

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM570996

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Carnival Corporation		04/08/2020	Corporation: PANAMA

## RECEIVING PARTY DATA

<b>Name:</b>	U.S.Bank National Association, as Pari Passu Collateral Agent
<b>Street Address:</b>	60 Livingston Avenue
<b>Internal Address:</b>	Attn: Carnival Administrator
<b>City:</b>	St. Paul
<b>State/Country:</b>	MINNESOTA
<b>Postal Code:</b>	55107
<b>Entity Type:</b>	National Banking Association: UNITED STATES

## PROPERTY NUMBERS Total: 143

Property Type	Number	Word Mark
Registration Number:	5955822	
Registration Number:	5897336	
Registration Number:	3657989	110% BEST PRICE GUARANTEE
Registration Number:	3966974	
Registration Number:	5999896	ALCHEMY BAR
Registration Number:	4765161	AMERICAN FEAST
Registration Number:	2666028	BOOKCCL.COM
Registration Number:	3583908	C CAMP CARNIVAL!
Registration Number:	3583905	CAMP CARNIVAL
Registration Number:	4828041	CAMP OCEAN
Registration Number:	1495405	CARNIVAL
Registration Number:	1489673	CARNIVAL
Registration Number:	1591384	CARNIVAL
Registration Number:	2035091	CARNIVAL
Registration Number:	3911890	CARNIVAL
Registration Number:	4703856	CARNIVAL
Registration Number:	5600682	CARNIVAL
Registration Number:	2381810	CARNIVAL

CH \$3590.00 5955822

Property Type	Number	Word Mark
Registration Number:	3189529	CARNIVAL
Registration Number:	4459366	CARNIVAL
Registration Number:	4525897	CARNIVAL
Registration Number:	4575694	CARNIVAL
Registration Number:	5292315	CARNIVAL ADVENTURES
Registration Number:	4283336	CARNIVAL BREEZE
Registration Number:	2273951	CARNIVAL CAPERS
Registration Number:	3184917	CARNIVAL COMFORT BED
Registration Number:	3790246	CARNIVAL COMFORT COLLECTION
Registration Number:	2707369	CARNIVAL CONQUEST
Registration Number:	4477943	CARNIVAL CORPORATION & PLC O
Registration Number:	1489408	CARNIVAL CRUISE LINES
Registration Number:	3764524	CARNIVAL DREAM
Registration Number:	3893457	CARNIVAL DREAM
Registration Number:	3481698	CARNIVAL ECSTASY
Registration Number:	3481697	CARNIVAL ELATION
Registration Number:	3481695	CARNIVAL FANTASY
Registration Number:	3481696	CARNIVAL FASCINATION
Registration Number:	3295360	CARNIVAL FREEDOM
Registration Number:	2810983	CARNIVAL GLORY
Registration Number:	5566321	CARNIVAL HORIZON
Registration Number:	4920799	CARNIVAL HUB
Registration Number:	3481701	CARNIVAL IMAGINATION
Registration Number:	3477624	CARNIVAL INSPIRATION
Registration Number:	3564555	CARNIVAL LEGEND
Registration Number:	3024102	CARNIVAL LIBERTY
Registration Number:	4007189	CARNIVAL MAGIC
Registration Number:	2887372	CARNIVAL MIRACLE
Registration Number:	3481700	CARNIVAL PARADISE
Registration Number:	3893936	CARNIVAL PLATINUM
Registration Number:	3644498	CARNIVAL PLAYERS CLUB
Registration Number:	5868546	CARNIVAL PLAYERS CLUB
Registration Number:	5885433	CARNIVAL PLAYERS CLUB
Registration Number:	5885434	CARNIVAL PLAYERS CLUB
Registration Number:	2971943	CARNIVAL PRIDE
Registration Number:	3481699	CARNIVAL SENSATION
Registration Number:	3564557	CARNIVAL SPIRIT
Registration Number:	3570408	CARNIVAL SPLENDOR

