

March 1, 2012



CORRECTING and REPLACING Regent Seven Seas Cruises Reports Results for Fourth Quarter and Full Year 2011: Net Yield Growth of 0.5 and 4.0 Percent Respectively

MIAMI--(BUSINESS WIRE)-- Changes to multiple figures under the NON-GAAP RECONCILING INFORMATION tables: the figure for "Equity-based compensation/transactions(a)" for the Quarter Ended December 31, 2011 should be 198 (sted 35,646). In two instances, the figure for "Onboard and other expense" for the Quarter Ended December 31, 2011 should be 1,833 (sted 35,646).

The corrected release reads:

REGENT SEVEN SEAS CRUISES REPORTS RESULTS FOR FOURTH QUARTER AND FULL YEAR 2011: NET YIELD GROWTH OF 0.5 AND 4.0 PERCENT RESPECTIVELY

[Regent Seven Seas Cruises](#) (Seven Seas Cruises S. DE R.L. or the "Company") today reported results for the fourth quarter and full year ended December 31, 2011.

Net Yield for the fourth quarter of 2011 was up 0.5 percent driven by higher occupancy partially offset by lower Net Per Diem. In the fourth quarter of 2011, we had a 10.7 percent increase in capacity over the fourth quarter of 2010 caused by a 24-day unscheduled repair of the *Seven Seas Voyager* in 2010 with no such repairs or dry-docks in the fourth quarter of 2011. Net loss was \$6.5 million for the fourth quarter of 2011 compared to net loss of \$8.4 million for the fourth quarter of 2010. Adjusted EBITDA was \$14.5 million on revenue of \$107.9 million for the fourth quarter of 2011, compared to Adjusted EBITDA of \$19.9 million on revenue of \$96.6 million for the fourth quarter of 2010.

For the full year 2011, Net Yield was up 4.0 percent driven by higher occupancy and higher Net Per Diem. Net income was \$11.5 million in 2011 compared to net income of \$11.8 million in 2010. Adjusted EBITDA was \$96.7 million on revenue of \$485.9 million in 2011, compared to Adjusted EBITDA of \$105.2 million on revenue of \$449.2 million in 2010.

Commenting on the fourth quarter and full year results, the Company's Chairman and CEO, Frank Del Rio, stated, "Even with the headwinds created by the unprecedented events in the Middle East and Eastern Mediterranean in the earlier parts of the year, we were pleased to achieve record Net Yields and record occupancy in 2011. We continue to refurbish our award winning fleet to ensure the best possible experience for our guests. This May, the *Seven Seas Navigator* will undergo a complete overhaul of its top 8 suites to make for a truly world class experience. We were also pleased to be named Best Cruise Line for Luxury

Ocean Cruises by *Luxury Travel Advisor* and honored with the "Best Cabins" award by *Condé Nast Traveler* in addition to the "Best Cabins" award for *Seven Seas Mariner* at the *Cruise Critic's 2012 Cruisers' Choice Awards*."

Other key operating metrics for the fourth quarter of 2011 compared to the prior year are as follows:

- Net Yield was up 0.5 percent driven by an occupancy increase of 7.1 percentage points partially offset by a decrease in Net Per Diem of 7.1 percent. The decrease in Net Per Diem for the quarter was primarily attributable to 25.4 percent of our capacity coming from the Eastern Mediterranean, Middle East and North Africa regions.
- Net Cruise Cost, excluding Fuel and Other expense, per APCD decreased 1.9 percent, to \$268 in 2011 compared to \$273 in 2010, mainly due to our focused cost control measures.
- Fuel expense increased 20.8 percent, or \$1.8 million, reflecting higher prices. Our economic hedging strategy was able to partially offset this increase, as we recognized a \$1.1 million cash benefit on executed fuel hedge contracts during the quarter that offset 60.2 percent of the price increase. The realized gain of fuel derivatives was recorded in other income (expense) as these instruments do not qualify for hedge accounting.
- Other expense was down \$0.7 million primarily due to non-recurring expenses in 2010.

