

06-02-2000



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OPR/FINANCE

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

5-14-00

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
 - Security Agreement Nunc Pro Tunc Assignment
 - Merger Change of Name
 - Other _____
- Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached
Execution Date
Month Day Year

Name Princess Cruise Lines, Inc.

05032000

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization Liberia

Receiving Party

Mark if additional names of receiving parties attached

Name Princess Cruise Lines, Ltd.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 10100 Santa Monica Blvd.

Address (line 2) Suite 1800/Legal

Address (line 3) Los Angeles

CA

90067

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization Bermuda

06/01/2000 DNGUYEN 00000204 75979008

FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 350.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text" value="75979008"/>	<input type="text" value="75637431"/>	<input type="text" value="75543698"/>
<input type="text" value="75979002"/>	<input type="text" value="75544357"/>	<input type="text" value="75283644"/>
<input type="text" value="75637575"/>	<input type="text" value="75544107"/>	<input type="text"/>

<input type="text" value="2210299"/>	<input type="text" value="1604992"/>	<input type="text" value="1604991"/>
<input type="text" value="2210298"/>	<input type="text" value="1604990"/>	<input type="text"/>
<input type="text" value="2136017"/>	<input type="text" value="1605974"/>	<input type="text"/>

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

1 @ \$40 } \$390
14 @ \$25 }

Deposit Account Number: #

Authorization to charge additional fees: Yes No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Anthony H. Kaufman
Name of Person Signing


Signature

May 3, 2000
Date Signed

**BILL OF SALE AND ASSIGNMENT AND ASSUMPTION AGREEMENT
(Re: Acquired Assets)**

THIS BILL OF SALE AND ASSIGNMENT AND ASSUMPTION AGREEMENT (Re: Acquired Assets) (this "Bill of Sale") is made and entered into effective as of January 1, 2000 at 12:01 a.m. (the "Effective Time"), by and between Princess Cruise Lines, Inc., a Liberia corporation ("Transferor"), and Princess Cruise Lines, Ltd., a Bermuda company ("Transferee"). Transferee and Transferor are entering into this Bill of Sale pursuant to Section 1.3 of the Memorandum of Agreement (Re: Transfer of Business) (the "Transfer Agreement") made and entered into effective as of the Effective Time between Transferor and Transferee. All terms used in this Bill of Sale and not defined herein have the meanings ascribed to them in the Transfer Agreement.

1. Bill of Sale and Assignment.

1.1 Acquired Assets. For good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and subject to Section 1.2, Transferor hereby conveys, transfers, assigns, sells and delivers to Transferee, and Transferee hereby acquires, accepts and purchases, all of the following assets, properties and rights of Transferor, as they exist at the Effective Time, wherever located (collectively, the "Acquired Assets"):

- (a) All cash and cash equivalents;
- (b) All machinery, equipment, computers, furniture, fixtures, leasehold improvements, construction in progress, inventory and supplies owned by Transferor;
- (c) All prepaid items, deposits and other similar assets of Transferor;
- (d) Transferor's business, together with all goodwill of Transferor, cruise bookings, customer lists, sales brochures and other marketing materials, computer software, books, records and accounts, correspondence, forms, employment records, confidential information and trade secrets;
- (e) All of Transferor's right, title and interest in and to the Owned Vessels, to be evidenced in a separate bill of sale, pursuant to the terms and conditions of the applicable Memorandum of Agreement (SALEFORM 93) attached hereto as Schedule 1.1(e);
- (f) All rights of Transferor under express or implied warranties from the suppliers of Transferor;

(g) Subject to Section 4.1 of the Transfer Agreement, all of Transferor's right, title and interest in and to each equipment or other lease (including real property leases), charter agreement, license, contract (including all employment contracts), agreement, purchase or sales order, cruise passage contract, loan agreement, promissory note, participation agreement, indenture, commitment and guarantee, written or oral, to which Transferor is a party or by which any of the Acquired Assets is bound (collectively, the "Contracts"), including, without limitation, those listed in Schedule 1.1(g) hereto;

(h) All permits, licenses and authorizations issued or granted by governmental authorities, to the extent assignable;

(i) All Transferor's right, title and interest in and to any patents, copyrights, trademarks, trademark registrations, service marks and service mark registrations, and applications for any of the foregoing, and any other intellectual property rights;

(j) Except as specifically provided in Section 1.2, all of Transferor's equity interests in any corporation, partnership or other entity, including without limitation those listed on Schedule 1.1(j);

(k) Transferor's minute books, tax returns and other corporate documents, provided Transferor shall have the right to access and copy such records on request;

(l) Transferor's rights under its liability insurance policies in respect of all occurrences insured thereunder with have occurred prior to the Effective Time; and

(m) Except as specifically provided in Section 1.2, all other assets and properties of Transferor, whether tangible or intangible, real or personal.