Property Type	Number	Word Mark
Registration Number:	5952816	CARNIVAL SUNRISE
Registration Number:	4625282	CARNIVAL SUNSHINE
Registration Number:	2364812	CARNIVAL TRIUMPH
Registration Number:	2952676	CARNIVAL VALOR
Registration Number:	2482632	CARNIVAL VICTORY
Registration Number:	5041440	CARNIVAL VISTA
Registration Number:	3490237	CARNIVAL'S SEASIDE THEATER
Registration Number:	3298856	CCL
Registration Number:	5521209	CHOOSE FUN
Registration Number:	5771091	CHOOSE FUN
Registration Number:	6003209	CHOOSE FUN
Registration Number:	3418948	CLUB O2
Registration Number:	5751490	COME BACK TO THE SEA
Registration Number:	5723827	CREATIVE COVE
Registration Number:	3683611	CRUISE CHILL CONNECT CIRCLE C
Registration Number:	5402087	CSMART
Registration Number:	4652325	CUCINA DEL CAPITANO
Registration Number:	1565846	CURRENTS
Registration Number:	1746109	ECSTASY
Registration Number:	2184592	ELATION
Registration Number:	5798529	FARMHOUSE ALE
Registration Number:	2089488	FASCINATION
Registration Number:	5083301	FLY2FUN
Registration Number:	5872617	FRISKYFROG JAVASTOUT
Registration Number:	4030294	FUN FOR ALL. ALL FOR FUN.
Registration Number:	4568459	FUN HUB
Registration Number:	3926313	FUN PAIRS
Registration Number:	3313659	FUN POINTS
Registration Number:	2284478	FUN SHIP
Registration Number:	4685139	"FUN SHIP"
Registration Number:	2813987	FUN SHIP FREDDY
Registration Number:	2530050	FUN SHIPS
Registration Number:	3966754	FUNHUB TO GO
Registration Number:	5913503	
Registration Number:	5869714	FUNPLAY
Registration Number:	3020886	FUNSHIPPAY
Registration Number:	4007362	GOCCL.COM
Registration Number:	5187888	HIPFISH

Property Type	Number	Word Mark
Registration Number:	4258742	
Registration Number:	1960839	IMAGINATION
Registration Number:	2057737	INSPIRATION
Registration Number:	5292316	IT'S FUN OUT THERE!
Registration Number:	4625587	JI JI ASIAN KITCHEN
Registration Number:	4258870	LIVE THIRSTY
Registration Number:	5916158	LOYALTY ROCKS!
Registration Number:	3986469	MAGICAL FLYING BEACH CHAIR
Registration Number:	5908294	MALT
Registration Number:	2501029	MARDI GRAS
Registration Number:	2046021	
Registration Number:	3214882	O
Registration Number:	2340726	OCEAN PLAYERS CLUB
Registration Number:	5789425	OCEAN REWARDS
Registration Number:	5823036	OCEAN REWARDS
Registration Number:	5846684	OCEAN REWARDS
Registration Number:	5798534	PARCHED PIG CRAFT BREWS
Registration Number:	5499623	PARCHEDPIG
Registration Number:	5515584	PARCHED PIG CRAFT BREWS
Registration Number:	4878163	PENGUINS
Registration Number:	4552509	PIZZERIA DEL CAPITANO
Registration Number:	3084645	PREFERRED AWARDS
Registration Number:	5951729	PUMPKIN ALE
Registration Number:	5821658	REDFROG
Registration Number:	2246038	SAIL & SIGN
Registration Number:	4787005	SHARKS
Registration Number:	5798530	SMOKED PORTER
Registration Number:	2971935	SPA CARNIVAL
Registration Number:	4787004	STINGRAYS
Registration Number:	4664179	SWITCH ON FUN
Registration Number:	5997359	TEAM ORANGE
Registration Number:	1112889	"THE FUN SHIPS"
Registration Number:	1451397	THE "FUN SHIPS"
Registration Number:	2338268	THE "FUN SHIPS"
Registration Number:	2338269	THE "FUN SHIPS"
Registration Number:	5287108	THE MAIN EVENT
Registration Number:	3035870	THE WORLD'S MOST POPULAR CRUISE LINE
Registration Number:	3998819	THIRSTYFROG

