

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM571000

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Seabourn Cruise Line Limited		04/08/2020	Corporation: BERMUDA
RECEIVING PARTY DATA			
Name:	U.S. Bank National Association, as Pari Passu Collateral Agent		
Street Address:	60 Livingston Avenue		
Internal Address:	Attn: Carnival Administrator		
City:	St. Paul		
State/Country:	MINNESOTA		
Postal Code:	55107		
Entity Type:	National Banking Association: UNITED STATES		
PROPERTY NUMBERS Total: 34			
Property Type	Number	Word Mark	
Registration Number:	2796947		
Registration Number:	4138692	CAVIAR IN THE SURF	
Registration Number:	2758684	CLUB HERALD	
Registration Number:	5330458	EXTRAORDINARY WORLDS	
Registration Number:	5222951	HERALD	
Registration Number:	2835942	MASSAGE MOMENTS	
Registration Number:	2841991	PERSONAL VALET LUGGAGE SERVICE	
Registration Number:	2167162	SEABOURN	
Registration Number:	3134683	SEABOURN	
Registration Number:	5330481	SEABOURN	
Registration Number:	4251212	SEABOURN ACADEMY	
Registration Number:	2471100	SEABOURN CLUB	
Registration Number:	3777874	SEABOURN CLUB HERALD	
Registration Number:	4400115	SEABOURN CONVERSATIONS	
Registration Number:	4400116	SEABOURN CONVERSATIONS	
Registration Number:	5638223	SEABOURN ENCORE	
Registration Number:	5767066	SEABOURN ENCORE	
Registration Number:	2497643	SEABOURN LEGEND	

CH \$865.00 2796947

Property Type	Number	Word Mark
Registration Number:	3712513	SEABOURN ODYSSEY
Registration Number:	5656007	SEABOURN OVATION
Registration Number:	2471099	SEABOURN PRIDE
Registration Number:	4115610	SEABOURN QUEST
Registration Number:	2831353	SEABOURN SHIELD
Registration Number:	2788316	SEABOURN SIGNATURE DELIGHTS
Registration Number:	3874180	SEABOURN SOJOURN
Registration Number:	5955753	SEABOURN SOURCE
Registration Number:	2562847	SEABOURN SPIRIT
Registration Number:	2747658	SEABOURN.COM
Registration Number:	3781207	THE YACHTS OF SEABOURN
Registration Number:	3781208	THIS IS MY YACHT.
Registration Number:	5161747	VENTURES BY SEABOURN
Registration Number:	5161750	VENTURES BY SEABOURN
Registration Number:	5908431	WORLD'S FINEST ULTRA-LUXURY CRUISE LINE
Registration Number:	5233632	WORLD'S FINEST ULTRA-LUXURY CRUISE LINE

CORRESPONDENCE DATA

Fax Number:

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Email: naffinito@paulweiss.com, lfranco@paulweiss.com,
aspoto@paulweiss.com

Correspondent Name: Natalie A. Affinito

Address Line 1: Paul Weiss Rifkind Wharton & Garrison LLP

Address Line 2: 1285 Avenue of the Americas

Address Line 4: New York, NEW YORK 10019-6064

ATTORNEY DOCKET NUMBER: 03446-0126

NAME OF SUBMITTER: Natalie Affinito

SIGNATURE: /Natalie Affinito/

DATE SIGNED: 04/08/2020

Total Attachments: 5

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Notice of Grant of Security Interest in U.S. Trademarks

NOTICE OF GRANT OF SECURITY INTEREST IN U.S. TRADEMARKS, dated as of April 8, 2020 (this "Notice"), made by SEABOURN CRUISE LINE LIMITED, a corporation duly organized and existing under the laws of Bermuda (the "Pledgor"), in favor of U.S. BANK NATIONAL ASSOCIATION, as Pari Passu Collateral Agent (as defined below).

Reference is made to the U.S. Collateral Agreement, dated as of April 8, 2020 (as amended, restated, supplemented or otherwise modified from time to time, the "U.S. Collateral Agreement"), among CARNIVAL PLC (the "Guarantor"), CARNIVAL CORPORATION, (the "Issuer" and together with Guarantor, the "Company"), each Subsidiary of the Company listed on *Schedule I* thereto as a Subsidiary Grantor and each Subsidiary of the Company that becomes a party thereto in such capacity (each, a "Subsidiary Grantor") and U.S. BANK NATIONAL ASSOCIATION, as pari passu collateral agent for the Secured Parties referred to herein (together with its successors and assigns in such capacity, the "Pari Passu Collateral Agent"). The parties hereto agree as follows:

SECTION 1. *Terms.* Capitalized terms used in this Notice and not otherwise defined herein have the meanings specified in the U.S. Collateral Agreement. The rules of construction specified in Section 1.01(b) of the U.S. Collateral Agreement also apply to this Notice.

