

06-28-2001

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Form PTO-1594

(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)

Tab settings

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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): 62201

PRINCESS U.S. HOLDINGS, INC.

- Individual(s)
- General Partnership
- Corporation-State - California
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: June 18, 2001

2. Name and address of receiving party(ies)

Name: PRINCESS CRUISE LINES, LTD.

Internal Address: c/o Legal Department

Street Address: 24305 Town Center Drive

City: Santa Clarita State: CA Zip: 91355

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State BERMUDA
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)
SEE ATTACHED LIST OF 31 REGISTRATION NUMBERS.

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Ms. Roni Morales/Legal Department

Internal Address:

Street Address: Princess Cruises

24305 Town Center Drive

Santa

City: Clarita State: CA Zip: 91355

6. Total number of applications and registrations involved: 31

7. Total fee (37 CFR 3.41).....\$ 790.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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.

Mona Ehrenreich, Secretary

Name of Person Signing

Mona Ehrenreich

Signature

June 18, 2001

Date

Total number of pages including cover sheet, attachments, and document: 6 plus check for fees

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 002321 FRAME: 0582

TRADEMARK REGISTRATION NUMBERS

Continuation of Item 4 of Recordation Form Cover Sheet

Nature of Conveyance: ASSIGNMENT

2348183
2096047
1861235
1860023
1849617
1845711
1822108
2186199
2052016
2005143
1886855
1882527
1880164
1752916
1771894
1754254
1755760
1678022
1747916
1677901
1677900
1696520
1655854
1654535
1689325
1704371
1651216
1520195
1503321
1277399
1234917

ASSIGNMENT OF U.S. TRADEMARKS

WHEREAS, **PRINCESS U.S. HOLDINGS, INC.** (formerly, **Princess Cruises, Inc.**) a California corporation having a place of business at 24305 Town Center Drive, Santa Clarita, California, 91355 ("Assignor"), holds certain trademarks and service marks, including the registrations therefor, as set forth in the attached Schedule and;

WHEREAS, **PRINCESS CRUISE LINES, LTD.**, a Bermuda company having a place of business at 24305 Town Center Drive, Santa Clarita, California, 91355 ("Assignee"), is desirous of acquiring the entire right, title and interest of the Assignor in and to the said trademarks and service marks and any registrations therefor, and in and to any renewals and extensions that may be granted thereon, together with the entire right, title and interest of the Assignor in any goodwill of the business associated with the said trademarks and service marks.

THEREFORE, BE IT KNOWN, that for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, said Assignor has assigned and transferred and by these presents does hereby assign and transfer unto the said Assignee, its successors and assigns, all of its rights, title and interest in and to the said trademarks and service marks and any registrations therefor, and to any renewals and extensions that may be granted thereon, together with all of its rights, title and interest in any goodwill of the business associated with the said trademarks and service marks, and any right to recover for past infringement thereof.

PRINCESS U.S. HOLDINGS, INC.
(formerly, Princess Cruises, Inc.),

By: Mona Ehemert

Its: Secretary

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SCHEDULE

MARK

REGISTRATION NO.

EXOTIC ADVENTURES	2348183
MT. MCKINLEY PRINCESS LODGE	2096047
PRINCESS CAYS and Design	1861235
THE CAPTAIN'S CIRCLE and Design	1860023
GOLDEN PRINCESS	1849617
PRINCESS CRUISES	1845711
FAIRBANKS PRINCESS HOTEL	1822108
GRAND PRINCESS	2186199
PLANET PRINCESS and Design	2052016
SUN PRINCESS	2005143
PRINCESS CRUISES	1886855
PRINCESS BAY	1882527
DENALI PRINCESS LODGE	1880164
THE CAPTAIN'S CIRCLE	1752916
ADVENTURES ASHORE	1771894
SPORTS ASHORE and Design	1754254
PRINCESS PARTNERSHIP and Design	1755760
DESIGN ("Seawitch" logo/Class 42)	1678022
PRINCESS CAYS	1747916
DESIGN ("Seawitch" logo/Class 39)	1677901
DESIGN ("Seawitch" logo/Class 39)	1677900
PRINCESS PARTNERSHIP	1696520
KENAI PRINCESS LODGE	1655854
PRINCESS	1654535
EARLYBIRD	1689325
REGAL PRINCESS	1704371
CROWN PRINCESS	1651216
CRUISERCISE	1520195
GRAND ADVENTURE	1503321
SEABIRD AIR PROGRAM	1277399
CRUISE PLUS	1234917

ACKNOWLEDGMENT

State of California

County of Los Angeles

On June 18, 2001, before me, Veronica L. Morales, Notary Public, personally appeared Mona Ehrenreich, personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument the person, or entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.



Veronica L. Morales

Signature of Notary Public

JUNE 18, 2001

**PRINCESS U.S. HOLDINGS, INC.
(formerly, PRINCESS CRUISES, INC.)**

PRINCESS CRUISE LINES, LTD.

ASSIGNMENT OF U.S. TRADEMARKS
