

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Amendment No. 4 to the Second Amended and Restated
Schedule 13D

Under the Securities Exchange Act of 1934

CARNIVAL CORPORATION
(Name of Issuer)

Class A Common Stock (\$.01 par value)
(Title of Class of Securities)

143658 10 2
(CUSIP Number)

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General Counsel
Carnival Corporation
3655 N.W. 87th Avenue
Miami, Florida 33178-2428
(305) 599-2600

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

December 31, 1997, January 12, 1998, February 2, 1998 and February 12, 1998
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box [].

Note: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 143658 10 2

(1) Name of Reporting Persons. S.S. or I.R.S. Identification
Nos. of Above Persons
TAMMS INVESTMENT COMPANY, LIMITED PARTNERSHIP

(2) Check the Appropriate Box if a Member of a Group
(a) _____ (b) X

(3) SEC Use Only

(4) Source of Funds Not Applicable

(5) Check if Disclosure of Legal Proceedings is Required
Pursuant to Items 2(d) or 2(e) []

(6) Citizenship or Place of Organization Delaware

Number of (7) Sole Voting Power 1,826,583.34
Shares Bene-
ficially (8) Shared Voting Power -0-
Owned by Each -----

Reporting (9) Sole Dispositive Power 1,826,583.34
Person With -----
(10) Shared Dispositive Power -0-

(11) Aggregate Amount Beneficially Owned by Each Reporting
Person 1,826,583.34

(12) Check if the Aggregate Amount in Row (11) Excludes Certain
Shares []

(13) Percent of Class Represented by Amount in Row (11) 0.6%

(14) Type of Reporting Person 00

CUSIP No. 143658 10 2

- (1) Name of Reporting Persons. S.S. or I.R.S. Identification
Nos. of Above Persons
TAMMS MANAGEMENT CORPORATION

- (2) Check the Appropriate Box if a Member of a Group
(a) _____ (b) X

- (3) SEC Use Only
- (4) Source of Funds Not Applicable

- (5) Check if Disclosure of Legal Proceedings is Required
Pursuant to Items 2(d) or 2(e) []

- (6) Citizenship or Place of Organization Delaware

- | | | |
|---------------|-------------------------------|--------------|
| Number of | (7) Sole Voting Power | 1,826,583.34 |
| Shares Bene- | (8) Shared Voting Power | -0- |
| ficially | (9) Sole Dispositive Power | 182,658 |
| Owned by Each | (10) Shared Dispositive Power | 1,643,925.34 |
| Reporting | | |
| Person With | | |
- (11) Aggregate Amount Beneficially Owned by Each Reporting
Person 1,826,583.34

- (12) Check if the Aggregate Amount in Row (11) Excludes Certain
Shares []

- (13) Percent of Class Represented by Amount in Row (11) 0.6%

- (14) Type of Reporting Person C0

CUSIP No. 143658 10 2

- (1) Name of Reporting Persons. S.S. or I.R.S. Identification
Nos. of Above Persons
TED ARISON

- (2) Check the Appropriate Box if a Member of a Group
(a) _____ (b) X

- (3) SEC Use Only
- (4) Source of Funds Not Applicable

- (5) Check if Disclosure of Legal Proceedings is Required
Pursuant to Items 2(d) or 2(e) []

- (6) Citizenship or Place of Organization Israel

- | | | |
|---------------|-------------------------------|------------|
| Number of | (7) Sole Voting Power | 55,693,016 |
| Shares Bene- | (8) Shared Voting Power | -0- |
| ficially | (9) Sole Dispositive Power | 55,693,016 |
| Owned by Each | (10) Shared Dispositive Power | -0- |
| Reporting | | |
| Person With | | |
- (11) Aggregate Amount Beneficially Owned by Each Reporting
Person 55,693,016

- (12) Check if the Aggregate Amount in Row (11) Excludes Certain
Shares [X]

- (13) Percent of Class Represented by Amount in Row (11) 18.7%

- (14) Type of Reporting Person IN

(1) Name of Reporting Persons. S.S. or I.R.S. Identification
Nos. of Above Persons
THE CONTINUED TRUST FOR MICHAEL ARISON

