

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM588620

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
PRINCESS CRUISE LINES, LTD.		07/20/2020	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: 58

Property Type	Number	Word Mark
Registration Number:	2853904	BIG SHIP CHOICE, SMALL SHIP FEEL
Registration Number:	3921010	BON VOYAGE EXPERIENCE
Registration Number:	3366557	CARIBBEAN PRINCESS
Registration Number:	4592371	COME BACK NEW
Registration Number:	2779529	COPPER RIVER PRINCESS WILDERNESS LODGE
Registration Number:	2727661	CORAL PRINCESS
Registration Number:	1651216	CROWN PRINCESS
Registration Number:	2481189	PRINCESS CRUISES CRUISE COURTESY RESPECT
Registration Number:	2840704	CRUISE PERSONALIZER
Registration Number:	1234917	CRUISE PLUS
Registration Number:	1604992	DAWN PRINCESS
Registration Number:	3457890	DENALI PRINCESS WILDERNESS LODGE
Registration Number:	3382281	DIAMOND PRINCESS
Registration Number:	3140501	DIRECT TO THE WILDERNESS
Registration Number:	3330967	EMERALD PRINCESS
Registration Number:	3005060	ESCAPE COMPLETELY
Registration Number:	3457889	FAIRBANKS PRINCESS RIVERSIDE LODGE
Registration Number:	5309109	FATHOM

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	1849617	GOLDEN PRINCESS
Registration Number:	1503321	GRAND ADVENTURE
Registration Number:	2136017	GRAND CLASS
Registration Number:	2186199	GRAND PRINCESS
Registration Number:	3457892	KENAI PRINCESS WILDERNESS LODGE
Registration Number:	2675562	LOTUS SPA
Registration Number:	2713448	LOTUSPA
Registration Number:	3130542	MOVIES UNDER THE STARS
Registration Number:	3457891	MT. MCKINLEY PRINCESS WILDERNESS LODGE
Registration Number:	3737508	OCEAN PRINCESS
Registration Number:	3363003	ONESOURCE ACADEMY
Registration Number:	2638554	PERSONAL CHOICE CRUISING
Registration Number:	2616762	PERSONAL CHOICE DINING
Registration Number:	3468658	POLAR ONLINE
Registration Number:	1654535	PRINCESS
Registration Number:	2817023	PRINCESS CAPTAIN'S CIRCLE
Registration Number:	2817024	PRINCESS CAPTAIN'S CIRCLE
Registration Number:	1747916	PRINCESS CAYS
Registration Number:	4057687	PRINCESS CHARMED KEEPSAKES
Registration Number:	1886855	PRINCESS CRUISES
Registration Number:	1845711	PRINCESS CRUISES
Registration Number:	4592377	PRINCESS CRUISES COME BACK NEW
Registration Number:	3829196	PRINCESS CRUISES ULTIMATE SHIP TOUR
Registration Number:	3921006	PRINCESS EZAIR
Registration Number:	3026440	PRINCESS SCHOLARSHIP@SEA PROGRAM
Registration Number:	4576425	REGAL PRINCESS
Registration Number:	3570461	RUBY PRINCESS
Registration Number:	3385820	SAPPHIRE PRINCESS
Registration Number:	2885456	SCHOLARSHIP@SEA
Registration Number:	4400435	SEA WALK
Registration Number:	1677901	
Registration Number:	1678022	
Registration Number:	5944752	SKY PRINCESS
Registration Number:	1604991	STAR PRINCESS
Registration Number:	2005143	SUN PRINCESS
Registration Number:	3549991	THE CONSUMMATE HOST
Registration Number:	4576441	THE ENCLAVE
Registration Number:	4393809	THE ENCLAVE AT LOTUS SPA

Property Type	Number	Word Mark
Registration Number:	5247031	
Registration Number:	5223944	MAJESTIC PRINCESS

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, cmannino@paulweiss.com,
lfranco@paulweiss.com, snygren@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:	03446-126
NAME OF SUBMITTER:	Natalie Affinito
SIGNATURE:	/Natalie Affinito/
DATE SIGNED:	07/27/2020

Total Attachments: 6

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

NOTICE OF GRANT OF SECOND LIEN SECURITY INTEREST IN U.S. TRADEMARKS, dated as of July 20, 2020 (this “Notice”), made by PRINCESS CRUISE LINES LTD., 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. Second Lien Collateral Agreement, dated as of July 20, 2020 (as amended, restated, supplemented or otherwise modified from time to time, the “U.S. Second Lien 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. Second Lien Collateral Agreement. The rules of construction specified in Section 1.01(b) of the U.S. Second Lien 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 owned by such Pledgor as of the 2023 Secured Notes Issue Date or in which such Pledgor had as of the 2023 Secured Notes Issue Date 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. ***Subject to Intercreditor Agreements; Conflicts.*** Notwithstanding anything herein to the contrary, (i) the Liens and security interests

granted to the Pari Passu Collateral Agent for the benefit of the Secured Parties pursuant to this Notice and (ii) the exercise of any right (including the voting rights and the connected administrative rights pertaining to the pledgee) or remedy by the Pari Passu Collateral Agent hereunder or the application of proceeds (including insurance and condemnation proceeds) of any Collateral, in each case, are subject to the limitations and provisions of any applicable Intercreditor Agreement to the extent provided therein. In the event of any conflict between the terms of such applicable Intercreditor Agreement and the terms of this Notice, the terms of such applicable Intercreditor Agreement shall govern.

