

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Correction of assignee's name in the recordation cover sheet recorded on June 2, 2004 at reel 2863, frame 0265

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Norwegian Cruise Line Limited		04/23/2004	CORPORATION: BERMUDA

RECEIVING PARTY DATA

Name:	NCL Corporation Ltd.
Street Address:	7665 Corporate Center Drive
City:	Miami
State/Country:	FLORIDA
Postal Code:	33126
Entity Type:	CORPORATION: BERMUDA

PROPERTY NUMBERS Total: 61

Property Type	Number	Word Mark
Serial Number:	76415149	COMPASS REWARDS
Serial Number:	76561201	ECOBALLAST
Serial Number:	76066569	FREESTYLE VACATION
Serial Number:	74318212	MARCO POLO
Serial Number:	76506828	NCL AMERICA
Serial Number:	76439622	POLO CLUB
Serial Number:	76512046	PRIDE OF ALOHA
Serial Number:	76512047	PRIDE OF AMERICA
Serial Number:	76512048	PRIDE OF HAWAII
Serial Number:	76235167	ROYAL CRUISE LINE
Serial Number:	76506827	S.T.Y.L.E.
Serial Number:	76506826	S.T.Y.L.E. NCL SERVICE, TEAMWORK & YES LEAD TO EXCELLENCE
Serial Number:	76496017	STAR SEEKER
Serial Number:	76464338	THE DESTINATION CRUISE SPECIALISTS

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Registration Number:	1085701	BAHAMARAMA
Registration Number:	2470536	CAPTAIN'S CLUB
Registration Number:	2428532	CHOCOHOLIC BUFFET
Registration Number:	2393227	CIAO CHOW
Registration Number:	2723837	COMPASS REWARDS
Registration Number:	2532078	CROWN ODYSSEY
Registration Number:	2417665	DESTINATION CHANNEL
Registration Number:	2428531	DIVE IN
Registration Number:	2400996	ENDLESS SUMMER
Registration Number:	2489424	FREESTYLE CRUISING
Registration Number:	2568445	FREESTYLE CRUISING. FEEL FREE
Registration Number:	2568444	FREESTYLE CRUISING. SET YOURSELF FREE
Registration Number:	2783044	HEALTHY LIVING
Registration Number:	2707871	HOMELAND CRUISING
Registration Number:	2427711	HONEYMOON AT SEA
Registration Number:	2425362	KID'S CREW
Registration Number:	1226848	LATITUDES CLUB
Registration Number:	2506908	LATITUDES
Registration Number:	1910802	LEADERSHIP FARES
Registration Number:	2540263	LOYALTY HAS ITS PRIVILEGES
Registration Number:	2281788	NCL
Registration Number:	2736355	NCL
Registration Number:	1074232	NCL
Registration Number:	2834087	NCL AMERICA FREESTYLE CRUISING
Registration Number:	1548650	NORWEGIAN CRUISE LINE
Registration Number:	2622217	NORWEGIAN DAWN
Registration Number:	2597668	NORWEGIAN DREAM
Registration Number:	2561714	NORWEGIAN MAJESTY
Registration Number:	2561716	NORWEGIAN SEA
Registration Number:	2558684	NORWEGIAN SKY
Registration Number:	2591379	NORWEGIAN STAR
Registration Number:	2558675	NORWEGIAN SUN
Registration Number:	2561715	NORWEGIAN WIND
Registration Number:	1341509	ODYSSEY CLUB
Registration Number:	1365496	OMBORD

Registration Number:	1869117	ORIENT LINES
Registration Number:	2426628	PRESIDENT'S CLUB
Registration Number:	1150644	ROYAL CRUISE LINE
Registration Number:	2316716	SALE OF ALL SAILS
Registration Number:	1851728	SEA LEGS
Registration Number:	2654236	SEVEN CONTINENTS. ONE CRUISE LINE.
Registration Number:	1374255	SPORTS AFLOAT
Registration Number:	1487841	SUPERSPORT CRUISES
Registration Number:	1487842	TEE-UP CRUISES
Registration Number:	2184256	TEXARIBBEAN
Registration Number:	2532077	THE NORWAY
Registration Number:	2198484	THE NORWEGIAN WAY