(2) Check the Appropriate Box if a Member of a Group
(a) _____ (b) X

(3) SEC Use Only

(4) Source of Funds Not Applicable

(5) Check if Disclosure of Legal Proceedings is Required
Pursuant to Items 2(d) or 2(e) []

(6) Citizenship or Place of Organization Delaware

Number of	(7) Sole Voting Power	2,000,000
Shares Bene-	(8) Shared Voting Power	-0-
ficially	(9) Sole Dispositive Power	2,000,000
Owned by Each	(10) Shared Dispositive Power	379,504.68
Reporting		
Person With		

(11) Aggregate Amount Beneficially Owned by Each Reporting
Person 2,379,504.68

(12) Check if the Aggregate Amount in Row (11) Excludes Certain
Shares []

(13) Percent of Class Represented by Amount in Row (11) 0.8%

(14) Type of Reporting Person 00

- (1) Name of Reporting Persons. S.S. or I.R.S. Identification
Nos. of Above Persons
THE SHARI ARISON IRREVOCABLE GUERNSEY TRUST

- (2) Check the Appropriate Box if a Member of a Group
(a) _____ (b) X

- (3) SEC Use Only
- (4) Source of Funds Not Applicable

- (5) Check if Disclosure of Legal Proceedings is Required
Pursuant to Items 2(d) or 2(e) []

- (6) Citizenship or Place of Organization Guernsey, Channel Islands

- | | | |
|---------------|-------------------------------|-----------|
| Number of | (7) Sole Voting Power | -0- |
| Shares Bene- | (8) Shared Voting Power | -0- |
| ficially | (9) Sole Dispositive Power | -0- |
| Owned by Each | (10) Shared Dispositive Power | 3,551,354 |
| Reporting | | |
| Person With | | |
- (11) Aggregate Amount Beneficially Owned by Each Reporting
Person 3,551,354

- (12) Check if the Aggregate Amount in Row (11) Excludes Certain
Shares []

- (13) Percent of Class Represented by Amount in Row (11) 1.2%

- (14) Type of Reporting Person 00

- (1) Name of Reporting Persons. S.S. or I.R.S. Identification
Nos. of Above Persons
THE CONTINUED TRUST FOR SHARI ARISON DORSMAN

- (2) Check the Appropriate Box if a Member of a Group
(a) _____ (b) X

- (3) SEC Use Only
- (4) Source of Funds Not Applicable

- (5) Check if Disclosure of Legal Proceedings is Required
Pursuant to Items 2(d) or 2(e) []

- (6) Citizenship or Place of Organization Delaware

- Number of (7) Sole Voting Power 2,000,000
Shares Bene-
ficially (8) Shared Voting Power -0-
Owned by Each
Reporting (9) Sole Dispositive Power 2,000,000
Person With (10) Shared Dispositive Power 379,504.66

- (11) Aggregate Amount Beneficially Owned by Each Reporting
Person 2,379,504.66

- (12) Check if the Aggregate Amount in Row (11) Excludes Certain
Shares []

- (13) Percent of Class Represented by Amount in Row (11) 0.8%

- (14) Type of Reporting Person 00

CUSIP No. 143658 10 2

- (1) Name of Reporting Persons. S.S. or I.R.S. Identification
Nos. of Above Persons
THE TED ARISON 1994 IRREVOCABLE TRUST FOR SHARI NO. 1

- (2) Check the Appropriate Box if a Member of a Group
(a) _____ (b) X

- (3) SEC Use Only
- (4) Source of Funds Not Applicable

- (5) Check if Disclosure of Legal Proceedings is Required
Pursuant to Items 2(d) or 2(e) []

- (6) Citizenship or Place of Organization Jersey, Channel Islands

- | | | |
|---------------|-------------------------------|------------|
| Number of | (7) Sole Voting Power | -0- |
| Shares Bene- | (8) Shared Voting Power | -0- |
| ficially | (9) Sole Dispositive Power | -0- |
| Owned by Each | (10) Shared Dispositive Power | 15,042,858 |
| Reporting | | |
| Person With | | |
- (11) Aggregate Amount Beneficially Owned by Each Reporting
Person 15,042,858

- (12) Check if the Aggregate Amount in Row (11) Excludes Certain
Shares []