For the sake of clarity, the parties agree that Transferor is transferring to Transferee all of its right, title and interest in and to all Acquired Assets (as defined and described above) which may be held by Princess Cruises, Inc., a California corporation ("PCI), as agent under, or as a result of PCI providing services to Transferor under, the Agency Agreements between Transferor and PCI listed on Schedule 1.1(g) hereto.

1.2 Excluded Assets. Notwithstanding Section 1.1 hereof, Transferor is not transferring and Transferee is not acquiring any of the following under this Bill of Sale:

(a) Any Contract described in Section 4.1 of the Transfer Agreement until all third-party consents described therein have been obtained, at which time such Contract shall automatically be deemed thereafter to be an Acquired Asset; and

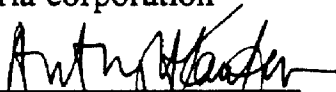
(b) Any of Transferor's equity interests in Transferee.

2. Assumption. As partial consideration for consummation of the transactions contemplated by the Transfer Agreement, Transferee hereby assumes and agrees to pay when due and discharge any and all liabilities and obligations of Transferor, including, without limitation, any and all liabilities and obligations arising under Acquired Assets which may be held by PCI as agent under, or as a result of PCI providing services to Transferor under, the Agency Agreements between Transferor and PCI listed on Schedule 1.1(g).

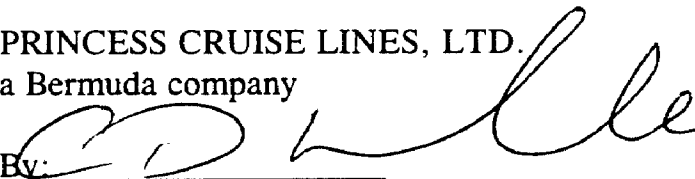
3. Counterparts. This Bill of Sale may be executed in one or more counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned have executed this Bill of Sale effective as of the Effective Time.

PRINCESS CRUISE LINES, INC.
a Liberia corporation

By: 
Name: Anthony H. Kaufman
Title: Secretary

PRINCESS CRUISE LINES, LTD.
a Bermuda company

By: 
Name: Colin D. Rumble
Title: Treasurer

11-10-1998



100874527
RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

11/5/98

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
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Reel # Frame #

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- Security Agreement Nunc Pro Tunc Assignment
- Merger Effective Date
Month Day Year
- Change of Name
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Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AK/A/T/A

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

State/Country

Zip Code

- Individual General Partnership Limited Partnership
- Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

11/10/1998 DNGUYEN 00000011 1604990

FOR OFFICE USE ONLY

01 FC:481
02 FC:482

40.00 OP
75.00 DP

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TRADEMARK
REEL: 002081 FRAME: 0824

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,604,990"/>	<input type="text" value="1,605,974"/>	<input type="text"/>
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Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Anthony H. Kaufman

November 2, 1998

Name of Person Signing

Signature

Date Signed

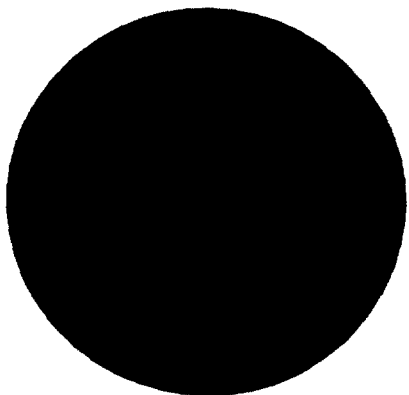
THE REPUBLIC OF LIBERIA
MINISTRY OF FOREIGN AFFAIRS

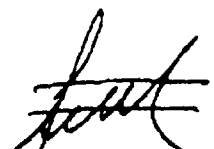
R-38928

RE: **PRINCESS CRUISES LIBERIA, INC.**

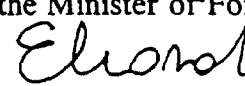
FILED: **November 21, 1997**

THIS IS TO CERTIFY that the within document is a true and correct copy of the ARTICLES OF MERGER of the above-named corporation, duly filed with the Ministry of Foreign Affairs effective on the date indicated above pursuant to the Business Corporation Act of 1977 or the Liberian Corporation Law of 1948.





