

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
Viking River Cruises, S.A.		11/30/2010	Limited Company: LUXEMBOURG

RECEIVING PARTY DATA

Name:	Viking River Cruises (Bermuda) Ltd.
Street Address:	Clarendon House, 2 Church Street
City:	Hamilton
State/Country:	BERMUDA
Postal Code:	HM 11
Entity Type:	exempted company: BERMUDA

PROPERTY NUMBERS Total: 46

Property Type	Number	Word Mark
Registration Number:	2853434	
Registration Number:	3965874	
Serial Number:	85136784	
Registration Number:	2850719	
Serial Number:	85136796	
Registration Number:	2753207	EXPLORING EUROPE IN COMFORT
Registration Number:	2753208	EXPLORING EUROPE IN COMFORT
Registration Number:	2921674	EXPLORING THE WORLD IN COMFORT
Registration Number:	2921675	EXPLORING THE WORLD IN COMFORT
Registration Number:	3441445	POSTCARDS FROM THE RIVER
Registration Number:	3432035	POSTCARDS FROM THE RIVER
Registration Number:	3463049	THE WORLD'S LEADING RIVER CRUISE LINE . . . BY FAR
Registration Number:	3458723	THE WORLD'S LEADING RIVER CRUISE LINE . . . BY FAR
Serial Number:	78279502	VIKING

TRADEMARK

900200740

REEL: 004612 FRAME: 0150

CH \$1165.00 2853434

Serial Number:	85133732	VIKING
Serial Number:	85133747	VIKING
Serial Number:	85133759	VIKING
Registration Number:	3965566	VIKING RIVER CRUISES
Serial Number:	85133778	VIKING RIVER CRUISES
Serial Number:	85133793	VIKING RIVER CRUISES
Registration Number:	2846704	VIKING RIVER CRUISES
Registration Number:	2881355	VIKING RIVER CRUISES
Registration Number:	2697106	VIKING RIVER CRUISES
Serial Number:	85136505	VIKING RIVER CRUISES
Registration Number:	2634316	VIKING RIVER CRUISES
Registration Number:	3965855	VIKING RIVER CRUISES
Serial Number:	85136747	VIKING RIVER CRUISES EXPLORING THE WORLD IN COMFORT
Serial Number:	85136757	VIKING RIVER CRUISES EXPLORING THE WORLD IN COMFORT
Serial Number:	85136763	VIKING RIVER CRUISES EXPLORING THE WORLD IN COMFORT
Registration Number:	2989900	VIKING TOURS
Serial Number:	85136536	VIKING TOURS
Serial Number:	85136552	VIKING TOURS
Registration Number:	2971065	VIKING TOURS
Serial Number:	85136558	VIKING TOURS
Registration Number:	3371775	VIKING TOURS
Registration Number:	3371776	VIKING TOURS
Registration Number:	3980867	VIKING RIVER CRUISES
Registration Number:	2769283	V
Registration Number:	2753203	V
Registration Number:	2761893	OLD WORLD HIGHLIGHTS
Registration Number:	2825026	OLD WORLD HIGHLIGHTS
Registration Number:	2796401	THE WORLD'S LEADING RIVER CRUISE LINE
Registration Number:	2796402	THE WORLD'S LEADING RIVER CRUISE LINE
Serial Number:	85136719	VIKING LEGEND
Serial Number:	85136726	VIKING LEGEND
Serial Number:	85136737	VIKING LEGEND

Fax Number: (415)773-5759
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 4157735700
Email: ipprosecutionsf@orrick.com
Correspondent Name: Chelseaa E.L. Bush/Elayne G. Ricci
Address Line 1: 405 Howard Street
Address Line 2: Orrick, Herrington & Sutcliffe LLP
Address Line 4: San Francisco, CALIFORNIA 94105

ATTORNEY DOCKET NUMBER:	21535-6000
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DOMESTIC REPRESENTATIVE

Name: Beth M. Goldman, Esq.
Address Line 1: 405 Howard Street
Address Line 2: Orrick, Herrington & Sutcliffe LLP
Address Line 4: San Francisco, CALIFORNIA 94150