Property Type	Number	Word Mark
Registration Number:	5883155	THIRSTYFROG AMERICAN PALE ALE
Registration Number:	5883157	THIRSTYFROG CARIBBEAN WHEAT
Registration Number:	5883158	THIRSTYFROG PORT HOPPIN' IPA
Registration Number:	5798531	TOASTED AMBER
Registration Number:	4506069	VERY IMPORTANT FUN PERSON
Registration Number:	4506068	VIFP CLUB
Registration Number:	4506070	VIFP CLUB
Registration Number:	4506072	VIFP CLUB VERY IMPORTANT FUN PERSON
Registration Number:	5798532	WEST COAST IPA
Registration Number:	1808013	
Registration Number:	3824270	WORLD'S LEADING CRUISE LINES

#### 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

<b>ATTORNEY DOCKET NUMBER:</b>	03446-0126
<b>NAME OF SUBMITTER:</b>	Natalie Affinito
<b>SIGNATURE:</b>	/Natalie Affinito/
<b>DATE SIGNED:</b>	04/08/2020

**Total Attachments: 7**

source=Carnival - Notice of Grant of Security Interest in Copyrights (Carnival Corp) (Executed)#page1.tif  
source=Carnival - Notice of Grant of Security Interest in Copyrights (Carnival Corp) (Executed)#page2.tif  
source=Carnival - Notice of Grant of Security Interest in Copyrights (Carnival Corp) (Executed)#page3.tif  
source=Carnival - Notice of Grant of Security Interest in Copyrights (Carnival Corp) (Executed)#page4.tif  
source=Carnival - Notice of Grant of Security Interest in Copyrights (Carnival Corp) (Executed)#page5.tif  
source=Carnival - Notice of Grant of Security Interest in Copyrights (Carnival Corp) (Executed)#page6.tif  
source=Carnival - Notice of Grant of Security Interest in Copyrights (Carnival Corp) (Executed)#page7.tif

**Notice of Grant of Security Interest in U.S. Copyrights**

NOTICE OF GRANT OF SECURITY INTEREST IN U.S. COPYRIGHTS, dated as of April 8, 2020 (this “Notice”), made by CARNIVAL CORPORATION, a corporation duly organized and existing under the laws of the Republic of Panama (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”), the Pledgor, (the Pledgor 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 “Copyright Collateral”):

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

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 Copyright 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.

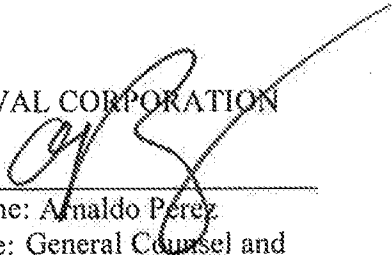
SECTION 4. *Counterparts*. This Notice may be executed in two or more counterparts, each of which shall constitute an original but all of which when taken together shall constitute but one contract. Delivery of an executed counterpart to this Notice by facsimile or other electronic transmission shall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

CARNIVAL CORPORATION

By:   
Name: Arnaldo Perez  
Title: General Counsel and  
Secretary

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

**TRADEMARK**  
**REEL: 006957 FRAME: 0735**



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

By: 

