

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM588636

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
GXI, LLC		07/20/2020	Limited Liability Company: DELAWARE
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: 49			
Property Type	Number	Word Mark	
Registration Number:	5567310	CLAMS	
Registration Number:	5869389	GO.	
Registration Number:	5493991	GOOD SPIRITS	
Registration Number:	5477321	GOOD SPIRITS	
Registration Number:	5892326	GOOD SPIRITS	
Registration Number:	5597631	KENO ON DECK	
Registration Number:	5759240	KING'S CRUISE LOTTERY	
Registration Number:	5494022	LOCAL EYES	
Registration Number:	5515640	LOCAL EYES	
Registration Number:	5789392	MEDALLION	
Registration Number:	5912693	MEDALLION	
Registration Number:	5932083	MEDALLION·NET	
Registration Number:	5793616	MEDALLIONNET	
Registration Number:	5439893	OCEAN	
Registration Number:	5567311	OCEAN	
Registration Number:	5770032	OCEAN	
Registration Number:	5298333	OCEAN	
Registration Number:	5729855	OCEAN MEDALLION CLASS	
TRADEMARK			

CH \$1240.00 5567310

Property Type	Number	Word Mark
Registration Number:	5740694	OCEAN REWARDS
Registration Number:	5747437	OCEAN TREKS
Registration Number:	5747450	OCEAN TREKS
Registration Number:	5562828	OCEANCONCIERGE
Registration Number:	5572269	OCEANMOMENTS
Registration Number:	5823024	OCEANNOW
Registration Number:	5425348	OCEANREADY
Registration Number:	5711635	OCEANTAGALONG
Registration Number:	5430155	OCEANVIEW
Registration Number:	5851888	ONE CRUISE EXPERIENCE ACCESS NETWORK
Registration Number:	5455303	PLAYOCEAN
Registration Number:	5591974	QUEEN'S SEA POKER
Registration Number:	5597628	ROULETTE ON DECK
Registration Number:	5515634	SOCIALOCEAN
Registration Number:	5494021	TAGALONG
Registration Number:	5577441	THIS OR THAT
Registration Number:	5608739	TIPSY TENTACLES SLOTS
Registration Number:	5488358	VACATION CREATION
Registration Number:	5510080	VACATION CREATION
Registration Number:	5510081	VACATION CREATION
Registration Number:	5671608	VACATION CREATION
Registration Number:	5693666	VACATION CREATION
Registration Number:	6053935	DINEOCEAN
Registration Number:	6038916	JOURNEYVIEW
Registration Number:	6025772	OCEANPROFILE
Registration Number:	6064842	TAGALONG SPRINT
Registration Number:	6096974	OCEANCOMPASS
Serial Number:	87982851	OCEANCOMPASS
Serial Number:	87982728	KENO ON DECK
Serial Number:	87982452	MEDALLIONNET
Serial Number:	88977990	

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

TRADEMARK

REEL: 007008 FRAME: 0367

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 GXI, LLC, a limited liability company duly organized and existing under the laws of Delaware (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.

GXI, LLC

By: 


Name: Arnaldo Perez

Title: General Counsel & Secretary of
Carnival Corporation, its sole Member

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

TRADEMARK
REEL: 007008 FRAME: 0371

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

By: 

Name: Richard Prokosch
Title: Vice President

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

Trademarks Owned by GXI, LLC

U.S. Trademark Registrations

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
CLAMS	5567310	Sep 18 2018
GO.	5869389	Sep 24 2019
GOOD SPIRITS	5493991	Jun 12 2018
GOOD SPIRITS	5477321	May 22 2018
GOOD SPIRITS	5892326	Oct 22 2019
KENO ON DECK	5597631	Oct 30 2018
KING'S CRUISE LOTTERY	5759240	May 21 2019
Local Eyes	5494022	Jun 12 2018
LOCAL EYES	5515640	Jul 10 2018
MEDALLION	5789392	Jun 25 2019
MEDALLION	5912693	Nov 19 2019
MEDALLION·NET	5932083	Dec 10 2019
MEDALLIONNET	5793616	Jul 2 2019
O.C.E.A.N	5439893	Apr 3 2018
O.C.E.A.N	5567311	Sep 18 2018
OCEAN	5770032	Jun 4 2019
OCEAN	5298333	Sep 26 2017
OCEAN MEDALLION CLASS	5729855	Apr 16 2019
OCEAN REWARDS	5740694	Apr 30 2019
OCEAN TREKS	5747437	May 7 2019
OCEAN TREKS	5747450	May 7 2019
OCEANCONCIERGE	5562828	Sep 11 2018
OCEANMOMENTS	5572269	Sep 25 2018
OCEANNOW	5823024	Jul 30 2019
OCEANREADY	5425348	Mar 13 2018
OCEANTAGALONG	5711635	Mar 26 2019
OCEANVIEW	5430155	Mar 20 2018
ONE CRUISE EXPERIENCE ACCESS NETWORK	5851888	Sep 3 2019
PLAYOCEAN	5455303	Apr 24 2018
QUEEN'S SEA POKER	5591974	Oct 23 2018
ROULETTE ON DECK	5597628	Oct 30 2018
SOCIALOCEAN	5515634	Jul 10 2018
TAGALONG	5494021	Jun 12 2018
THIS OR THAT	5577441	Oct 2 2018
TIPSY TENTACLES SLOTS	5608739	Nov 13 2018
VACATION CREATION	5488358	Jun 5 2018
VACATION CREATION	5510080	Jul 3 2018
VACATION CREATION	5510081	Jul 3 2018
VACATION CREATION	5671608	Feb 5 2019
VACATION CREATION	5693666	Mar 5 2019
DINEOCEAN	6053935	May 12 2020

JOURNEYVIEW	6038916	Apr 21 2020
OCEAN PROFILE	6025772	Mar 31 2020
TAGALONG SPRING	6064842	May 26 2020
OCEANCOMPASS	6096974	Jul 7 2020

U.S. Trademark Applications

<u>Mark</u>	<u>Application No.</u>	<u>Application Date</u>
KENO ON DECK	87982851	Sep 28 2016
ROULETTE ON DECK	87982728	Jul 5 2017
MEDALLIONNET	87982452	Oct 13 2017
(Device Only)	88977990	May 17 2019