kingdom
[] Association [] General Partnership [] Limited Partnership
[] Other:

Name and Address of Receiving Party(ies):

PRINCESS TOURS LIMITED
77 New Oxford Street
London WC1A 1PP
United Kingdom

[] Individual(s)-Citizenship:
[X] Corporation-State of Incorporation: United Kingdom
[] Association [] General Partnership [] Limited Partnership
[] Other:

If Assignee is not domiciled in the U.S., a domestic representative designation
(must be separate from Assignment) is attached: [X] Yes [] No

Nature of Conveyance:

[X] Assignment [] Security Agreement [] Merger
[] Change of Name [] Other:

Execution Date of Document: June 2, 2000

Trademark Application Numbers:

N/A

Trademark Registration Numbers:

1 362 488 1 078 605
1 361 054 1 343 381
895 711 1 362 487
895 712 908 841

Total Number of Applications and Registrations Involved: 8. An enclosed check
includes the recording fee of \$215.00. The Commissioner is hereby authorized to
credit any overpayment, or to charge any additional recording fee required by this
paper, to Deposit Account No. 06-1382.

Mail correspondence concerning
the document to:

FLYNN, THIEL, BOUTELL & TANIS, P.C.
2026 Rambling Road
Kalamazoo, MI 49008-1699

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.

Respectfully submitted,

Handwritten signature: Liane L. Churney
Liane L. Churney

FLYNN, THIEL, BOUTELL & TANIS, P.C.
2026 Rambling Road
Kalamazoo, MI 49008-1699
Phone: (616) 381-1156
Fax : (616) 381-5465

08/09/2000 NTHA11 00000206 1362488
01 FC:481 40.00 OP
02 FC:482 175.00 OP
LLC/jp

Encl: Assignment (facsimile copy; 4 pages)
Appointment of Domestic Representative
(facsimile copy)
Check (\$215.00)
Postal Card

Total number of pages, including cover
sheet, attachments and documents 6

420.9510

TRADEMARK
REEL: 002117 FRAME: 0981

2nd June 2000

**THE PENINSULAR AND ORIENTAL STEAM NAVIGATION
COMPANY**

PRINCESS TOURS LIMITED

ASSIGNMENT OF US TRADE MARKS

ASSIGNMENT OF US TRADEMARKS

WHEREAS, **THE PENINSULAR AND ORIENTAL STEAM NAVIGATION COMPANY** a corporation organized and existing under and by virtue of the laws of England having a place of business at 79 Pall Mall, London SW1Y 5EJ United Kingdom hereinbelow called "Assignor", holds certain trademarks details of which are given in the attached Schedule and;

WHEREAS, **PRINCESS TOURS LIMITED** a corporation organized and existing under and by virtue of the laws of England and having a place of business at 77 New Oxford Street, London WC1A 1PP United Kingdom hereinbelow called "Assignee", is desirous of acquiring the entire right, title and interest of the Assignor in and to the said trademark registrations and in and to any renewals and extensions that may be granted thereon, together with the entire right, title and interest of the Assignor in any goodwill connected therewith.

THEREFORE, BE IT KNOWN that for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, said Assignor has assigned and transferred and by these presents does hereby assign and transfer unto the said Assignee, its successors or assigns, all of its rights, title and interest in and to the said trademarks, registrations, and to any renewals and extensions that may be granted thereon, together with all of its right, title and interest in any goodwill connected therewith and any right to recover for past infringement thereof.

SIGNED BY)
for and on behalf of)
THE PENINSULAR AND)
ORIENTAL STEAM)
NAVIGATION COMPANY)

Date: 2 June 2000

Title: Director

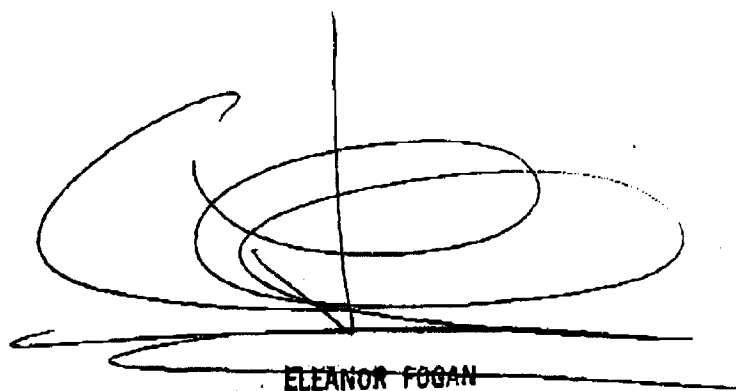
SCHEDULE

Mark	Class	Registration Number	Original date of Registration
ISLAND PRINCESS	39	1,362,488	24/09/85
PACIFIC PRINCESS	39	1,361,054	17/09/85
PRINCESS CRUISES	39	895,711	28/07/70
PRINCESS CRUISES AND SEAWITCH LOGO	39	895,712	28/07/70
PRINCESS TOURS	39	1,078,605	29/11/77
ROYAL PRINCESS	39	1,343,381	18/06/85
SEA PRINCESS	39	1,362,487	24/09/85
SEAWITCH LOGO	39	908,841	23/02/71

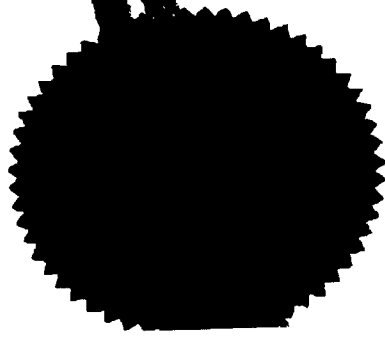
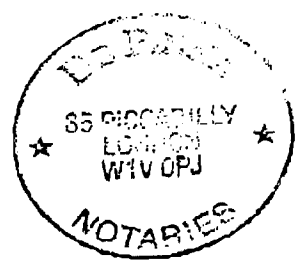
DE PINNA
NOTARIES

**KINGDOM OF ENGLAND)
CITY OF LONDON) SS:**

On this 2nd day of June 2000, before me, **ELEANOR FRANCES ALISON FOGAN**, Notary Public of the City of London duly admitted and sworn, personally appeared **RICHARD MICHAEL GRADON**, to me known, and known to me to be the Secretary of **THE PENINSULAR AND ORIENTAL STEAM NAVIGATION COMPANY**, who being by me duly sworn, deposes and says that he is the Secretary of the said Corporation described in and which executed the annexed instrument; and that he signed his name thereto pursuant to authority granted to him by the Board of Directors of the said Corporation.



ELEANOR FOGAN
Notary Public of London, England
(My Commission Expires at death)



TRADEMARK REGISTRATION

IN THE U.S. PATENT AND TRADEMARK OFFICE

Assignor(s) : THE PENINSULAR AND ORIENTAL
STEAM NAVIGATION COMPANY

Assignee(s) : PRINCESS TOURS LIMITED

Atty. Docket No.: R & G Item 1

APPOINTMENT OF DOMESTIC REPRESENTATIVE

Flynn, Thiel, Boutell & Tanis, P.C., whose postal address is 2026 Rambling Road, Kalamazoo, Michigan 49008-1699, are hereby designated registrant's representatives upon whom notice of process in proceedings affecting the marks may be served.

Signature: [Handwritten Signature] Date: 6/7/00

Title: DIRECTOR / SECRETARY
PRINCESS TOURS LIMITED (Assignee)
77 New Oxford Street
London WC1A 1PP
UNITED KINGDOM