Name: Richard Prokosch

Title: Vice President

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

**TRADEMARK**  
**REEL: 006957 FRAME: 0736**

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

Copyrights Owned by Carnival Corporation

*U.S. Copyright Registrations*

<u>Title</u>	<u>Registration No.</u>	<u>Registration Date</u>
Buffets of Carnival : entertaining secrets from Carnival chefs.	TX0004800686	1998
Carnival cocktails.	TX000477239	1998
Carnival creations : cruise cuisine from Carnival chefs.	TX0004537018	1997
Carnival Cruise Line Itineraries (as of June 2017).	TX0008384779	2017
Carnival experience	TX0005998312	2001
Carnival Funnel Logo	VA0001992712	2008
Carnival Towel Tales	TXu002048795	2017
FARMHOUSE ALE Pig Design	VA0002155809	2018
"Fun ship" Freddy character	VAu000617427	2004
Go - All Shows.	PA0002107684	2017
Good Spirit : 101, A Princess Cruise to Tahiti.	PA0002081635	2017
Good Spirit : 108, A Princess Cruise to Montevideo.	PA00020181631	2017
Good Spirit : 102, A Carnival Cruise to The Yucatan.	PA0002081638	2017
Good Spirit : 103, A Princess Cruise to Madeira.	PA0002081642	2017
Good Spirit : 104, A Carnival Cruise to The Dominican Republic.	PA0002081647	2017
Good Spirit : 105, A Princess Cruise to Bangkok.	PA0002081620	2017
Good Spirit : 106, A Carnival Cruise to St. Lucia.	PA0002081655	2017
Good Spirit : 107, A Costa Cruise to Barcelona.	PA0002081651	2017
Good Spirit : 109, A Costa Cruise to Cartagena.	PA0002081660	2017
Good Spirit : 110, An AIDA Cruise to Curacao.	PA0002081657	2017
GOOD SPIRITS Design.	VAu001275159	2017
Local Eyes : 111-129.	PAu003890499	2017
Local Eyes S1.	PA0002081959	2017
Ocean Treks with Jeff Corwin : 101, Bar Harbor: Maine's Costal Jewel.	PA0002081570	2016
Ocean Treks with Jeff Corwin : 102, Ketchikan: The Alaskan Wild.	PA0002081567	2016
Ocean Treks with Jeff Corwin : 103, Juneau: the Heart of Alaska.	PA0002081541	2016
Ocean Treks with Jeff Corwin : 104, Vancouver: The Great Canadian Outdoors.	PA0002081542	2016
Ocean Treks with Jeff Corwin : 105, Skagway: Great Northern Adventure.	PA0002081536	2016
Ocean Treks with Jeff Corwin : 106, DR: Hidden Treasures.	PA0002081545	2016
Ocean Treks with Jeff Corwin : 107, DR: Digging for Destiny.	PA0002081578	2016
Ocean Treks with Jeff Corwin : 108, Grand Turk: Journey Under the Sea.	PA0002081547	2016
Ocean Treks with Jeff Corwin : 109, DR: Travel With Purpose.	PA0002081593	2017
Ocean Treks with Jeff Corwin : 110, Grand Turk: Save the Turtles.	PA0002081586	2017
Ocean Treks with Jeff Corwin : 111, Best of Alaska.	PA0002081582	2017
Ocean Treks with Jeff Corwin : 112, Kotor: A Gem on the Adriatic.	PA0002081551	2017
Ocean Treks with Jeff Corwin : 113, Croatia: Ancient Treasures.	PA0002081574	2017
Ocean Treks with Jeff Corwin : 114, Kotor: A Step Back in Time.	PA0002081595	2017
Ocean Treks with Jeff Corwin : 115, Crete: Natural Wonders.	PA0002081623	2017
Ocean Treks with Jeff Corwin : 116, Best of the Caribbean.	PA0002081617	2017
Ocean Treks with Jeff Corwin : 117, Santorini: Mystery of a Lost Civilization.	PA0002081554	2017

