

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
CLASSIC CRUISES HOLDING S. DE R.L.		09/04/2009	CORPORATION: PANAMA

RECEIVING PARTY DATA

Name:	SEVEN SEAS CRUISES S. DE R.L.
Street Address:	P.H. Plaza 2000 Building Sixteenth (16th)
Internal Address:	Floor Fiftieth (50th) Street
City:	Panama
State/Country:	PANAMA
Entity Type:	CORPORATION: PANAMA

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Registration Number:	2661799	LUXURY GOES EXPLORING
Registration Number:	3368575	SEVEN SEAS CRUISES
Registration Number:	2700599	SEVEN SEAS EXPLORER
Registration Number:	2540614	SEVEN SEAS MARINER
Registration Number:	2571631	SEVEN SEAS NAVIGATOR
Registration Number:	3388009	SEVEN SEAS VOYAGER
Registration Number:	1735322	SONG OF FLOWER
Registration Number:	3271297	UNIQUE DISCOVERIES

CORRESPONDENCE DATA

Fax Number: (213)430-6407
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: (213) 430-8308
 Email: sgordon@omm.com
 Correspondent Name: Shari Gordon

CH \$215.00 2661799

900150134

**TRADEMARK
 REEL: 004115 FRAME: 0531**

Address Line 1: 400 S. Hope Street
Address Line 2: 18th Floor
Address Line 4: Los Angeles, CALIFORNIA 90071-2899

ATTORNEY DOCKET NUMBER: 158,408-1

DOMESTIC REPRESENTATIVE

Name:
Address Line 1:
Address Line 2:
Address Line 3:
Address Line 4:

NAME OF SUBMITTER: Shari L. Gordon

Signature: /Shari L. Gordon/

Date: 12/16/2009

Total Attachments: 4
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REPUBLICA DE PANAMA
PAPEL NOTARIAL



NOTARIA PRIMERA DEL CIRCUITO DE PANAMA

----- Name: Gema Piñon -----

----- Title: Authorized Person -----

CLASSIC CRUISES II, LLC-----

By: (Signed) Gema Piñon -----

----- Name: Gema Piñon -----

----- Title: Authorized Person-----

-----CERTIFICATE OF AN ADMINISTRATOR-----

The undersigned, FRANK J. DEL RIO, administrator of CLASSIC CRUISES HOLDINGS S. DE R.L. certifies (a) that attached hereto is a true, correct, complete and authentic copy of the resolutions of the members of the Company, adopted by means of a written consent without a meeting dated as of August 13, 2009 (the "Resolutions"); (b) the Resolutions have been approved by the holders of the totality of the quotas issued and outstanding of the Company entitled to vote, which is the number of quotas required for such approval; (c) that the contents of the Resolutions were previously informed to all the persons entitled to vote on them; and (d) the Resolutions have not been revoked, amended or in any other form modified."-----

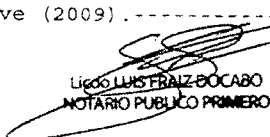
IN WITNESS WHEREOF, I have hereunto set my hand this 13th day of August, 2009.-----

(Signed) Frank J. Del Rio -----

-----Name: Frank J. Del Rio-----

-----Title: Administrator-----

Concuerta con su original esta copia que expido, sello y firmo, en la ciudad de Panamá, República de Panamá, a los siete (7) días del mes de septiembre de dos mil nueve (2009).-----


Licdo. LUIS FRAIZ BOCABO
NOTARIO PUBLICO PRIMERO



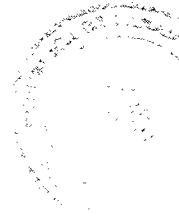
Reg. no. 904 de Paris

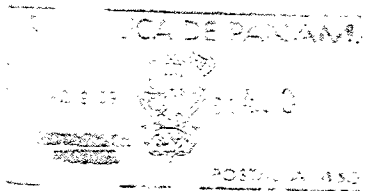
Marché de Paris, le 10 Septembre 2009

4 septembre 2009
SL-876 1643735

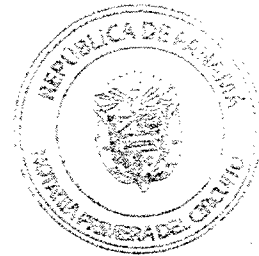
10.00
10 de Septembre de 2009

Jules Fugère
Reg. no. 904





REPUBLICA DE PANAMA
PAPEL NOTARIAL



NOTARIA PRIMERA DEL CIRCUITO DE PANAMA

EN TESTIMONIO DE LO CUAL, he estampado mi firma en la presente
certificación hoy, día trece (13) de agosto de dos mil nueve (2009).--