Other key operating metrics for the year ended 2011 compared to the prior year are as follows:

- Net Yield was up 4.0 percent driven by increased occupancy of 2.4 percentage points and an increase in Net Per Diem of 1.2 percent.
- Net Cruise Cost, excluding Fuel and Other expense, per APCD decreased 0.7 percent, to \$274 in 2011 compared to \$276 in 2010, mainly due to our focused cost control measures.
- Fuel expense increased 25.9 percent, or \$8.4 million, reflecting higher prices. Our economic hedging strategy was able to partially offset this increase, as we recognized a \$5.1 million cash benefit on executed fuel hedge contracts during the year that offset 61.4 percent of the price increase. The realized gain of fuel derivatives was recorded in other income (expense) as these instruments do not qualify for hedge accounting.
- Other expense was up \$7.6 million primarily attributable to a 17-day scheduled dry-dock for the *Seven Seas Voyager* in the third quarter of 2011 and a 10-day scheduled dry-dock for the *Seven Seas Mariner* in the second quarter of 2011.

About Regent Seven Seas Cruises

[Regent Seven Seas Cruises](#) is the world's most inclusive luxury cruise line. Fares include all-suite accommodations, round-trip air, highly personalized service, acclaimed cuisine, fine wines and spirits, sightseeing excursions in every port, a pre-cruise luxury hotel package and gratuities. Three award-winning, all-suite vessels, *Seven Seas Mariner*, *Seven Seas Voyager*, and *Seven Seas Navigator*, are among the most spacious at sea and visit more than 300 destinations around the globe.

About Prestige Cruise Holdings

Prestige Cruise Holdings (PCH) is the parent company of Oceania Cruises and Regent Seven Seas Cruises. PCH manages select assets in Apollo Management's cruise investment portfolio and is led by Chairman & CEO Frank J. Del Rio and President & COO Kunal S. Kamalani. PCH is the market leader in the upper-premium and luxury segments of the cruise industry with nearly 5,200 berths between the Oceania Cruises and Regent Seven Seas Cruises brands, a number the company expects will grow to approximately 6,400 berths by mid 2012.

Terminology

Adjusted EBITDA is EBITDA plus certain non-cash or non-recurring expenses and charges as well as the impact of settled fuel hedges.

Available Passenger Cruise Days ("APCD") is our measurement of capacity and represents double occupancy per cabin multiplied by the number of cruise days for the period.

EBITDA is net income (loss) excluding depreciation and amortization, net interest expense, and income tax benefit (expense).

Gross Cruise Cost represents the sum of total cruise operation expense plus selling and administrative expense.

Gross Yield represents total revenue per APCD.

Net Cruise Cost represents Gross Cruise Cost excluding commissions, transportation and other expense, and onboard and other expense.

Net Per Diem represents Net Revenue divided by Passenger Days Sold.

Net Revenue represents total revenue less commissions, transportation and other expense and onboard and other expense.

Net Yield represents Net Revenue per APCD.

Occupancy is calculated by dividing Passenger Days Sold by APCD.

Passenger Days Sold ("PDS") represents the number of revenue passengers carried for the period multiplied by the number of days within the period of their respective cruises.

Non-GAAP Financial Measures

We use certain non-GAAP financial measures, such as EBITDA, Adjusted EBITDA, Net Revenue, Net Per Diem, and Net Cruise Cost to enable us to analyze our performance. We utilize these financial measures to manage our business on a day-to-day basis and we believe that they are the most relevant measure of our performance, and some of these measures are commonly used in the cruise industry to measure performance. Our use of non-GAAP financial measures may not be comparable to other companies within our industry.

Other cruise lines use Net Yield to manage their business which is a similar measurement that divides Net Revenue by APCD instead of PDS. The distinction is significant as other cruise companies focus more on potential onboard sales resulting in a bias to fill each bed to maximize onboard revenue, at the expense of passenger ticket revenue. Conversely, as our

product is substantially all inclusive, we derive nearly all of our revenue from passenger ticket revenue. Hence it is far more important for us to maintain a pricing discipline focusing on passenger ticket revenue rather than to discount cruises in order to achieve higher occupancy to drive potential onboard revenues. We believe that this pricing discipline drives our revenue performance, our relatively long booking window, and allows us to maintain a positive relationship with the travel agency community.

EBITDA is used by management to measure operating performance of the business. Management believes EBITDA, when considered along with other performance measures, is a useful measure as it reflects certain operating drivers of our business, such as sales growth, operating costs, selling, general and administrative expenses and other operating income and expense. While EBITDA is not a recognized measure under GAAP, management uses this financial measure to evaluate and forecast our business performance. This non-GAAP financial measure has certain material limitations, including:

- It does not include net interest expense. As we have borrowed money for general corporate purposes, interest expense is a necessary element of our costs and ability to generate profits and cash flows; and
- It does not include depreciation and amortization expense. As we use capital assets, depreciation and amortization are necessary elements of our costs and ability to generate profits and cash flows. Management compensates for these limitations by using EBITDA, as defined, as only one of several measures for evaluating our business performance. In addition, capital expenditures, which impact depreciation and amortization, net interest expense, and income tax benefit (expense), are reviewed separately by management.

Management believes EBITDA and Adjusted EBITDA can provide a more complete understanding of the underlying operating results and trends and an enhanced overall understanding of our financial performance and prospects for the future. Adjusted EBITDA is also used as a basis to calculate our adherence to certain debt covenant ratios. Certain covenants in our debt agreement are based on financial ratios that reference Adjusted EBITDA. Such covenants restrict our ability to incur or guarantee additional debt and make certain acquisitions in each case under certain circumstances and subject to various exceptions.

We believe that the inclusion of the supplemental adjustments applied in calculating Adjusted EBITDA for purposes of such ratios is appropriate to provide additional information to investors to assess our ability to take certain actions in the future, such as the incurrence of additional secured indebtedness. You are encouraged to evaluate the adjustments and the reasons we consider them appropriate for supplemental analysis. In evaluating Adjusted EBITDA, you should be aware that in the future we may incur expenses similar to the adjustments in this presentation. Our presentation of Adjusted EBITDA should not be construed as an inference that our future results will be unaffected by unusual or non-recurring items.

EBITDA and Adjusted EBITDA are not defined terms under GAAP. Adjusted EBITDA differs from the term "EBITDA" as it is commonly used. Adjusted EBITDA is not intended to be a measure of liquidity or cash flows from operations or measures comparable to net income as it does not take into account certain requirements such as capital expenditures and related depreciation, principal and interest payments and tax payments, and it is subject to certain additional adjustments as permitted under our debt agreement. Our use of Adjusted EBITDA may not be comparable to other companies within our industry.

Please see a historical reconciliation of these financial measures to items in our consolidated financial statements below.

Forward-Looking Statements

This release may contain statements, estimates or projections that constitute “forward-looking statements” as defined under U.S. federal securities laws. All statements other than statements of historical facts, without limitation, those regarding our business strategy, financial position, results of operations, plans, prospects and objectives of management for future operations (including development plans and objectives relating to our activities), are forward-looking. Many, but not all, of these statements can be found by looking for terms like “expect,” “anticipate,” “goal,” “project,” “plan,” “believe,” “seek,” “could,” “will,” “may,” “might,” “forecast,” “estimate,” “intend,” and “future” and for similar words. Forward-looking statements reflect management’s current expectations and do not guarantee future performance and may involve risks, uncertainties and other factors which could cause our actual results, performance, or achievements to differ materially from the future results, performance, or achievements expressed or implied in those forward-looking statements. Examples of these risks, uncertainties and other factors include, but are not limited to, our ability to provide our guests with the best possible vacation experience; our substantial leverage, including the inability to generate the necessary amount of cash to service our existing debt and the incurrence of substantial indebtedness in the future; continued availability under our credit facilities and compliance with our covenants; our ability to incur significantly more debt despite our substantial existing indebtedness; the impact of changes in our credit ratings; the impact of changes in the global credit markets on our ability to borrow and our counterparty credit risks, including with respect to our credit facilities, derivative instruments, contingent obligations and insurance contracts; adverse economic conditions that may affect consumer demand for cruises such as declines in the securities and real estate markets, declines in disposable income and consumer confidence and higher unemployment rates; changes in general economic, business and geopolitical conditions; the risks associated with operating internationally; adverse events impacting the security of travel that may affect consumer demand for cruises such as terrorist acts, acts of piracy, armed conflict and other international events including political hostilities or war; the impact of any future changes relating to how travel agents sell and market our cruises; the impact of any future increases in the price of, or major changes or reduction in, commercial airline services; the impact of problems encountered at shipyards, as well as any potential claim, impairment, loss, cancellation or breach of contract in connection with any contracts we have with shipyards; the impact of mechanical failures or accidents involving our ships and the impact of delays, costs and other factors resulting from emergency ship repairs as well as scheduled maintenance, repairs and refurbishment of our ships; the total loss of one or more of our vessels as a result of a marine casualty; the impact of the spread of contagious diseases; the impact of weather and natural disasters; changes in interest rates, fuel costs, or foreign currency rates; changes involving the corporate, tax, environmental, health, safety and other regulatory regimes in which we operate; increases in our future fuel expenses related to implementing recently proposed International Maritime Organization regulations, which require the use of higher priced low sulfur fuels in certain cruising areas; accidents, criminal behavior and other incidents affecting the health, safety, security and vacation satisfaction of passengers and causing damage to ships, which could, in each case, cause reputational harm, the modification of itineraries or cancellation of a cruise or series of cruises; general industry trends, including the introduction of competing itineraries and other products and services by other companies; changes in cruise capacity, as well as capacity changes in the overall vacation industry; the continued availability of attractive port destinations; intense competition from other cruise companies as well as non-cruise

vacation alternatives which may affect our ability to compete effectively; our ability to attract and retain qualified shipboard crewmembers and key personnel; the lack of acceptance of new itineraries, products or services by our targeted passengers; changes in other operating costs such as crew, insurance and security costs; the impact of pending or threatened litigation and investigations; the implementation of regulations in the U.S. requiring U.S. citizens to obtain passports for travel to additional foreign destinations; and the possibility of environmental liabilities and other damage that is not covered by insurance or that exceeds our insurance coverage. The above examples are not exhaustive. From time to time, new risks emerge and existing risks increase in relative importance to our operations. You should not place undue reliance on forward-looking statements as a prediction of actual results. Such forward-looking statements are based on our beliefs, assumptions, expectations, estimates and projections regarding our present and future business strategies and the environment in which we will operate in the future. We expressly disclaim any obligation or undertaking to release publicly any updates or revisions to any forward-looking statement contained herein to reflect any change in our expectations with regard thereto or any change of events, conditions or circumstances on which any such statement was based. In addition, certain financial measures in this release constitute non-GAAP financial measures as defined by Regulation G. A reconciliation of these items can be found attached hereto and on the Company's web site at www.rssc.com/investors.

SEVEN SEAS CRUISES S. DE R.L.
CONSOLIDATED STATEMENTS OF OPERATIONS
(unaudited, in thousands)

	Quarter Ended December 31,		Year Ended December 31,	
	2011	2010	2011	2010
Revenue				
Passenger ticket	\$ 98,190	\$83,747	\$437,582	\$400,368
Onboard and other	9,744	12,828	48,313	48,873
Total revenue	107,934	96,575	485,895	449,241
Cruise operating expense				
Commissions, transportation and other	35,646	31,586	150,580	124,671
Onboard and other	1,833	1,669	12,035	12,640
Payroll, related and food	19,088	16,637	73,098	69,415
Fuel	10,410	8,619	40,592	32,240
Other ship operating	9,699	8,691	38,524	39,067
Other	1,195	1,928	14,044	6,479
Total cruise operating expense	77,871	69,130	328,873	284,512
Other operating expense				
Selling and administrative	17,772	17,526	72,279	77,376
Depreciation and amortization	11,686	9,324	39,222	36,523
Total other operating expense	29,458	26,850	111,501	113,899
Operating income	605	595	45,521	50,830

Non-operating income (expense)

Interest income	84	26	222	100
Interest expense	(8,113)	(9,636)	(31,497)	(38,753)
Other income (expense)	977	764	(2,928)	(130)
Total non-operating expense	<u>(7,052)</u>	<u>(8,846)</u>	<u>(34,203)</u>	<u>(38,783)</u>
Income (loss) before income taxes	(6,447)	(8,251)	11,318	12,047
Income tax benefit (expense)	(26)	(104)	139	(292)
Net income (loss)	<u><u>\$ (6,473)</u></u>	<u><u>\$ (8,355)</u></u>	<u><u>\$ 11,457</u></u>	<u><u>\$ 11,755</u></u>

SEVEN SEAS CRUISES S. DE R.L.
CONSOLIDATED BALANCE SHEETS
(unaudited, in thousands)

	As of December 31,	
	2011	2010
Assets		
Current assets		
Cash and cash equivalents	\$ 68,620	\$ 37,258
Restricted cash	743	4,075
Trade and other receivables, net	8,319	13,276
Related party receivables	748	-
Inventories	5,132	2,343
Prepaid expenses	19,149	13,855
Other current assets	4,165	5,186
Total current assets	<u>106,876</u>	<u>75,993</u>
Property and equipment, net	655,360	656,848
Goodwill	404,858	404,858
Intangible assets, net	86,120	80,760
Other long-term assets	30,576	11,418
Total assets	<u><u>\$1,283,790</u></u>	<u><u>\$1,229,877</u></u>

Liabilities and Members' Equity

Current liabilities		
Trade and other payables	\$ 5,752	\$ 4,120
Related party payables	-	3,331
Accrued expenses	41,782	32,460
Passenger deposits	159,312	150,589
Derivative liabilities	112	2,814
Current portion of long-term debt	-	25,000
Total current liabilities	<u>206,958</u>	<u>218,314</u>
Long-term debt	518,500	476,786
Other long-term liabilities	13,694	5,209
Total liabilities	<u>739,152</u>	<u>700,309</u>

Commitments and contingencies (Note 12)

Members' equity		
Contributed capital	563,365	562,566
Accumulated deficit	(18,727)	(30,184)
Accumulated other comprehensive loss	-	(2,814)
Total members' equity	<u>544,638</u>	<u>529,568</u>
Total liabilities and members' equity	<u>\$1,283,790</u>	<u>\$1,229,877</u>

SEVEN SEAS CRUISES S. DE R.L.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited, in thousands)

	Twelve Months Ended	
	December 31,	
	2011	2010
Cash flows from operating activities		
Net income	\$ 11,457	\$ 11,755
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	39,222	36,523
Amortization of deferred financing costs	3,456	4,099
Loss (gain) on early extinguishment of debt	7,502	-
Unrealized loss (gain) on derivative contracts	732	728
Stock-based compensation expense	799	2,154
Loss on disposal	1,174	-
Other, net	309	(146)
Changes in operating assets and liabilities:		
Trade and other receivables	5,520	(2,588)
Prepaid expenses and other current assets	(5,861)	(3,913)
Inventories	(2,796)	(540)
Trade and other payables and accrued expenses	1,878	(6,428)
Passenger deposits	12,286	9,213
Net cash provided by operating activities	<u>75,678</u>	<u>50,857</u>
Cash flows from investing activities		
Capital expenditures	(31,017)	(18,853)
Changes in restricted cash	(16,668)	3,020
Acquisition of intangible assets	(4,443)	-
Net cash used in investing activities	<u>(52,128)</u>	<u>(15,833)</u>
Cash flows from financing activities		
Proceeds from issuance of debt	225,000	-
Repayment of debt	(208,286)	(25,000)
Debt related costs	(8,786)	-
Capital contributions	-	19
Net cash provided by (used in) financing activities	<u>7,928</u>	<u>(24,981)</u>
Effect of exchange rate changes on cash	<u>(116)</u>	<u>(539)</u>

Net increase in cash and cash equivalents	31,362	9,504
Cash and cash equivalents		
Beginning of year	37,258	27,754
End of year	<u>\$ 68,620</u>	<u>\$ 37,258</u>

SEVEN SEAS CRUISES S. DE R.L.
NON-GAAP RECONCILING INFORMATION
(unaudited)

The following table sets forth selected statistical information:

	Quarter Ended December 31,		Twelve Months Ended December 31,	
	2011	2010	2011	2010
Passenger Days Sold	162,370	135,516	616,490	602,191
APCD	173,880	157,080	670,950	673,050
Occupancy	93.4%	86.3%	91.9%	89.5%

Adjusted EBITDA was calculated as follows (in thousands):

	Quarter Ended December 31,		Twelve Months Ended December 31,	
	2011	2010	2011	2010
Net income (loss)	\$ (6,473)	\$ (8,355)	\$ 11,457	\$ 11,755
Interest income	(84)	(26)	(222)	(100)
Interest expense	8,113	9,636	31,497	38,753
Depreciation and amortization	11,686	9,324	39,222	36,523
Income tax benefit (expense), net	26	104	(139)	292
Other income (expense)	(977)	(764)	2,928	130
Equity-based compensation/transactions (a)	198	600	799	2,154
Non-recurring expenses (b)	555	8,392	4,006	13,278
Restructuring charges (c)	140	636	820	1,288
Fuel hedge gain (d)	1,082	331	5,125	1,129
Loss on disposals (e)	249	-	1,174	-
ADJUSTED EBITDA	<u>\$ 14,515</u>	<u>\$ 19,878</u>	<u>\$ 96,667</u>	<u>\$105,202</u>

- (a) Equity-based compensation/transactions represent stock compensation expense in each period.
- (b) Non-recurring expenses represents the net impact of time out of service as a result of unplanned and non-recurring repairs to vessels; expenses associated with consolidating corporate headquarters; professional fees and other costs associated with raising capital through debt and equity offerings; certain litigation fees; and the fees paid to license the name "Regent" in 2010 and first quarter 2011. In February 2011, we amended the

Regent license agreement to perpetually license the “Regent” name; as such we will not incur any future license fees.

- (c) Restructuring charges represents the costs associated with restructuring our ship holding companies and other corporate reorganizations associated with improving efficiencies.
- (d) Fuel hedge gain represents the gain on fuel hedges triggered by the settlement of the hedge and is included in other income (expense).
- (e) Loss on disposals represents the non-cash charge associated with writing-off the remaining net book value of certain fixed assets replaced during dry-docks.

SEVEN SEAS CRUISES S. DE R.L.
NON-GAAP RECONCILING INFORMATION
(unaudited)

Net Per Diem, Gross Yield and Net Yield were calculated as follows (in thousands, except Passenger Days Sold, APCD, Net Per Diem, and Yield data):

	Quarter Ended December 31,		Twelve Months Ended December 31,	
	2011	2010	2011	2010
Passenger ticket revenue	\$ 98,190	\$ 83,747	\$ 437,582	\$ 400,368
Onboard and other revenue	9,744	12,828	48,313	48,873
Total revenue	107,934	96,575	485,895	449,241
Less:				
Commissions, transportation and other expense	35,646	31,586	150,580	124,671
Onboard and other expense	1,833	1,669	12,035	12,640
Net Revenue	<u>\$ 70,455</u>	<u>\$ 63,320</u>	<u>\$ 323,280</u>	<u>\$ 311,930</u>
Passenger Days Sold	162,370	135,516	616,490	602,191
APCD	173,880	157,080	670,950	673,050
Net Per Diem	\$ 433.92	\$ 467.25	\$ 524.39	\$ 517.99
Gross Yield	620.74	614.81	724.19	667.47
Net Yield	405.19	403.11	481.82	463.46

Gross Cruise Cost and Net Cruise Cost were calculated as follows (in thousands, except APCD and cost per APCD):

	Quarter Ended December 31,		Twelve Months Ended December 31,	
	2011	2010	2011	2010

Total cruise operating expense	\$ 77,871	\$ 69,130	\$ 328,873	\$ 284,512
Selling and administrative expense	17,772	17,526	72,279	77,376
Gross Cruise Cost	95,643	86,656	401,152	361,888
Less:				
Commissions, transportation and other expense	35,646	31,586	150,580	124,671
Onboard and other expense	1,833	1,669	12,035	12,640
Net Cruise Cost	58,164	53,401	238,537	224,577
Less:				
Fuel	10,410	8,619	40,592	32,240
Other expense	1,195	1,928	14,044	6,479
Net Cruise Cost, excluding Fuel and Other	<u>\$ 46,559</u>	<u>\$ 42,854</u>	<u>\$ 183,901</u>	<u>\$ 185,858</u>
APCD	173,880	157,080	670,950	673,050
Gross Cruise Cost per APCD	\$ 550.05	\$ 551.67	\$ 597.89	\$ 537.68
Net Cruise Cost per APCD	334.51	339.96	355.52	333.67
Net Cruise Cost, excluding Fuel and Other, per APCD	267.77	272.82	274.09	276.14

Prestige Cruise Holdings

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Source: Regent Seven Seas Cruises