SECTION 2. *Grant of Security Interest.* As security for the payment and performance, as the case may be, in full of the Secured Obligations, the Pledgor hereby pledges to the Pari Passu Collateral Agent, its successors and permitted assigns, for the benefit of the Secured Parties, and hereby grants to the Pari Passu Collateral Agent, its successors and permitted assigns, for the benefit of the Secured Parties, a security interest in all right, title and interest in or to any and all of the following assets and properties now owned by such Pledgor or in which such Pledgor now has any right, title or interest (collectively, the "Trademark Collateral"):

all Trademarks of the United States of America, including those listed on Schedule I,

provided, however, that the foregoing grant of security interest does not and will not cover any "intent-to-use" applications for trademark or service mark registrations filed pursuant to Section 1(b) of the Lanham Act, 15 U.S.C. §1051, unless and until an Amendment to Allege Use or a Statement of Use under Section 1(c) or 1(d) of the Lanham Act has been filed, to the extent, if any, that any grant of a security interest in or to an "intent-to-use" application prior to such filing would violate the Lanham Act.

SECTION 3. *Collateral Agreement.* The security interests granted to the Pari Passu Collateral Agent herein are granted in furtherance, and not in limitation of, the security interests granted to the Pari Passu Collateral Agent

pursuant to the U.S. Collateral Agreement. Each Pledgor hereby acknowledges and affirms that the rights and remedies of the Pari Passu Collateral Agent with respect to the Trademark Collateral are more fully set forth in the U.S. Collateral Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein. In the event of any conflict between the terms of this Notice and the U.S. Collateral Agreement, the terms of the U.S. Collateral Agreement shall govern.

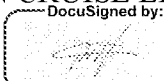
SECTION 4. *Counterparts.* This Notice may be executed in two or more counterparts, each of which shall constitute an original but all of which when taken together shall constitute but one contract. Delivery of an executed counterpart to this Notice by facsimile or other electronic transmission shall be as effective as delivery of a manually signed original.

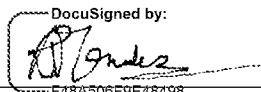
SECTION 5. *Governing Law.* THIS NOTICE AND ANY CLAIMS, CONTROVERSY, DISPUTE OR CAUSES OF ACTION (WHETHER IN CONTRACT OR TORT OR OTHERWISE) BASED UPON, ARISING OUT OF OR RELATING TO THIS NOTICE AND THE RIGHTS AND OBLIGATIONS OF THE PARTIES UNDER THIS NOTICE SHALL BE CONSTRUED IN ACCORDANCE WITH AND GOVERNED BY THE LAWS OF THE STATE OF NEW YORK, WITHOUT REGARD TO ANY PRINCIPLE OF CONFLICTS OF LAW THAT COULD REQUIRE THE APPLICATION OF ANY OTHER LAW.

[Signature Pages Follow]

IN WITNESS WHEREOF, the parties hereto have duly executed this Notice as of the day and year first above written.

SEABOURN CRUISE LINE LIMITED

By: 
Name: W.J. Langeveld
Title: Managing Director

By: 
Name: R.M.P. Mendez
Title: Attorney-in-Fact

[Signature Page to Notice of Grant of Security Interest in U.S. Trademarks]

U.S. BANK NATIONAL ASSOCIATION,
as Pari Passu Collateral Agent,

By: 

Name: Richard Prokosch
Title: Vice President

Schedule I
to Notice of Grant of Security Interest in U.S. Trademarks

Trademarks Owned by Seabourn Cruise Line Limited

U.S. Trademark Registrations

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
(Device Only)	2796947	Dec 23 2003
CAVIAR IN THE SURF	4138692	May 8 2012
CLUB HERALD	2758684	Sep 2 2003
EXRTRAORDINARY WORLDS	5330458	Nov 7 2017
HERALD	5222951	Jun 13 2017
MASSAGE MOMENTS	2835942	Apr 27 2004
PERSONAL VALET LUGGAGE SERVICE	2841991	May 11 2004
SEABOURN	2167162	Jun 23 1998
SEABOURN	3134683	Aug 29 2006
SEABOURN	5330481	Nov 7 2017
SEABOURN ACADEMY	4251212	Nov 27 2012
SEABOURN CLUB	2471100	Jul 24 2001
SEABOURN CLUB HERALD	3777874	Apr 20 2010
SEABOURN CONVERSATIONS	4400115	Sep 10 2013
SEABOURN CONVERSATIONS	4400116	Sep 10 2013
SEABOURN ENCORE	5638223	Dec 25 2018
SEABOURN ENCORE	5767066	Jun 4 2019
SEABOURN LEGEND	2497643	Oct 16 2001
SEABOURN ODYSSEY	3712513	Nov 17 2009
SEABOURN OVATION	5656007	Jan 15 2019
SEABOURN PRIDE	2471099	Jul 24 2001
SEABOURN QUEST	4115610	Mar 20 2012
SEABOURN SHIELD	2831353	Apr 13 2004
SEABOURN SIGNATURE DELIGHTS	2788316	Dec 2 2003
SEABOURN SOJOURN	3874180	Nov 9 2010
SEABOURN SOURCE	5955753	Jan 7 2020
SEABOURN SPIRIT	2562847	Apr 23 2002
SEABOURN.COM	2747658	Aug 5 2003
THE YACHTS OF SEABOURN	3781207	Apr 27 2010
THIS IS MY YACHT	3781208	Apr 27 2010
VENTURES BY SEABOURN	5161747	Mar 14 2017
VENTURES BY SEABOURN	5161750	Mar 14 2017
WORLD'S FINEST ULTRA-LUXURY CRUISE LINE	5908431	Nov 12 2019
WORLD'S FINEST ULTRA-LUXURY CRUISE LINE	5233632	Jun 27 2017