

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA
MIAMI DIVISION

ROXANA MARIA BORCEA, et al.,
Plaintiffs,

Case No. 05-22968-Civ-Cooke/Klein

v.

CARNIVAL CORPORATION, d/b/a
CARNIVAL CRUISE LINES, INC.
Defendant.

NOTICE OF PENDENCY OF CLASS ACTION,

PROPOSED SETTLEMENT AND SETTLEMENT HEARING

This Notice provides you with important information in connection with the settlement of a lawsuit concerning Carnival Corp. and Carnival Cruise Lines, Inc. ("Carnival"). If you wish to recover money you must act by **September 15, 2006**. THIS NOTICE MAY AFFECT YOUR RIGHTS – PLEASE READ IT CAREFULLY AND IN ITS ENTIRETY.

TO: All former and current, non-P.O.E.A. seafarer-employees, who have worked or are working for and aboard various ships owned by Defendant Carnival at any time from November 16, 2001, through the date that notice is first provided to the class for class certification and who Carnival has: (i) failed to pay adequate wages due under contract or law; or (ii) failed to pay penalties for failure to pay adequate wages due under contract or law. "Seafarer-employees" shall not include Carnival's corporate officers or corporate directors. An officer or director of a Carnival vessel is not a corporate officer or corporate director solely by virtue of his or her position on a vessel. ("THE SETTLEMENT CLASS")

A Federal Court authorized this Notice. This is not a solicitation from a lawyer.

Settlement Benefits: As part of the proposed Class Action Settlement, a \$6.25 million fund is being provided (the "Settlement Fund") in addition to certain non-monetary relief. Plaintiffs estimate that approximately 39,523 employees worked for Carnival during the period from November 16, 2001 through the date of this notice (the "Settlement Class Period"). Plaintiffs claim that Carnival failed to pay adequate wages during the Settlement Class Period. Carnival has denied these claims. In order to resolve the matter, the parties have reached a settlement. The Settlement Fund to be distributed is subject to reduction based on the amount of attorneys' fees and expenses that may be awarded by the Court, as described below.

The actual amount each Settlement Class Member shall be entitled to be paid is an amount equal, at least, to: (1) the number of months the claimant worked from November 16, 2001, through the date of this notice, divided by, (2) the total number of months worked by all Carnival employees on Carnival vessels during that same period, as determined by Carnival's position headcounts, multiplied by, (3) \$6,250,000 less the total fees and costs finally awarded to Plaintiffs' counsel and the Settlement Class Representatives. To be eligible for payment you must submit a timely and valid proof of claim. The Settlement Class also agrees to engage in a grievance and arbitration procedure for future wage claims.

Description of Case: Plaintiffs – former Carnival employees – allege that Carnival failed to pay adequate wages to employees who worked aboard any Carnival ship during the Settlement Class Period. An example of Plaintiffs' claims includes an allegation that Carnival required employees to provide work – including extra overtime work – for which they were not paid and that Carnival's Seafarer Agreement, the laws of Panama, and that the laws of the Bahamas requires Carnival to provide compensation for the work. Plaintiffs brought this litigation to require Carnival to pay employees wages, other compensation, and penalty wages of two times the Plaintiffs' daily wages per day since discharge from their vessels. Carnival denies that it owes the wages, other compensation, and penalties.

Reasons for Settlement: This Settlement presents a substantial recovery in light of the dismissal of Plaintiffs' claims and the risk that the Class would not prevail on some or all of their remaining claims. The Settlement avoids the costs and risks associated with continued litigation – including the danger of no recovery – and provides a considerable benefit to the Settlement Class now.

Attorneys' Fees and Expenses: Plaintiffs' counsel has not received any payment for their work investigating the facts, conducting this litigation and negotiating the Settlement on behalf of the Settlement Class, nor have they been reimbursed for their out-of-pocket expenditures. Plaintiffs' counsel has spent considerable time and effort in the prosecution of this litigation on a contingent basis, and have advanced the expenses of the litigation in the expectation that if they were successful in obtaining a recovery for the Class they would be paid from such recovery. If the Court approves the

Settlement, Plaintiffs' counsel will ask the court for attorneys' fees not to exceed thirty percent (30%) of the Settlement Fund and for fees for each of the nine named Plaintiffs of \$7,500. In this type of litigation it is customary for counsel to be awarded a percentage of the common fund recovery as attorneys' fees.

YOUR LEGAL RIGHTS AND OPTIONS IN THIS SETTLEMENT	
SUBMIT A CLAIM FORM	The only way to get a payment is to fill out and return the attached claim form.
EXCLUDE YOURSELF	This is the only option that allows you to participate in another lawsuit against Carnival relating to the claims being released in this case. To exclude yourself, simply mail a letter to Counsel below, indicating you want to be excluded from the Settlement. If you do so, you will not receive a payment from the Settlement.
OBJECT	You may write the Court if you do not like this Settlement.
GO TO A HEARING	You may ask to speak in Court about the fairness of the Settlement.
DO NOTHING	Receive no payments.

DEADLINES	
SUBMIT CLAIM	September 15, 2006
CLAIM RECEIPT DATE	September 25, 2006
REQUEST EXCLUSION	September 25, 2006
FILE OBJECTION	September 25, 2006
FAIRNESS HEARING	October 25, 2006

Fairness Hearing: The Court has scheduled a hearing on **October 25, 2006 at 10 a.m.**, before the Honorable Marcia G. Cooke, United States District Judge at the United States District Court for the Southern District of Florida, at 99 N.E. 4th Street, Suite 1061, Miami, FL 33128, to consider whether to grant final approval of the Settlement (the "Fairness Hearing"). The Fairness Hearing may be rescheduled by the Court without further notice. Any Settlement Class Member may appear at the Fairness Hearing to argue that the proposed Settlement should not be approved and/or to oppose the applications for attorneys' fees and expenses and class representative fees. But in order to be heard at the hearing, you must make any objection in writing, file it with the Court and serve it on the parties to the lawsuit **no later than September 25, 2006**. You need not attend the Settlement Hearing if you do not wish to object. Any person who fails to object in the manner and by the date described above shall be deemed to have waived any objections, and shall be barred forever from raising such objections in this or any other action or proceeding.

How To Obtain Additional Information: This is only an abbreviated summary of the proposed Settlement and release. In order to obtain additional information, please contact:

Claims Administrator

Plaintiffs' Counsel

Borcea Class Settlement
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 P.O. Box 9000 #6431
 Merrick, NY 11566-9000
 www.BorceaClassSettlement.com
 1-800-XXX-XXXX

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PLEASE DO NOT CONTACT THE COURT OR CARNIVAL