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CHFP041

COMPANIES FORM No. 400

Particulars of a mortgage or charge subject to which property has been acquired**400****A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge.**Please do not
write in
this margin

Pursuant to section 400 of the Companies Act 1985

To the Registrar of Companies
(Address overleaf - Note 4)

For official use

Company number



3902746

Please complete
legibly, preferably
in black type, or
bold block lettering*Insert full name
of company

Name of company

* P&O PRINCESS CRUISES INTERNATIONAL LIMITED

Date and description of the instrument (if any) creating or evidencing the mortgage or charge (note 1)

First Preferred Mortgage dated 19/4/2001 on the Vessel (as hereinafter defined) granted by Aida Cruises Limited to the Mortgagees as assumed by the Company by an Assumption Agreement dated 31.10.2001 made between

Amount secured by the mortgage or charge Aida Cruises Limited, the Company, the
Names and addresses of the mortgagees or persons entitled to the mortgage or charge Mortgagees and Kreditanstalt fur Wiederaufbau
as AgentDEM824,256,233, interest and performance of mortgage covenants
Names and addresses of the Mortgagees (see below)

Short particulars of the property mortgaged or charged

The whole of the "club" passenger ship m.v. "AIDAcara" (formerly "AIDA") duly registered under the laws and flag of the Republic of Liberia at the Shipping Register of the Port of Monrovia with Official Number "11190".

Names and addresses of the Mortgagees:

Commerzbank AG of Ness 7-9, 20457 Hamburg, DZ BANK AG Deutsche Zentral-Genossenschaftsbank, Frankfurt am Main (formerly DG BANK Deutsche Genossenschaftsbank AG) of Platz der Republik, 60265 Frankfurt am Main, Deutsche Schiffsbank AG of Domshof 17, 28195 Bremen, Deutsche Verkehrsbank Aktiengesellschaft of Ballindamm 6, 20095 Hamburg, Hamburgische Landesbank-Girozentrale- of Gerhart-Hauptmann-Platz 50, 20095 Hamburg, Kreditanstalt fur Wiederaufbau of Palmengartenstrasse 5-9, D-60325 Frankfurt am Main, Norddeutsche Landesbank Girozentrale of Georgsplatz 1, 30159 Hannover and Vereins-und Westbank AG of Alter Wall 22, 20457 Hamburg.

Continue overleaf as necessary

Presentor's name address and
reference (if any):Sinclair Roche & Temperley
Royex House, 5 Aldermanbury Square,
London
EC2V 7LE
DXTime critical reference
GHH/90034908f1For official use
Mortgage Section

Post room

LD4
COMPANIES HOUSE0475
05/11/01

Short particulars of the property mortgaged or charged (continued)

Please do not
write in
this margin

Please complete
legibly, preferably
in black type, or
bold block lettering

Date of the acquisition of the property 31 OCTOBER 2001

Signed  Designation† SECRETARY

Date 31.10.2001

A fee of £10 is
payable to
Companies House
in respect of each
register entry for a
mortgage or
charge.
(See Note 3)

† Insert
Director,
Secretary,
Administrator,
or
Administrative
Receiver as
appropriate

Notes

1. A description of the instrument, e.g., "Trust Deed", "Debenture", etc, as the case may be, should be given.
2. A verified copy of the instrument must be delivered with these particulars correctly completed to the Registrar of Companies within 21 days after the date of the completion of the acquisition of the property which is subject to the charge. The copy must be verified to be a correct copy either by the company or by the person who has delivered or sent the copy to the registrar. The verification must be signed by or on behalf of the person giving the verification and where this is given by a body corporate it must be signed by an officer of that body. If the property is situated and the charge was created outside Great Britain, they must be delivered within 21 days after the date on which the copy of the instrument could in due course of post, and if despatched with due diligence have been received in the United Kingdom.

3. Cheques and Postal Orders are to be made payable to **Companies House**.

4. The address of the Registrar of Companies is:-

Companies House
Crown Way
Cardiff
CF4 3UZ

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

Pursuant to section 401(2) of the Companies Act 1985

COMPANY No. 03902746

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A FIRST PREFERRED MORTGAGE ON THE VESSEL BEING "THE CLUB PASSENGER SHIP M.V. "AIDACARA" (FORMERLY "AIDA") GRANTED BY AIDA CRUISES LIMITED TO THE MORTGAGEES AS ASSUMED BY THE COMPANY BY AN ASSUMPTION AGREEMENT DATED 31 OCTOBER 2001 MADE BETWEEN AIDA CRUISES LIMITED, THE COMPANY, THE MORTGAGEES AND KREDITANSTALT FUR WIEDERAUFBAU AS AGENT FOR DEM824,256,233 AND ALL OTHER MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO COMMERZBANK AG, DZ BANK AG DEUTSCHE ZENTRAL-GENOSSENSCHAFTSBANK, FRANKFURT AM MAIN (FORMERLY DG BANK DEUTSCHE GENOSSENSCHAFTSBANK AG (FOR FURTHER CHARGEES PLEASE SEE FORM395) AND THE PERFORMANCE OF THE MORTGAGE COVENANTS SECURED ON THE PROPERTY ACQUIRED BY P&O PRINCESS CRUISES INTERNATIONAL LIMITED ON THE 31st OCTOBER 2001 WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 5th NOVEMBER 2001.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 7th NOVEMBER 2001.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —