FORM PTO-1618A Expires 06/30/99 OMB 0651-0027

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U.S. Department of Commerce Patent and Trademark Office **TRADEMARK**

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Resubmission Non-Recordation Security Agreement Nunc Pro Tunc Assignment Document ID # Security Agreement Nunc Pro Tunc Assignment Correction of PTO Error Reel # Frame # Change of Name Corrective Document Reel # Frame # Other Change of Name Conveying Party Mark if additional names of conveying parties attached Month Day Year Month Day Year Name Princess Cruise Lines, Inc. Societion Association Individual General Partnership Limited Partnership Corporation Association Association Association Association Association Address (line 1) 10100 Santa Monica Blvd. Address (line 2) Suite 1800/Legal Address (line 2) Suite 1800/Legal Address (line 2) Corporation Association Association Association Association Association Association Other California Association Associ		
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Mail documents to be recorded with required cover sheet(s) information to: Commissioner of Patents and Trademarks, Box Assignments , Washington, D.C. 20231

FORM PTO-161 Expires 06/30/99 OMB 0651-0027	18B	Page 2	U.S. Department of Commerce Patent and Trademark Office TRADEMARK
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Anthony H.	A	mythanden	May 3, 2000
Name of	Person Signing	Signature	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. <u>Bill of Sale and Assignment.</u>

- 1.1 <u>Acquired Assets</u>. 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;

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- (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 <u>Excluded Assets</u>. 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.

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- 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

PRINCESS CRUISE LINES, LTD

a Bermuda company

Name: Dlin

D. Rumble

Title:

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Resubmission (Non-Recordation) Document ID # Correction of PTO Error Reel # Corrective Document	Security Agreement Nunc Pro Tunc Assignment Effective Date Month Day Year Change of Name
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TRADEMARK

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Correspond	lent Name and Address _{Are}	ea Code and Telephone Number (31	0) 553-1770
Name	Anthony H. Kaufman		
Address (line 1)	Princess Cruises		
Address (line 2)	10100 Santa Monica Blvd.	, Suite 1800/Legal	
Address (line 3)	Los Angeles, CA 90067		
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Anthony H. Name	of Person Signing	Signature (/	Date Signed



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

MEA5

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
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 $\Omega \cap \Omega$

Peter G. Ratcliffe

Its: President

Anthony H Kaufman

Its: Secretary

PRINCESS CRUISES LIBERIA (corporation being merged)

Ω. (

Peter G. Ratcliffe

Its: President

Anthony H. Kautmai

Anthony III. Kau†mar

Its: Secretary

Afformation Action On CHEIRAL

By:

TRADEMARK



SECRETARY OF STATE **APOSTILLE**

(Convention de La Haye du 5 octobre 1961)

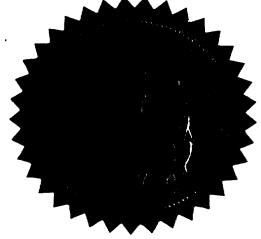
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- 2. has been signed by G. PADRON
- 3. acting in

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. the20th.. day of ...NOVEMBER,...1997
- 7. by Deputy Secretary of State, State of California
- 8. No. LA34.57.7
- 9. Seal/Stamp



10. Signature:

BILL JONES

Secretary of State

HOMER O. SANTOS, Deputy

ANIA ALL-PURPOSE ACKNOWLEDGMENT

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		whose name is subscrib	ed to the annexed	DOCUMENT	
	11	was at the time of signir		NOTARY PUBLIC	
		of said OFFICER's office	rized by law to execute said ial acts as such. And I do ful ICER, and believe that the s	irther certify, that I am w	ell acquainted wit
1		IN WITNESS WHEREOI	f, I have hereunto set my har at my office in said County	nd and affixed the seal of t	he County Clerk o
		this da		NOV 2 0 1997	. 19
			CONNY B. Mc	CORMACK, Registrar-Re	corder/County Cl
	i		29	ac D 11	
			By \\	I Trair	· · · · · · · · · · · · · · · · · · ·

ANIA ALL-PURPOSE ACKNOWLEDGMENT

State of <u>Califixnia</u> County of <u>US</u> Angeles	
- No less here 16 VAT	VOUNTA LINN Marales Public Numer and Talie of Office (e.g. Jane Dov. Notary Pythic) Namo(s) of Signer(s)
On NONETH IN POST before me.	Name and life of Officer (e.g. "Jane Dox: Notary Pythic")
personally appearedANHI	Namo(s) of Signer(s)
VERONICA LINN MORALES I COMM. #1030955 NOTARY PUBLIC - CALIFORNIA	on the basis of satisfactory evidence to be the person whose name(s) is/are subscribed to the within instrume and acknowledged to me that he/she/they executed the ame in his/ber/their authorized capacity(ips), and that his/ber/their signature(s) on the instrument the person(s) or the entity upon behalf of which the person(s) acted executed the instrument. VITNESS my hand and official seal.
LOS ANGELES COUNTY My Comm. Expires June 26, 1998	Veronia Kin Morale
	TIONAL
	rove valuable to persons relying on the document and could prever iment of this form to another document.
Description of Attached Document	
Title or Type of Document:	
•	Number of Pages:
Signer(s) Other Than Named Above:	
Capacity(ies) Claimed by Signer(s)	
Signer's Name:	Signer's Name:
Signer's Name: Individual Corporate Officer	☐ Individual ☐ Corporate Officer
Signer's Name: Individual Corporate Officer Title(s): Partner — Limited General Attorney-in-Fact Trustee	☐ Individual ☐ Corporate Officer ☐ Title(s): ☐ Partner — ☐ Limited ☐ General ☐ Attorney-in-Fact ☐ Trustee
Signer's Name: Individual Corporate Officer Title(s): Partner — I Limited I General	☐ Individual ☐ Corporate Officer ☐ Title(s): ☐ Partner — ☐ Limited ☐ General ☐ Attorney-in-Fact ☐ Trustee
Signer's Name: Individual Corporate Officer Title(s): Partner — Limited General Attorney-in-Fact Trustee Guardian or Conservator RIGHT THUMBPRINT OF SIGNER	☐ Individual ☐ Corporate Officer ☐ Title(s): ☐ Partner — ☐ Limited ☐ General ☐ Attorney-in-Fact ☐ Trustee ☐ Guardian or Conservator ☐ General

TRADEMARK

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

RECORDED: 05/14/2000

November 21, 1997

Date

By Order of the Minister of Foreign Affairs

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