Ocean Treks with Jeff Corwin : 118, Crete: Land of Honey.	PA0002081613	2017
Ocean Treks with Jeff Corwin : 119, Auckland: The Lost World.	PA0002081606	2017
Ocean Treks with Jeff Corwin : 120, Best of the Mediterranean.	PA0002081599	2017
Ocean Treks with Jeff Corwin : 121, Brisbane: Back to the Wild.	PA0002081603	2017
Ocean Treks with Jeff Corwin : 122, New Caledonia: Island Paradise.	PA0002081562	2017
Ocean Treks with Jeff Corwin : 123, Tauranga: Kiwi Country.	PA0002081563	2017
Ocean Treks with Jeff Corwin : 124, Cairns: The Great Barrier Reef.	PA0002081557	2017
Ocean Treks with Jeff Corwin : 125, Cruising Around the World.	PA0002081626	2017
Ocean Treks with Jeff Corwin : 126, Best of the South Pacific.	PA0002081589	2017
Patch The Pumpkin Pirate.	VAu001329466	2018
Players Quarterly : Carnival Players Club.	CSN0123453	1998
Players Quarterly : Carnival Players Club.	CSN0123453	1997
SMOKED PORTER Pig Design.	VA0002155808	2018
TOASTED AMBER Pig Design.	VA0002155807	2018
Vacation Creation : 101, Mediterranean Surprise.	PA0002081663	2016
Vacation Creation : 102, To Russia With Love.	PA0002081665	2016
Vacation Creation : 103, Vacation Italian Style.	PA0002081667	2016
Vacation Creation : 104, A Magical Journey.	PA0002081669	2016
Vacation Creation : 105, Alaskan Adventure.	PA0002081675	2016
Vacation Creation : 106, A Northern Escape.	PA0002081673	2016
Vacation Creation : 107, Best of Europe.	PA0002104475	2016
Vacation Creation : 108, A Honeymoon Rewind.	PA0002081671	2016
Vacation Creation : 109, A Brother/Sister Adventure.	PA0002081697	2017
Vacation Creation : 110, An Unforgettable Anniversary.	PA0002081700	2017
Vacation Creation : 111, A Celebration of Love.	PA0002081703	2017
Vacation Creation : 112, A Star is Born at Sea.	PA0002081706	2017
Vacation Creation : 113, A Cruise Through History.	PA0002081677	2017
Vacation Creation : 114, A Cruise 25 Years in the Making.	PA0002081682	2017
Vacation Creation : 115, A Culinary Cruise in Paradise.	PA0002081687	2017
Vacation Creation : 116, Making Dreams Come True.	PA0002081694	2017
Vacation Creation : 117, Sisters Forever.	PA0002081729	2017
Vacation Creation : 118, Across the Atlantic.	PA0002081726	2017
Vacation Creation : 119, Fun for All.	PA0002081714	2017
Vacation Creation : 120, Paradise Found.	PA0002081711	2017
Vacation Creation : 121, Happily Ever After.	PA0002081708	2017
Vacation Creation : 122, Captain for a Day.	PA0002081724	2017
Vacation Creation : 123, A Song for Dad.	PA0002081720	2017
Vacation Creation : 124, Desperately Missing Dad.	PA0002081719	2017
Vacation Creation : 125, A Healing Journey for Sarah and Shay.	PA0002081717	2017
Vacation Creation : 126, Incredible Moments at Sea.	PA0002081731	2017
Voyager with Josh Garcia : 101, Under the Sea.	PA0002081723	2016
Voyager with Josh Garcia : 102, Mayan Madness.	PA0002081746	2016
Voyager with Josh Garcia : 103, Like Water for Chaac.	PA0002081747	2016
Voyager with Josh Garcia : 104, Hot Salsa.	PA0002081740	2016
Voyager with Josh Garcia : 105, Fun Guy.	PA0002081739	2016
Voyager with Josh Garcia : 106, Norway the Right Way.	PA0002081743	2016
Voyager with Josh Garcia : 107, Swedish and Sublime.	PA0002081744	2016
Voyager with Josh Garcia : 108, City of Delight.	PA0002081737	2016
Voyager with Josh Garcia : 109, Pure Spanish.	PA0002081735	2017
Voyager with Josh Garcia : 110, Sky High.	PA0002081733	2017

Voyager with Josh Garcia : 111, Cruisin' the Caribbean.	PA0002081761	2017
Voyager with Josh Garcia : 112, 15th Century Smile.	PA0002081757	2017
Voyager with Josh Garcia : 113, World Champion Pesto.	PA0002081755	2017
Voyager with Josh Garcia : 114, Mediterranean Melting Pot.	PA0002081749	2017
Voyager with Josh Garcia : 115, Kung Fu Master.	PA0002081750	2017
Voyager with Josh Garcia : 116, Europe Top to Bottom.	PA0002081754	2017
Voyager with Josh Garcia : 117, Tuscan Fun.	PA0002081753	2017
Voyager with Josh Garcia : 118, Little Island, Big Flavor.	PA0002081759	2017
Voyager with Josh Garcia : 119, Cameo Appearance.	PA0002081752	2017
Voyager with Josh Garcia : 120, All the Marbles.	PA0002081767	2017
Voyager with Josh Garcia : 121, Didgeri-dude.	PA0002081768	2017
Voyager with Josh Garcia : 122, Voyage Around the World.	PA0002081766	2017
Voyager with Josh Garcia : 123, Pizza Perfection.	PA0002081765	2017
Voyager with Josh Garcia : 124, Elephant-Sized Fun.	PA0002081764	2017
Voyager with Josh Garcia : 125, Life's a Beach.	PA0002081762	2017
Voyager with Josh Garcia : 126, Italy by Sea.	PA0002081763	2017
WEST COAST IPA Pig Design.	VA0002155810	2018
Talking couch.	VAu000705547	2006