NAME OF SUBMITTER:	Chelseaa E.L. Bush
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Signature:	/Chelseaa E.L. Bush/
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Date:	08/26/2011
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Total Attachments: 7

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source=Viking River Cruises SA - Redacted Minutes for merger to Bermuda - Bermuda#page5.tif
source=Viking River Cruises SA - Cert of Deregistration from Luxembourg - Bermuda#page1.tif



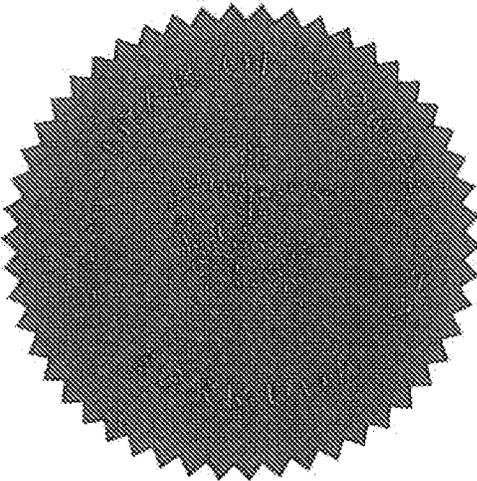
BERMUDA

CERTIFICATE OF CONTINUANCE

I hereby in accordance with section 132C(4)(d) of *the Companies Act 1981* issue this Certificate of Continuance and do certify that on the 30th day of **November 2010**

Viking River Cruises (Bermuda) Ltd.

was registered by me in the Register maintained by me under the provisions of the said section and that the status of the said company is that of an **exempted company.**



Given under my hand and the Seal of
the REGISTRAR OF COMPANIES
this 3rd day of December 2010

A handwritten signature in black ink, appearing to be 'J. M. A.' followed by a period.

for Registrar of Companies

VIKING RIVER CRUISES S.A.
société anonyme
03, rue de la Chapelle
L-1325 Luxembourg
R.C.S. Luxembourg B 56 479

Minutes of a meeting of the board of directors held on November 19th, 2010

The board members are:

Torstein HAGEN (chairman)
Charles DURO
Tony HOFMANN

Acting in their capacity as directors of the board of directors of VIKING RIVER CRUISES S.A. (hereafter "the Company"), all the members of the board of directors have been informed of the content of the agenda to be discussed so that resolutions can be validly taken.

AGENDA OF THE MEETING

1. Migration of the Company from Grand-Duchy of Luxembourg to Bermuda;
2. Convening of an extraordinary general meeting of the shareholders in order to approve the Migration;
3. Empowerment of Mr Torstein Hagen and/or Mr Charles Duro, each acting singly, to sign and execute all documents, to make all declarations and to give all confirmations which are required, necessary or useful related to the Migration;
4. Miscellaneous.

WHEREAS it is intended to transfer the registered and principal place of management of the Company without dissolution from Grand-Duchy of Luxembourg to Bermuda having as consequence the adoption by the Company of the Bermuda nationality (hereafter "the Migration").

WHEREAS the board of directors is of the opinion that the matters referred to therein are in compliance with the by-laws and the applicable legal provisions and would not result any breach of any restriction imposed by law, the by-laws or any agreement to which the Company is a part or by which the Company is bound.

WHEREAS the board of directors is of the opinion that the matters referred to therein are benefit for the Company, for the purpose of carrying on the Company's business and within the corporate object of the Company.

After due and careful consideration, **IT IS HEREBY RESOLVED** as follows:

First resolution

The board of directors decides :

1. the Migration. and consequently, decides that, with effect upon the continuance of the Company in Bermuda, the registered office of the Company shall be Clarendon House, 2 Church Street, Hamilton HM11, Bermuda.

REDACTED

4. That the name of the Company be changed from "Viking River Cruises SA" to "Viking River Cruises (Bermuda) Ltd."
5. That the legal and other professional advisers of the Company be and are hereby authorised to:
 - (a) file with the Registrar of Companies in Bermuda the appropriate Memorandum of Continuance;
 - (b) file with the Bermuda authorities any and all documents required to be filed pursuant to the Memorandum of Continuance;
 - (c) pay the annual Bermuda government fee;
 - (d) obtain from the Registrar of Companies in Bermuda a Certificate of Continuance for the Company;

REDACTED

- (e) apply on behalf of the Company for a certificate of tax exemption covering the period to 28th March, 2016, pursuant to The Exempted Undertakings Tax Protection Act 1966;
- (f) file all documents necessary to give effect to these resolutions, including but not necessarily limited to forwarding a copy of such Certificate of Continuance to the [relevant authority] in Luxembourg and obtaining from the [relevant authority] in Luxembourg a Certificate of Discontinuance; and
- (g) do all other acts as may be necessary in connection with the foregoing.