SECTION 4. *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. Second Lien 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. Second Lien 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. Second Lien Collateral Agreement, the terms of the U.S. Second Lien Collateral Agreement shall govern.

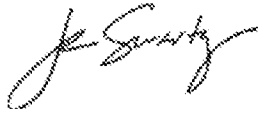
SECTION 5. *Counterparts.* This Notice may be executed in two or more counterparts, each of which shall constitute an original but all of which when taken together shall constitute but one contract. Delivery of an executed counterpart to this Notice by facsimile or other electronic transmission shall be as effective as delivery of a manually signed original.

SECTION 6. *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.

PRINCESS CRUISE LINES LTD.

By:  _____

Name: Janet Swartz
Title: President

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

By: 

Name: Richard Prokosch

Title: Vice President

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

TRADEMARK
REEL: 007008 FRAME: 0288

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

Trademarks Owned by Princess Cruise Lines Ltd.

U.S. Trademark Registrations

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
BIG SHIP CHOICE, SMALL SHIP FEEL	2853904	Jun 15 2004
BON VOYAGE EXPERIENCE	3921010	Feb 15 2011
CARIBBEAN PRINCESS	3366557	Jan 8 2008
COME BACK NEW	4592371	Aug 26 2014
COPPER RIVER PRINCESS WILDERNESS LODGE	2779529	Nov 4 2003
CORAL PRINCESS	2727661	Jun 17 2003
CROWN PRINCESS	1651216	Jul 16 1991
C.R.U.I.S.E.	2481189	Aug 28 2001
CRUISE PERSONALIZER	2840704	May 11 2004
CRUISE PLUS	1234917	Apr 12 1983
DAWN PRINCESS	1604992	Jul 3 1990
DENALI PRINCESS WILDERNESS LODGE	3457890	Jul 1 2008
DIAMOND PRINCESS	3382281	Feb 12 2008
DIRECT TO THE WILDERNESS	3140501	Sep 5 2006
EMERALD PRINCESS	3330967	Nov 6 2007
ESCAPE COMPLETELY	3005060	Oct 4 2005
FAIRBANKS PRINCESS RIVERSIDE LODGE	3457889	Jul 1 2008
FATHOM	5309109	Oct 17 2017
GOLDEN PRINCESS	1849617	Aug 9 1994
GRAND ADVENTURE	1503321	Sep 6 1988
GRAND CLASS	2136017	Feb 10 1998
GRAND PRINCESS	2186199	Sep 1 1998
KENAI PRINCESS WILDERNESS LODGE	3457892	Jul 1 2008
LOTUS SPA	2675562	Jan 4 2003
LOTUS SPA & DESIGN	2713448	May 6 2003
MAJESTIC PRINCESS	5,223,944	Jun 13 2017
MOVIES UNDER THE STARS	3130542	Aug 15 2006
MT. MCKINLEY PRINCESS WILDERNESS LODGE	3457891	Jul 1 2008
OCEAN PRINCESS	3737508	Jan 12 2010
ONE SOURCE ACADEMY	3363003	Jan 1 2008
PERSONAL CHOICE CRUISING	2638554	Oct 22 2002
PERSONAL CHOICE DINING	2616762	Sep 10 2002
POLAR ONLINE	3468658	Jul 15 2008
PRINCESS	1654535	Aug 20 1991
PRINCESS CAPTAIN'S CIRCLE	2817023	Feb 24 2004
PRINCESS CAPTAIN'S CIRCLE & DESIGN	2817024	Feb 24 2004
PRINCESS CAYS	1747916	Jan 19 1993
PRINCESS CHARMED KEEPSAKES	4057687	Nov 15 2011
PRINCESS CRUISES	1886855	Apr 4 1995
PRINCESS CRUISES & SEAWITCH LOGO	1845711	Jul 19 1994

PRINCESS CRUISES COME BACK NEW & SEAWITCH LOGO	4592377	Aug 26 2014
PRINCESS CRUISES ULTIMATE SHIP TOUR & LOGO	3829196	Aug 3 2010
PRINCESS EZAIR	3921006	Feb 15 2011
PRINCESS SCHOLARSHIP @ SEA PROGRAM	3026440	Dec 13 2005
REGAL PRINCESS	4576425	Jul 29 2014
RUBY PRINCESS	3570461	Feb 3 2009
SAPPHIRE PRINCESS	3385820	Feb 19 2008
SCHOLARSHIP @ SEA	2885456	Sep 14 2004
SEA WALK	4400435	Sep 10 2013
SEAWITCH LOGO	1677901	Mar 3 1992
SEAWITCH LOGO	1678022	Mar 3 1992
SKY PRINCESS	5944752	Dec 24 2019
STAR PRINCESS	1604991	Jul 3 1990
SUN PRINCESS	2005143	Oct 1 1996
THE CONSUMMATE HOST	3549991	Dec 23 2008
THE ENCLAVE	4576441	Jul 29 2014
THE ENCLAVE AT LOTUS SPA	4393809	Aug 27 2013
MAJESTIC PRINCESS (CHINESE)	5247031	Jul 18 2017