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CHFP041

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* Insert full name
of company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

**A fee of £10 is payable to Companies House in respect of
each register entry for a mortgage or charge.**

395

note £20 x 2
000287

To the Registrar of Companies
(Address overleaf - Note 6)

For official use Company number

13-

3902746

Name of company

* P&O PRINCESS CRUISES INTERNATIONAL LIMITED, 77 New Oxford Street, London WC1A 1PP (the "Company")

Date of creation of the charge

5 April 2002

Description of the instrument (if any) creating or evidencing the charge (note 2)

STATUTORY MORTGAGE over m.v. "AIDAcara" Official No. 905511 (the "Ship") made by the Company in favour of the Mortgagee

Amount secured by the mortgage or charge

All sums for the time being owing to the Mortgagee and the Lenders in the manner and at the time set forth in the Loan Agreement and the Deed of Covenant;

Where:-

"Lenders" Commerzbank AG, DZ BANK AG, Deutsche Zentral-Genossenschaftsbank, Frankfurt am Main, Deutsche Schiffsbank AG, Deutsche Verkehrsbank Aktiengesellschaft, Hamburgische Landesbank-Girozentrale-, Kreditanstalt fur Wiederaufbau, Norddeutsche Landesbank Girozentrale and Vereins-und Westbank AG and which expression includes their successors in title, assignees and transferees;

"Loan Agreement" the Loan Facility Agreement dated 29 March 2001 as amended by a first agreement supplemental thereto dated 31 October 2001 both made between (1) Aida Cruises Limited and the Company as joint and several borrowers, (2) the Lenders, (3) the Mortgagee in its capacity as agent of the Lenders and (4) Kreditanstalt fur Wiederaufbau in its capacity as security trustee and as further amended by a second agreement supplemental thereto dated 31 October 2001 made between (1) the Company (2) the Lenders (3) the Mortgagee in its capacity as agent of the Lenders and (4) Kreditanstalt fur Wiederaufbau in its capacity as security trustee;

Contd...

Names and addresses of the mortgagees or persons entitled to the charge

KREDITANSTALT FUR WIEDERAUFBAU of Palmengartenstrasse 5-9, D-60325 Frankfurt am Main, Federal Republic of Germany as agent of the Lenders (the "Mortgagee")

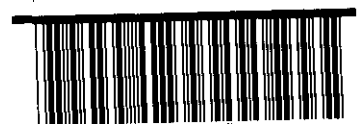
Postcode

Presentor's name, address and
reference (if any):

Sinclair Roche & Temperley
Royex House, 5 Aldermanbury
Square,
London EC2V 7LE
DX

For official use
Mortgage section

Post room



LD7
COMPANIES HOUSE

0479
10/04/02

Time critical reference
GHH/BEH/90035305/f1

Short particulars of all the property mortgaged or charged

Sixty four sixty fourths (64/64ths) shares in the Ship and in its appurtenances.

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in respect of each
register entry for a
mortgage or
charge.
(See Note 5)

Particulars as to commission allowance or discount (note 3)

NIL

Signed

Andreas Boehr & Jurgens

Date

9

April 2002

On behalf of ~~(company)~~ [mortgagee/chargee]*

*Delete as
appropriate

Notes.

1. The original instrument (if any) creating or evidencing the charge, together with these prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of creation of the charge (section 395). If the property is situated and the charge was created outside the United Kingdom delivery to the Registrar must be effected within 21 days after the date on which the instrument could in due course of post, and if dispatched with due diligence, have been received in the United Kingdom (section 398). A copy of the instrument creating the charge will be accepted where the property charged is situated and the charge was created outside the United Kingdom (section 398) and in such cases 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. A verified copy will also be accepted where section 398(4) applies (property situate in Scotland or Northern Ireland) and Form No. 398 is submitted.
2. A description of the instrument, eg "Trust Deed", "Debenture", "Mortgage" or "Legal charge", etc, as the case may be, should be given.
3. In this section there should be inserted the amount or rate per cent. of the commission, allowance or discount (if any) paid or made either directly or indirectly by the company to any person in consideration of his;
 - (a) subscribing or agreeing to subscribe, whether absolutely or conditionally, or
 - (b) procuring or agreeing to procure subscriptions, whether absolute or conditional, for any of the debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered.
4. If any of the spaces in this form provide insufficient space the particulars must be entered on the prescribed continuation sheet.
5. Cheques and Postal Orders are to be made payable to **Companies House**.
6. The address of the Registrar of Companies is:-

Companies House, Crown Way, Cardiff CF4 3UZ.

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Particulars of a mortgage or charge (continued)

Continuation sheet No 1
to Forms Nos 395 and 410 (Scot)

Company number

3902746

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Name of company

P&O PRINCESS CRUISES INTERNATIONAL LIMITED

Limited*

*Delete if
inappropriate

Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

Amount due or owing on the mortgage or charge (continued)

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"Deed of Covenant" means the Deed of Covenant collateral to the Statutory Mortgage dated 5 April 2002 made between the Company and the Mortgagee as agent of and trustee for the Lenders, the Mortgagee in its capacity as "the Agent" and Kreditanstalt für Wiederaufbau in its capacity as security trustee.

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GHH/BEH/90035305/f1co

Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

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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 STATUTORY MORTGAGE OVER M.V. "AIDAcara" OFFICIAL NO.905511 DATED THE 5th APRIL 2002 AND CREATED BY P&O PRINCESS CRUISES INTERNATIONAL LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO KREDITANSTALT FUR WIEDERAUFBAU AS AGENT OF THE LENDERS UNDER THE TERMS OF THE AFOREMENTIONED INSTRUMENT CREATING OR EVIDENCING THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 10th APRIL 2002.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 16th APRIL 2002.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

R. Paine