By Order of the Minister of Foreign Affairs



By Order of The International Trust Company of Liberia
Deputy Registrar of Corporations
Authorized Signature

ISSUED: **March 2, 1998**

MFA5

TRADEMARK
REEL: 002081 FRAME: 0826

ARTICLES OF MERGER OF

Princess Cruise Lines, Inc., a Liberian corporation ("Princess Cruise Lines") (Surviving Corporation) and Princess Cruises Liberia, Inc., a Liberian corporation ("Princess Cruises Liberia") (Corporation Being Merged) UNDER SECTION 10.2 OF THE BUSINESS CORPORATION ACT

The undersigned being the President and Secretary of Princess Cruise Lines, the surviving corporation, and the President and Secretary of Princess Cruises Liberia, the corporation being merged, for the purpose of merging the aforesaid corporations hereby certify:

1. The plan of merger pursuant to which these Articles are being filed is as follows: At the Effective Time, Princess Cruises Liberia shall be merged with and into Princess Cruise Lines (the "Merger") in accordance with the provisions of the Liberian Business Corporations Act ("LBCA") and the separate corporate existence of Princess Cruises Liberia shall cease, Princess Cruise Lines shall continue as the surviving corporation, the Articles of Incorporation and by-laws of Princess Cruise Lines shall be the Articles of Incorporation and by-laws of the surviving corporation, the directors and officers of Princess Cruise Lines shall be the directors and officers of the surviving corporation, and each of the issued and outstanding shares of common stock, no par value, of Princess Cruises Liberia shall be converted into 0.43181818 common share, no par value, of the surviving corporation. The Effective Time of the merger shall be 12:01 a.m. Eastern Standard Time on November 22, 1997. The Merger shall have the effect set forth in Section 10.4 of the LBCA.

2. The Articles of Incorporation of Princess Cruise Lines, the surviving corporation, were filed with the Minister of Foreign Affairs as of the 16th day of September, 1964.

3. The Articles of Incorporation of Princess Cruises Liberia, the corporation being merged, were filed with the Minister of Foreign Affairs as of the 16th day of October, 1970.

4. The Merger set forth above was authorized by at least a majority of the Board of Directors and by the holders of a majority of the outstanding shares entitled to vote thereon of each constituent corporation, respectively, in compliance with the applicable provisions of the LBCA.

IN WITNESS WHEREOF the undersigned have executed these Articles of Merger this 19th day of November, 1997. -

PRINCESS CRUISE LINES (surviving corporation)

By: Peter G. Ratcliffe Its: President

By: Anthony H. Kaufman Its: Secretary

PRINCESS CRUISES LIBERIA (corporation being merged)

By: Peter G. Ratcliffe Its: President

By: Anthony H. Kaufman Its: Secretary

SEE ORIGINAL FOR ORIGINAL

State of California

SECRETARY OF STATE APOSTILLE

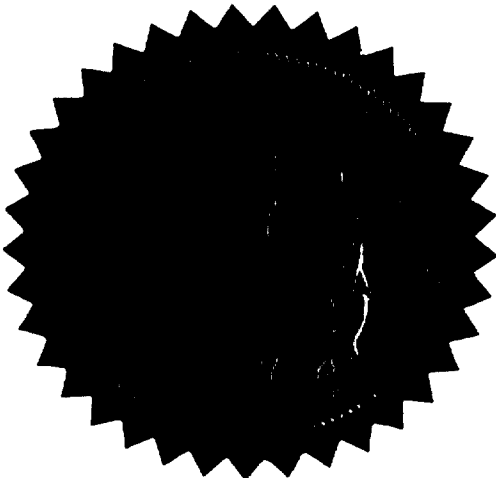
(Convention de La Haye du 5 octobre 1961)

1. Country: *United States of America*
This public document
2. has been signed by G. PADRON
3. acting in
the capacity of DEPUTY COUNTY CLERK
4. bears the seal/stamp of COUNTY OF LOS ANGELES, STATE OF CALIFORNIA

CERTIFIED

5. At *Los Angeles, California*
6. the 20th day of NOVEMBER, 1997
7. by *Deputy Secretary of State, State of California*
8. No. LA34577
9. Seal/Stamp