- (13) Percent of Class Represented by Amount in Row (11) 5.1%

- (14) Type of Reporting Person 00

- (1) Name of Reporting Persons. S.S. or I.R.S. Identification
Nos. of Above Persons
SHARI ARISON

- (2) Check the Appropriate Box if a Member of a Group
(a) _____ (b) X

- (3) SEC Use Only
- (4) Source of Funds Not Applicable

- (5) Check if Disclosure of Legal Proceedings is Required
Pursuant to Items 2(d) or 2(e) []

- (6) Citizenship or Place of Organization United States and Israel

- | | | |
|---------------|-------------------------------|-----------|
| Number of | (7) Sole Voting Power | 3,000,000 |
| Shares Bene- | (8) Shared Voting Power | -0- |
| ficially | (9) Sole Dispositive Power | -0- |
| Owned by Each | (10) Shared Dispositive Power | 3,000,000 |
| Reporting | | |
| Person With | | |
- (11) Aggregate Amount Beneficially Owned by Each Reporting
Person 3,000,000

- (12) Check if the Aggregate Amount in Row (11) Excludes Certain
Shares []

- (13) Percent of Class Represented by Amount in Row (11) 1.0%

- (14) Type of Reporting Person IN

- (1) Name of Reporting Persons. S.S. or I.R.S. Identification
Nos. of Above Persons
THE MARILYN B. ARISON IRREVOCABLE DELAWARE TRUST

- (2) Check the Appropriate Box if a Member of a Group
(a) _____ (b) X

- (3) SEC Use Only
- (4) Source of Funds Not Applicable

- (5) Check if Disclosure of Legal Proceedings is Required
Pursuant to Items 2(d) or 2(e) []

- (6) Citizenship or Place of Organization Delaware

- Number of (7) Sole Voting Power 1,200,000
Shares Bene-
ficially (8) Shared Voting Power -0-
Owned by Each
Reporting (9) Sole Dispositive Power 1,200,000
Person With (10) Shared Dispositive Power 500,000

- (11) Aggregate Amount Beneficially Owned by Each Reporting
Person 1,700,000

- (12) Check if the Aggregate Amount in Row (11) Excludes Certain
Shares []

- (13) Percent of Class Represented by Amount in Row (11) 0.6%

- (14) Type of Reporting Person 00

CUSIP No. 143658 10 2

- (1) Name of Reporting Persons. S.S. or I.R.S. Identification
Nos. of Above Persons
MARILYN B. ARISON

- (2) Check the Appropriate Box if a Member of a Group
(a) _____ (b) X

- (3) SEC Use Only
- (4) Source of Funds Not Applicable

- (5) Check if Disclosure of Legal Proceedings is Required
Pursuant to Items 2(d) or 2(e) []

- (6) Citizenship or Place of Organization United States and Israel

- | | | |
|---------------|-------------------------------|---------|
| Number of | (7) Sole Voting Power | 516,220 |
| Shares Bene- | (8) Shared Voting Power | -0- |
| ficially | (9) Sole Dispositive Power | 516,220 |
| Owned by Each | (10) Shared Dispositive Power | -0- |
| Reporting | | |
| Person With | | |
- (11) Aggregate Amount Beneficially Owned by Each Reporting
Person 516,220

- (12) Check if the Aggregate Amount in Row (11) Excludes Certain
Shares [X]

- (13) Percent of Class Represented by Amount in Row (11) 0.2%

- (14) Type of Reporting Person IN

- (1) Name of Reporting Persons. S.S. or I.R.S. Identification
Nos. of Above Persons
MBA I LLC

- (2) Check the Appropriate Box if a Member of a Group
(a) _____ (b) X

- (3) SEC Use Only
- (4) Source of Funds Not Applicable

- (5) Check if Disclosure of Legal Proceedings is Required
Pursuant to Items 2(d) or 2(e) []

- (6) Citizenship or Place of Organization Delaware

- Number of Shares Beneficially Owned by Each Reporting Person With
(7) Sole Voting Power 1,200,000

(8) Shared Voting Power -0-

(9) Sole Dispositive Power 1,200,000

(10) Shared Dispositive Power 500,000

- (11) Aggregate Amount Beneficially Owned by Each Reporting Person 1,700,000

- (12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares []

- (13) Percent of Class Represented by Amount in Row (11) 0.6%

- (14) Type of Reporting Person 00

- (1) Name of Reporting Persons. S.S. or I.R.S. Identification
Nos. of Above Persons
THE CONTINUED TRUST FOR MICKY ARISON

- (2) Check the Appropriate Box if a Member of a Group
(a) _____ (b) X

- (3) SEC Use Only
- (4) Source of Funds Not Applicable

- (5) Check if Disclosure of Legal Proceedings is Required
Pursuant to Items 2(d) or 2(e) []

- (6) Citizenship or Place of Organization Delaware

- Number of (7) Sole Voting Power 979,504.66
Shares Bene-
ficially (8) Shared Voting Power -0-
Owned by Each
Reporting (9) Sole Dispositive Power 979,504.66
Person With (10) Shared Dispositive Power -0-

- (11) Aggregate Amount Beneficially Owned by Each Reporting
Person 979,504.66

- (12) Check if the Aggregate Amount in Row (11) Excludes Certain
Shares []

- (13) Percent of Class Represented by Amount in Row (11) 0.3%

- (14) Type of Reporting Person 00

- (1) Name of Reporting Persons. S.S. or I.R.S. Identification
Nos. of Above Persons
THE MICKY ARISON 1997 HOLDINGS TRUST

- (2) Check the Appropriate Box if a Member of a Group
(a) _____ (b) X

- (3) SEC Use Only
- (4) Source of Funds Not Applicable

- (5) Check if Disclosure of Legal Proceedings is Required
Pursuant to Items 2(d) or 2(e) []

- (6) Citizenship or Place of Organization Delaware

- | | | |
|---------------|-------------------------------|-----------|
| Number of | (7) Sole Voting Power | -0- |
| Shares Bene- | (8) Shared Voting Power | 3,281,354 |
| ficially | (9) Sole Dispositive Power | 3,281,354 |
| Owned by Each | (10) Shared Dispositive Power | -0- |
| Reporting | | |
| Person With | | |
- (11) Aggregate Amount Beneficially Owned by Each Reporting
Person 3,281,254

- (12) Check if the Aggregate Amount in Row (11) Excludes Certain
Shares []

- (13) Percent of Class Represented by Amount in Row (11) 1.1%

- (14) Type of Reporting Person 00

- (1) Name of Reporting Persons. S.S. or I.R.S. Identification
Nos. of Above Persons
MA 1997 HOLDINGS, L.P.

- (2) Check the Appropriate Box if a Member of a Group
(a) _____ (b) X

- (3) SEC Use Only
- (4) Source of Funds Not Applicable

- (5) Check if Disclosure of Legal Proceedings is Required
Pursuant to Items 2(d) or 2(e) []

- (6) Citizenship or Place of Organization Delaware

- Number of Shares Beneficially Owned by Each Reporting Person With
(7) Sole Voting Power -0-

(8) Shared Voting Power 3,281,354

(9) Sole Dispositive Power 3,281,354

(10) Shared Dispositive Power -0-

- (11) Aggregate Amount Beneficially Owned by Each Reporting Person 3,281,354

- (12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares []

- (13) Percent of Class Represented by Amount in Row (11) 1.1%

- (14) Type of Reporting Person PN

- (1) Name of Reporting Persons. S.S. or I.R.S. Identification
Nos. of Above Persons
MA 1997 HOLDINGS, INC.

- (2) Check the Appropriate Box if a Member of a Group
(a) _____ (b) X

- (3) SEC Use Only
- (4) Source of Funds Not Applicable

- (5) Check if Disclosure of Legal Proceedings is Required
Pursuant to Items 2(d) or 2(e) []

- (6) Citizenship or Place of Organization Delaware

- Number of (7) Sole Voting Power -0-
Shares Bene-
ficially (8) Shared Voting Power 3,281,354
Owned by Each
Reporting (9) Sole Dispositive Power 3,281,354
Person With
(10) Shared Dispositive Power -0-

- (11) Aggregate Amount Beneficially Owned by Each Reporting
Person 3,281,354

- (12) Check if the Aggregate Amount in Row (11) Excludes Certain
Shares []

- (13) Percent of Class Represented by Amount in Row (11) 1.1%

- (14) Type of Reporting Person C0

- (1) Name of Reporting Persons. S.S. or I.R.S. Identification
Nos. of Above Persons
THE MICKY ARISON 1994 "B" TRUST