(Fdo.) Frank J. Del Río, Administrador-----

-----CLASSIC CRUISES HOLDINGS S. DE R.L.-----

-----Consentimiento Escrito de los Socios-----

sobre reforma al Pacto Social para cambiar el nombre de la Sociedad---

-----Fecha do trece (13) de agosto de dos mil nueve (2009)-----

Los suscritos (los "Socios"), tenedores de la totalidad de las cuotas
emitidas y en circulación con derecho a voto de CLASSIC CRUISES
HOLDINGS S. DE R.L., sociedad de responsabilidad limitada constituida
a tenor de las leyes de la República de Panamá (la "Sociedad"), POR
ESTE MEDIO ACEPTAMOS que las siguientes medidas sean adoptadas y POR
ESTE MEDIO APROBAMOS las siguientes resoluciones en forma escrita.---

-----CAMBIO DE NOMBRE-----

"QUE LOS ARTÍCULOS PRIMERO y SEXTO del Pacto Social de la Sociedad
sean reformados en su totalidad para que lean de la siguiente manera:-

"ARTÍCULO PRIMERO: (*Nombre*) El nombre de la Sociedad de
Responsabilidad Limitada es SEVEN SEAS CRUISES S. DE R.L."-----

"ARTÍCULO SEXTO: (*Duración*) La duración de la sociedad será
perpetua."-----

QUE ARIAS, FÁBREGA & FÁBREGA, abogados de Panamá, quedan por este
medio autorizados para adoptar todas las medidas que resulten
necesarias, a fin de garantizar que una copia de estas resoluciones
sea inscrita de forma expedita en la Oficina del Registro Público de
Panamá."-----

EN TESTIMONIO DE LO CUAL, los suscritos han otorgado este
Consentimiento Escrito de los socios de la Sociedad.-----

CLASSIC CRUISES, LLC - Por: (Fdo.) Gema Piñón, Persona Autorizada-----

CLASSIC CRUISES II, LLC - Por: (Fdo.) Gema Piñón, Persona Autorizada--

Es traducción fiel del original en inglés. Panamá, 2 de septiembre de

2009. (Fdo.) Irma S. de Davis, Intérprete Pública Autorizada, Céd.
No. 8-137-549------(SELLO)-----

A continuación se transcribe el texto en inglés del Consentimiento
Escrito de los Socios de la sociedad de responsabilidad limitada
CLASSIC CRUISES HOLDINGS S. DE R.L.-----

-----CLASSIC CRUISES HOLDINGS S. DE R.L.-----

-----Written Consent of Members-----

-----to amend the Charter to change the name of the Company-----

Dated as of August 13, 2009 -----

The undersigned (the "Members"), being the holders of the totality of
the quotas issued and outstanding with the right to vote of CLASSIC
CRUISES HOLDINGS S. DE R.L., a *sociedad de responsabilidad limitada*
organized under the laws of the Republic of Panama (the "Company"), DO
HEREBY CONSENT to the taking of the following actions and DO HEREBY
ADOPT the following resolutions by written action. -----

CHANGE OF NAME -----

"THAT ARTICLES ONE and SIX of the Charter of the Company be amended in
their entirety to read as follows: -----

"ARTICLE ONE: (Name) The name of the *Sociedad de Responsabilidad
Limitada* is SEVEN SEAS CRUISES S. DE R.L."-----

"ARTICLE SIX: (Duration) The duration of the company is to be
perpetual."-----

THAT ARIAS, FABREGA & FABREGA, Panamanian attorneys at law, are hereby
authorized to take all actions necessary in order to ensure that a
copy of these resolutions is promptly recorded at the Office of the
Public Registry of Panama."-----

IN WITNESS WHEREOF, the undersigned has executed this Written Consent
of the members of the Company.-----

CLASSIC CRUISES, LLC-----

By: (Signed) Gema Piñon -----