10. Signature:



Bill Jones

BILL JONES
Secretary of State

by Homer O. Santos

HOMER O. SANTOS, Deputy



ANIA ALL-PURPOSE ACKNOWLEDGMENT

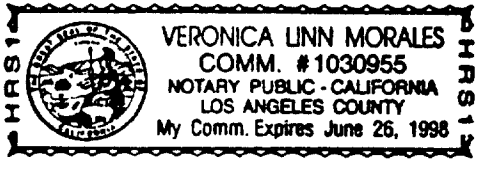
State of California

County of Los Angeles

On November 19, 1997 before me, Veronica Linn Morales, Notary Public

personally appeared Peter G. Ratcliffe
Name(s) of Signer(s)

personally known to me - OR - proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

Veronica Linn Morales
Signature of Notary Public

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: _____

Document Date: _____ Number of Pages: _____

Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s)

Signer's Name: _____

Signer's Name: _____

Individual

Individual

Corporate Officer

STATE OF CALIFORNIA
COUNTY OF LOS ANGELES

CONNIE B. McCORMACK, Registrar-Recorder/County Clerk of the County of Los Angeles, State of California, being a public entity having by law a seal,



do hereby certify that Veronica Linn Morales

whose name is subscribed to the annexed DOCUMENT

was at the time of signing the same a NOTARY PUBLIC

duly qualified and authorized by law to execute said instrument, and full faith and credit are due to all of said OFFICER's official acts as such. And I do further certify, that I am well acquainted with the handwriting of said OFFICER, and believe that the signature to the said instrument is genuine.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the County Clerk of said County of Los Angeles at my office in said County

this _____ day of NOV 20 1997, 19

CONNIE B. McCORMACK, Registrar-Recorder/County Clerk

By G. Padron
G. PADRON Deputy

UNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of Los Angeles

On November 19, 1997 before me, Veronica Linn Morales, Notary Public

personally appeared Anthony H. Kaufman

personally known to me - OR - proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s) or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

Veronica Linn Morales
Signature of Notary Public

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: _____

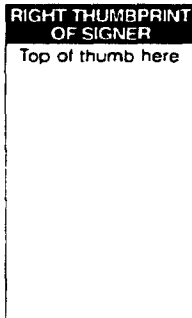
Document Date: _____ Number of Pages: _____

Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s)

Signer's Name: _____

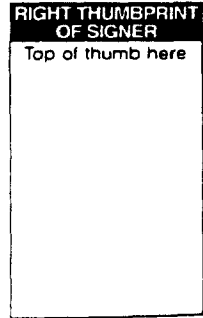
- Individual
- Corporate Officer
Title(s): _____
- Partner — Limited General
- Attorney-in-Fact
- Trustee
- Guardian or Conservator
- Other: _____



Signer Is Representing: _____

Signer's Name: _____

- Individual
- Corporate Officer
Title(s): _____
- Partner — Limited General
- Attorney-in-Fact
- Trustee
- Guardian or Conservator
- Other: _____



Signer Is Representing: _____

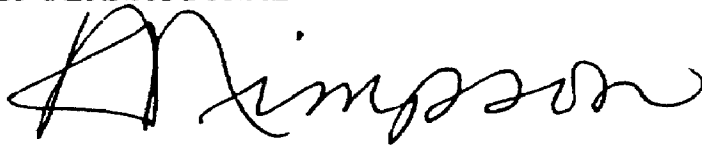
THE INTERNATIONAL TRUST COMPANY OF LIBERIA

The International Trust Company of Liberia, as
Registered Agent for:

PRINCESS CRUISES LIBERIA, INC.

hereby resigns its appointment, said resignation to
become effective thirty (30) days after the date on which
the attached Articles of Merger are filed with the
Minister of Foreign Affairs, R.L., pursuant to the
relevant provisions of the Business Corporation Act.

THE INTERNATIONAL TRUST COMPANY OF LIBERIA



BY: _____

AUTHORIZED SIGNATURE

Dated: November 21, 1997

ARTICLES OF MERGER
OF

PRINCESS CRUISES LIBERIA, INC.
(A Non-Resident Domestic Corporation)

REPUBLIC OF LIBERIA

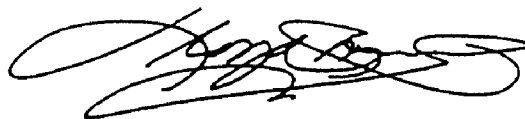
MINISTRY OF FOREIGN AFFAIRS

DUPLICATE COPY

The Original Copy of this Document was filed in
accordance with Section 1.4 of the Business
Corporation Act on

November 21, 1997

Date



By Order of the Minister of Foreign Affairs



The International Trust Company of Liberia
Deputy Registrar of Corporations
Authorized Signature