8. That, effective upon the continuance of the Company in Bermuda, the registered office of the Company shall be Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda and any Director or Office be and is hereby authorised to execute a Bermuda Form 13 for submission of the same to the Register of Companies.

9. That:

- (a) the seal of the Company be a circular device with the name of the Company around the outer margin and in the centre the word BERMUDA followed by the year the company continued into Bermuda, and that the Secretary affix an impression thereof to the margin of this minute for identification purposes; and
- (b) until the said seal is received, the temporary seal of the Company be a red wafer seal with the name of the Company around the outer margin and in the centre the word BERMUDA followed by the year the Company continued into Bermuda.



REDACTED

Third resolution

The board of directors decides to empower and empowers Mr Torstein Hagen and/or Mr Charles Duro (hereafter "*the Attorney*"), each acting singly, to be the true and lawful Attorney of the Company to do all or any of the following acts and deeds:

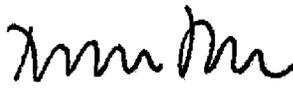
1. To sign and execute all documents, to make all declarations and to give all confirmations which are required, necessary or useful (leaving all the terms and conditions for all the aforesaid to the absolute discretion of the Attorney) related to the transfer of the registered and the principal place of management of the Company without dissolution from Grand-Duchy of Luxembourg to Bermuda having as consequence the adoption by the Company of the Bermuda nationality (hereafter "*the Migration*"), with full power of substitution;
2. To do all such other acts and things as may be required, necessary or useful in the sole opinion of the Attorney in connection with or for the purpose of the Migration.

The Company hereby ratifying and confirming all that the Attorney or his/her substitute or substitutes shall lawfully do or cause to be done pursuant to the powers herein granted.

The board of directors decides the issuance of separate Powers of Attorney in order to entitle Mr Torstein Hagen and/or Mr Charles Duro for the purposes resulting of the present resolution, which shall be signed by two directors in conformity with the rules of representation of the Company.

Nothing further being on the agenda, and none present demanding to speak, the meeting was terminated.

Luxembourg, November 19th, 2010.



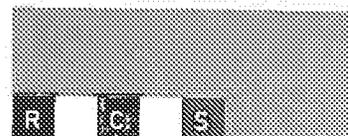
Torstein HAGEN
Director



Charles DURO
Director



Tony HOFFMAN
Director



Certificat de Radiation

Il est certifié que l'immatriculation/l'inscription prise au registre de commerce et des sociétés sous le numéro d'immatriculation :

Section : B numéro : 56479

portant sur la dénomination / raison sociale / nom, prénom(s) : VIKING RIVER CRUISES S.A.

Adresse / Siège social :
3, Rue de la Chapelle, L-1325 Luxembourg

a été rayée le : 07/12/2010

Date de la cessation de l'activité : 03/12/2010

Motif de la radiation :

Transfert du siège à l'étranger

Luxembourg, le 15/12/2010

Le gestionnaire du registre de commerce et des sociétés (*)

* Le présent certificat est établi et signé électroniquement.

Le gestionnaire du registre de commerce et des sociétés ne garantit l'authenticité de l'origine et l'intégrité des informations contenues sur le présent certificat par rapport aux informations inscrites au registre de commerce et des sociétés que si le présent certificat comporte une signature électronique émise par le gestionnaire du registre de commerce et des sociétés.

REC087

Adresse postale: L-2961 Luxembourg Tél (+352) 26 428-1 Fax (+352) 26 42 85 55 www.rcsl.lu
RCSL G.I.E. R.C.S. Luxembourg C24 Siège et guichets: Centre administratif Pierre Werner, 13, rue Erasme L-1488 Luxembourg