- (2) Check the Appropriate Box if a Member of a Group
(a) _____ (b) X

- (3) SEC Use Only
- (4) Source of Funds Not Applicable

- (5) Check if Disclosure of Legal Proceedings is Required
Pursuant to Items 2(d) or 2(e) []

- (6) Citizenship or Place of Organization Delaware

- Number of (7) Sole Voting Power -0-
Shares Bene-
ficially (8) Shared Voting Power 54,057,142
Owned by Each
Reporting (9) Sole Dispositive Power -0-
Person With (10) Shared Dispositive Power 54,057,142

- (11) Aggregate Amount Beneficially Owned by Each Reporting
Person 54,057,142

- (12) Check if the Aggregate Amount in Row (11) Excludes Certain
Shares []

- (13) Percent of Class Represented by Amount in Row (11) 18.2%

- (14) Type of Reporting Person 00

CUSIP No. 143658 10 2

- (1) Name of Reporting Persons. S.S. or I.R.S. Identification
Nos. of Above Persons
MA 1994 B SHARES, L.P.

- (2) Check the Appropriate Box if a Member of a Group
(a) _____ (b) X

- (3) SEC Use Only
- (4) Source of Funds Not Applicable

- (5) Check if Disclosure of Legal Proceedings is Required
Pursuant to Items 2(d) or 2(e) []

- (6) Citizenship or Place of Organization Delaware

- | | | |
|---------------|-------------------------------|------------|
| Number of | (7) Sole Voting Power | -0- |
| Shares Bene- | (8) Shared Voting Power | 54,057,142 |
| ficially | (9) Sole Dispositive Power | -0- |
| Owned by Each | (10) Shared Dispositive Power | 54,057,142 |
| Reporting | | |
| Person With | | |
- (11) Aggregate Amount Beneficially Owned by Each Reporting
Person 54,057,142

- (12) Check if the Aggregate Amount in Row (11) Excludes Certain
Shares []

- (13) Percent of Class Represented by Amount in Row (11) 18.2%

- (14) Type of Reporting Person PN

- (1) Name of Reporting Persons. S.S. or I.R.S. Identification
 Nos. of Above Persons
 MA 1994 B SHARES, INC.

- (2) Check the Appropriate Box if a Member of a Group
 (a) _____ (b) X

- (3) SEC Use Only
- (4) Source of Funds Not Applicable

- (5) Check if Disclosure of Legal Proceedings is Required
 Pursuant to Items 2(d) or 2(e) []

- (6) Citizenship or Place of Organization Delaware

- | | | |
|---------------|-------------------------------|------------|
| Number of | (7) Sole Voting Power | -0- |
| Shares Bene- | (8) Shared Voting Power | 54,057,142 |
| ficially | (9) Sole Dispositive Power | -0- |
| Owned by Each | (10) Shared Dispositive Power | 54,057,142 |
| Reporting | | |
| Person With | | |
- (11) Aggregate Amount Beneficially Owned by Each Reporting
 Person 54,057,142

- (12) Check if the Aggregate Amount in Row (11) Excludes Certain
 Shares []

- (13) Percent of Class Represented by Amount in Row (11) 18.2%

- (14) Type of Reporting Person CO

- (1) Name of Reporting Persons. S.S. or I.R.S. Identification
 Nos. of Above Persons
 MICKY ARISON

- (2) Check the Appropriate Box if a Member of a Group
 (a) _____ (b) X

- (3) SEC Use Only
- (4) Source of Funds Not Applicable

- (5) Check if Disclosure of Legal Proceedings is Required
 Pursuant to Items 2(d) or 2(e) []

- (6) Citizenship or Place of Organization United States

- | | | |
|--|-------------------------------|------------|
| Number of
Shares Bene-
ficially
Owned by Each
Reporting
Person With | (7) Sole Voting Power | 600,000 |
| | (8) Shared Voting Power | 54,338,496 |
| | (9) Sole Dispositive Power | 600,000 |
| | (10) Shared Dispositive Power | 54,057,142 |
- (11) Aggregate Amount Beneficially Owned by Each Reporting
 Person 57,938,496

- (12) Check if the Aggregate Amount in Row (11) Excludes Certain
 Shares [X]

