

PATENT ASSIGNMENT COVER SHEET

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EPAS ID: PAT6052089

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST
CONVEYING PARTY DATA	
Name	Execution Date
CARNIVAL CORPORATION	04/08/2020
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
PROPERTY NUMBERS Total: 9	
Property Type	Number
Patent Number:	D835201
Patent Number:	10045184
Patent Number:	10157514
Patent Number:	10049516
Patent Number:	10037642
Patent Number:	10171978
Patent Number:	10304271
Patent Number:	10499228
Application Number:	16663942
CORRESPONDENCE DATA	
Fax Number:	
<i>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.</i>	
Email:	naffinto@paulweiss.com, lfranco@paulweiss.com, aspoto@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:	03446-0126
NAME OF SUBMITTER:	NATALIE AFFINITO
SIGNATURE:	/Natalie Affinito/
DATE SIGNED:	04/08/2020
Total Attachments: 5 source=Carnival - Notice of Grant of Security Interest in Patents (Carnival Corp) (Executed)#page1.tif source=Carnival - Notice of Grant of Security Interest in Patents (Carnival Corp) (Executed)#page2.tif source=Carnival - Notice of Grant of Security Interest in Patents (Carnival Corp) (Executed)#page3.tif source=Carnival - Notice of Grant of Security Interest in Patents (Carnival Corp) (Executed)#page4.tif source=Carnival - Notice of Grant of Security Interest in Patents (Carnival Corp) (Executed)#page5.tif	

Notice of Grant of Security Interest in U.S. Patents

NOTICE OF GRANT OF SECURITY INTEREST IN U.S. PATENTS, dated as of April 8, 2020 (this "Notice"), made by CARNIVAL CORPORATION, a corporation duly organized and existing under the laws of the Republic of Panama (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. Collateral Agreement, dated as of April 8, 2020 (as amended, restated, supplemented or otherwise modified from time to time, the "U.S. Collateral Agreement"), among CARNIVAL PLC (the "Guarantor"), the Pledgor (the Pledgor 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. Collateral Agreement. The rules of construction specified in Section 1.01(b) of the U.S. 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 now owned by such Pledgor or in which such Pledgor now has any right, title or interest (collectively, the "Patent Collateral"):

all Patents of the United States of America, including those listed on Schedule I.

SECTION 3. ***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. Collateral Agreement. Each Pledgor hereby acknowledges and affirms that the rights and remedies of the Pari Passu Collateral Agent with respect to the Patent Collateral are more fully set forth in the U.S. 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. Collateral Agreement, the terms of the U.S. Collateral Agreement shall govern.

SECTION 4. *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 5. *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.

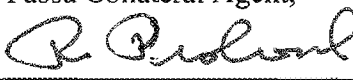
CARNIVAL CORPORATION

By: 

Name: Darrell Campbell

Title: Treasurer

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

By: 

Name: Richard Prokosch
Title: Vice President

Schedule I
to Notice of Grant of Security Interest in U.S. Patents

Patents Owned by Carnival Corporation

U.S. Patent Registrations

<u>Title</u>	<u>Patent No.</u>	<u>Issue Date</u>
GAMING STATION	D835201	Dec 4 2018
WIRELESS GUEST ENGAGEMENT SYSTEM	10045184	Aug 7 2018
PORTABLE WIRELESS DEVICES FOR USE IN WIRELESS GUEST ENGAGEMENT SYSTEMS	10157514	Dec 18 2018
DOOR LOCKS AND ASSEMBLIES FOR USE IN WIRELESS GUEST ENGAGEMENT SYSTEMS	10049516	Aug 14 2018
DEVICES AND ACCESSORIES FOR USE IN WIRELESS GUEST ENGAGEMENT SYSTEMS	10037642	Jul 31 2018
DOOR LOCKS AND ASSEMBLIES FOR USE IN WIRELESS GUEST ENGAGEMENT SYSTEMS	10171978	Jan 1 2019
DEVICES AND ACCESSORIES FOR USE IN WIRELESS GUEST ENGAGEMENT SYSTEMS	10304271	May 28 2019
WIRELESS GUEST ENGAGEMENT SYSTEM	10499228	Dec 3 2019

U.S. Patent Applications

<u>Title</u>	<u>Application No.</u>	<u>Filing Date</u>
WIRELESS GUEST ENGAGEMENT SYSTEM	16/663942	Oct 25 2019