M

Declaration of satisfaction in full or in part of mortgage or charge

COMPANIES FORM No. 403a



CHFP025

Please do not write in this margin Pursuant to section 403(1) of the Companies Act 1985

Please complete legibly, preferably in black type, or bold block lettering To the Registrar of Companies (Address overleaf)

Name of company

For official use Company number 3902746

 Insert full name of company

* P&O Princess Cruises International Limited (the "Company")

I, Chloe Ann Marshall

of Carnival House, 5 Gainsford Street, London, SE1 2NE

- † Delete as appropriate
- Insert a description of the instrument(s) creating or evidencing the charge, eg 'Mortgage', 'Charge', 'Debenture' etc.
- \$ The date of registration may be confirmed from the certificate
- ø Insert brief details of property

[a-director] [the secretary] [the administrator] [the administrative receiver] † of the above company, do solemnly and sincerely declare that the debt for which the charge described below was given has been paid or satisfied in (full) (part) †

Date and Description of charge ‡ 23 October 2000 - Second Priority Statutory Mortgage

Date of Registration § 31 October 2000

Name and address of [chargee] [trustee for the debenture helders] Kreditanstalt Fur Wiederaufbau of Palmengartenstrasse 5-9, D-60325 Frankfurt am Main, Federal Republic of Germany

Short particulars of property charged ø All of the Company's 64/64th shares in and to m.v. "AURORA" registered in the name of the Company under British flag with Official No. "902594"

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at 5, GAINTEAN STREET, Decl

Declarant to sign below

Day Month Year

2 3 0 3 2 0 0 4

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths A Commissioner for Oaths
10 Philpot Lane
London EC3M 8BR
England
(Jeremy B. Burgess)

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

before me

AXZP/97/GCCH/AA63951 NORTON ROSE, Kempson House, Camomile Street, London EC3A 7AN,

gcch/aa63951/AURORA2ndStatMor

For official use Mortgage section