CORRESPONDENCE DATA

Fax Number: (202)659-1559
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (202) 659 - 6944
Email: MBergsman@dickinsonwright.com
Correspondent Name: Marc A. Bergsman
Address Line 1: 1901 L Street, N.W.
Address Line 2: Suite 240
Address Line 4: Washington, DISTRICT OF COLUMBIA 20036

ATTORNEY DOCKET NUMBER:	099999-00100
NAME OF SUBMITTER:	Marc A. Bergsman

Total Attachments: 12

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TRADEMARK ASSIGNMENT

ASSIGNMENT effective the 23rd day of April, 2004, by and between **Norwegian Cruise Line Limited**, (hereinafter "**Assignor**"), a Bermuda corporation having its principal place of business at 7665 Corporate Center Drive, Miami, Florida 33126, to **NCL Corporation Ltd.** (hereinafter "**Assignee**"), a Bermuda corporation, having its principal place of business at 7665 Corporate Center Drive, Miami, Florida 33126.

WHEREAS, **Assignor** owns and has used, is using, or intends to use, *inter alia*, the service marks and trademarks identified in **Exhibit A** attached hereto as well as any common law marks used by **Assignor** in connection with its business (the "Marks").

WHEREAS, **Assignee** is desirous of acquiring the Marks and the goodwill of the business associated therewith, as well as all of the applications and registrations therefor identified in attached **Exhibit A**.

NOW THEREFORE, in consideration of Ten Dollars (\$10.00), receipt of which is hereby acknowledged, **Assignor** hereby conveys, transfers, and assigns to **Assignee** all its rights, title, and interest in and to the Marks (including any common law marks used by **Assignor** in connection with its business), as well as all the applications and registrations therefor (as identified in attached **Exhibit A**), together with the goodwill of the business symbolized thereby.

Assignor further assigns to **Assignee** all rights to sue for and receive all damages occurring from any past infringing uses of the Marks.

Assignor warrants that it has good and valid title to the Marks, including the applications and registrations therefor.

Assignor agrees that upon request by **Assignee**, **Assignor** shall execute all papers, make all rightful oaths, testify on behalf of **Assignee** and do other lawful acts necessary to carry to the intent of this Assignment at **Assignee's** expense and request, as well as provide such documents, material, information, or assistance as **Assignee** may consider necessary.

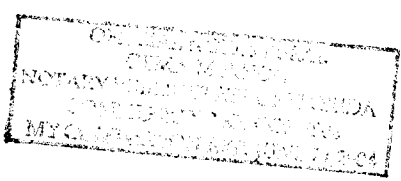
This Assignment shall be binding on the parties, their successors and/or assigns and all others acting by, through, with, or under their direction, and all those in privity therewith.

NORWEGIAN CRUISE LINE LIMITED

By: *Mark E. Warren*
 Mark E. Warren
 Senior Vice President, General Counsel,
 and Secretary

State of Florida)
)
 County of ^{MIAMI -} Dade)
)
)

Mark E. Warren, being duly sworn, did depose and say this 23rd day of April, 2004, that he is an officer of Norwegian Cruise Line Limited; that he is authorized to execute this Assignment on behalf of said corporation; that he has read and signed the foregoing Assignment and knows and understands the contents thereof.



Opus M. P.
 Notary Public
 My Commission Expires:

Witnesses: *Lincoln M. Vidal*

Name: LINCOLN M. VIDAL

Address: 7665 CORPORATE CENTER DRIVE
MIAMI, FL 33126

Patricia Yanckowitz
 Name: PATRICIA YANCKOWITZ

Address: 7665 CORPORATE CTR. DR.
MIAMI, FL 33126

**NORWEGIAN CRUISE LINE LIMITED
U.S. SERVICE MARK / TRADEMARK APPLICATIONS**

Mark	Application No.	Application Date
COMPASS REWARDS	76/415,149	05/31/2002
ECOBALLAST	76/561,201	11/21/2003
FREESTYLE VACATION	76/066,569	06/09/2000
MARCO POLO	74/318,212	09/28/1992
NCL AMERICA	76/506,828	04/16/2003
POLO CLUB	76/439,622	08/09/2002
PRIDE OF ALOHA	76/512,046	05/05/2003
PRIDE OF AMERICA	76/512,047	05/05/2003
PRIDE OF HAWAII	76/512,048	05/05/2003
ROYAL CRUISE LINE	76/235,167	04/04/2001
S.T.Y.L.E.	76/506,827	04/16/2003
S.T.Y.L.E. & Design	76/506,826	04/16/2003
STAR SEEKER	76/496,017	03/10/2003
THE DESTINATION CRUISE SPECIALIST	76/464,338	10/28/2002

Norwegian Cruise Line Limited
U.S. Service Mark / Trademark Registrations

Mark	Registration No.	Registration Date
BAHAMARAMA	1,085,701	02/14/1978
CAPTAIN'S CLUB	2,470,536	07/17/2001
CHOCOHOLIC BUFFET	2,428,532	02/13/2001
CIAO CHOW	2,393,227	10/10/2000
COMPASS REWARDS & Design	2,723,837	06/10/2003
CROWN ODYSSEY	2,532,078	01/22/2002
DESTINATION CHANNEL	2,417,665	01/02/2001
DIVE IN	2,428,531	02/13/2001
ENDLESS SUMMER	2,400,996	10/31/2000
FREESTYLE CRUISING	2,489,424	09/11/2001
FREESTYLE CRUISING. FEEL FREE	2,568,445	05/07/2002
FREESTYLE CRUISING. SET YOURSELF FREE	2,568,444	05/07/2002
HEALTHY LIVING	2,783,044	11/11/2003
HOMELAND CRUISING	2,707,871	04/15/2003
HONEYMOON AT SEA	2,427,711	02/06/2001
KID'S CREW	2,425,362	01/30/2001
LATITUDE CLUB	1,226,848	02/08/1983
LATITUDES	2,506,908	11/13/2001
LEADERSHIP FARES	1,910,802	08/08/1995
LOYALTY HAS ITS PRIVILEGES	2,540,263	02/19/2002

Norwegian Cruise Line Limited
U.S. Service Mark / Trademark Registrations

Mark	Registration No.	Registration Date
NCL	2,281,788	09/28/1999
NCL & Design	2,736,355	07/15/2003
NCL (STYLIZED)	1,074,232	09/27/1977
NCL AMERICA FREESTYLE CRUISING & Flag Design	2,834,087	04/20/2004
NORWEGIAN CRUISE LINE	1,548,650	07/18/1989
NORWEGIAN DAWN	2,622,217	09/17/2002
NORWEGIAN DREAM	2,597,668	07/23/2002
NORWEGIAN MAJESTY	2,561,714	04/16/2002
NORWEGIAN SEA	2,561,716	04/16/2002
NORWEGIAN SKY	2,558,684	04/09/2002
NORWEGIAN STAR	2,591,379	07/09/2002
NORWEGIAN SUN	2,558,675	04/09/2002
NORWEGIAN WIND	2,561,715	4/16/2002
ODYSSEY CLUB	1,341,509	06/11/1985
OMBORD	1,365,496	10/15/1985
ORIENT LINES	1,869,117	12/20/1994
PRESIDENT'S CLUB	2,426,628	02/06/2001
ROYAL CRUISE LINE	1,150,644	04/07/1981
SALE OF ALL SAILS	2,316,716	02/08/2000
SEA LEGS	1,851,728	08/30/1994

Norwegian Cruise Line Limited
U.S. Service Mark / Trademark Registrations

Mark	Registration No.	Registration Date
SEVEN CONTINENTS. ONE CRUISE LINE.	2,654,236	11/26/2002
SPORTS AFLOAT	1,374,255	12/03/1985
SUPERSPORT CRUISES	1,487,841	05/10/1988
TEE-UP CRUISES	1,487,842	05/10/1988
TEXARIBBEAN	2,184,256	08/25/1998
THE NORWAY	2,532,077	01/22/2002
THE NORWEGIAN WAY	2,198,484	10/20/1998

**NORWEGIAN CRUISE LINE LIMITED
U.S. DOMAIN NAME REGISTRATIONS**

Domain Name	Registration Date
FREESTYLECRUISING.US	04/18/2002
NCL.US	04/18/2002
NORWEGIANCRUISELINE.US	04/18/2002

Norwegian Cruise Line Limited
Foreign Service Mark / Trademark Applications

BRAZIL

Mark	Application No.	Application Date
NCL	004838	12/21/2000
FREESTYLE CRUISING	004040	10/20/2000

**Norwegian Cruise Line Limited
Foreign Service Mark / Trademark
Applications / Registrations**

CANADA

Applications

Mark	Application No.	Application Date
CROWN ODYSSEY	1,112,219	08/09/2001
NORWEGIAN CRUISE LINE	1,184,065	07/02/2003
NORWEGIAN DAWN	1,109,204	07/11/2001
NORWEGIAN DREAM	1,112,222	08/09/2001
NORWEGIAN MAJESTY	1,112,221	08/09/2001
NORWEGIAN SEA	1,112,220	08/09/2001
NORWEGIAN SKY	1,112,217	08/09/2001
NORWEGIAN STAR	1,116,711	09/26/2001
NORWEGIAN SUN	1,109,205	07/11/2001
NORWEGIAN WIND	1,112,216	08/09/2001
THE NORWAY	1,112,218	08/09/2001

Registrations

Mark	Registration No.	Registration Date
FREESTYLE CRUISING	TMA 577,947	03/24/2003

**Norwegian Cruise Line Limited
Foreign Service Mark / Trademark
Applications / Registrations**

EUROPEAN COMMUNITY

Applications

Mark	Application No.	Application Date
NCL	1,603,943	04/11/2000
OCEAN VOYAGER	2,236,917	05/29/2001

Registrations

Mark	Registration No.	Registration Date
CROWN ODYSSEY	2,236,933	08/30/2002
FREESTYLE CRUISING	1,658,921	02/04/2003
NORWEGIAN CRUISE LINE	1,604,685	05/21/2002
NORWEGIAN DAWN	2,236,974	08/28/2002
NORWEGIAN DREAM	2,237,014	08/28/2002
NORWEGIAN MAJESTY	2,237,394	08/30/2002
NORWEGIAN SEA	2,236,891	08/30/2002
NORWEGIAN SKY	2,237,402	08/30/2002
NORWEGIAN STAR	2,236,990	08/30/2002
NORWEGIAN SUN	2,237,410	08/30/2002
NORWEGIAN WIND	2,236,941	08/30/2002
THE NORWAY	2,236,958	10/27/2003

**Norwegian Cruise Line Limited
Foreign Service Mark / Trademark
Applications / Registrations**

MEXICO

Applications

Mark	Application No.	Application Date
CROWN ODYSSEY	499,580	08/02/2001
FREESTYLE CRUISING	453,949	10/20/2000
NORWEGIAN DAWN	499,581	08/02/2001
NORWEGIAN DREAM	499,583	08/21/2001
NORWEGIAN MAJESTY	499,587	08/02/2001
NORWEGIAN SEA	499584	08/02/2001
NORWEGIAN SKY	499585	08/02/2001
NORWEGIAN STAR	499582	08/02/2001
NORWEGIAN SUN	499579	08/02/2001
NORWEGIAN WIND	499588	08/02/2001
OCEAN VOYAGER	499578	08/02/2001
THE NORWAY	499586	08/02/2001

Registrations

Mark	Registration No.	Registration Date
NORWEGIAN	380,492	08/01/1989

**Norwegian Cruise Line Limited
Foreign Service Mark / Trademark Registrations**

SWITZERLAND

Applications

Mark	Application No.	Application Date
FREESTYLE CRUISING	489,522	11/01/2001