- (13) Percent of Class Represented by Amount in Row (11) 19.5%

- (14) Type of Reporting Person IN

- (1) Name of Reporting Persons. S.S. or I.R.S. Identification
 Nos. of Above Persons
 A.H.W. LIMITED

- (2) Check the Appropriate Box if a Member of a Group
 (a) _____ (b) X

- (3) SEC Use Only
- (4) Source of Funds Not Applicable

- (5) Check if Disclosure of Legal Proceedings is Required
 Pursuant to Items 2(d) or 2(e) []

- (6) Citizenship or Place of Organization Guernsey, Channel Islands

- | | | |
|--|-------------------------------|-----------|
| Number of
Shares Bene-
ficially
Owned by Each
Reporting
Person With | (7) Sole Voting Power | -0- |
| | (8) Shared Voting Power | -0- |
| | (9) Sole Dispositive Power | -0- |
| | (10) Shared Dispositive Power | 3,551,354 |
- (11) Aggregate Amount Beneficially Owned by Each Reporting
 Person 3,551,354

- (12) Check if the Aggregate Amount in Row (11) Excludes Certain
 Shares []

- (13) Percent of Class Represented by Amount in Row (11) 1.2%

- (14) Type of Reporting Person CO

- (1) Name of Reporting Persons. S.S. or I.R.S. Identification
 Nos. of Above Persons
 ANDREW H. WEINSTEIN

- (2) Check the Appropriate Box if a Member of a Group
 (a) _____ (b) X

- (3) SEC Use Only
- (4) Source of Funds Not Applicable

- (5) Check if Disclosure of Legal Proceedings is Required
 Pursuant to Items 2(d) or 2(e) []

- (6) Citizenship or Place of Organization United States

- | | | |
|---------------|-------------------------------|------------|
| Number of | (7) Sole Voting Power | 15,042,858 |
| Shares Bene- | | ----- |
| ficially | (8) Shared Voting Power | 7,438,514 |
| Owned by Each | | ----- |
| Reporting | (9) Sole Dispositive Power | -0- |
| Person With | | ----- |
| | (10) Shared Dispositive Power | 26,032,726 |
| | | ----- |
- (11) Aggregate Amount Beneficially Owned by Each Reporting
 Person 26,032,726

- (12) Check if the Aggregate Amount in Row (11) Excludes Certain
 Shares []

- (13) Percent of Class Represented by Amount in Row (11) 8.8%

- (14) Type of Reporting Person IN

- (1) Name of Reporting Persons. S.S. or I.R.S. Identification
 Nos. of Above Persons
 TAF MANAGEMENT COMPANY

- (2) Check the Appropriate Box if a Member of a Group
 (a) _____ (b) X

- (3) SEC Use Only
- (4) Source of Funds Not Applicable

- (5) Check if Disclosure of Legal Proceedings is Required
 Pursuant to Items 2(d) or 2(e) []

- (6) Citizenship or Place of Organization Delaware

- | | | |
|--|-------------------------------|-----------|
| Number of
Shares Bene-
ficially
Owned by Each
Reporting
Person With | (7) Sole Voting Power | -0- |
| | (8) Shared Voting Power | 7,438,514 |
| | (9) Sole Dispositive Power | -0- |
| | (10) Shared Dispositive Power | 7,438,514 |
- (11) Aggregate Amount Beneficially Owned by Each Reporting
 Person 7,438,514

- (12) Check if the Aggregate Amount in Row (11) Excludes Certain
 Shares []

- (13) Percent of Class Represented by Amount in Row (11) 2.5%

- (14) Type of Reporting Person CO

- (1) Name of Reporting Persons. S.S. or I.R.S. Identification
 Nos. of Above Persons
 KENTISH LIMITED

- (2) Check the Appropriate Box if a Member of a Group
 (a) _____ (b) X

- (3) SEC Use Only
- (4) Source of Funds Not Applicable

- (5) Check if Disclosure of Legal Proceedings is Required
 Pursuant to Items 2(d) or 2(e) []

- (6) Citizenship or Place of Organization Isle of Man, United Kingdom

- | | | |
|--|-------------------------------|------------|
| Number of
Shares Bene-
ficially
Owned by Each
Reporting
Person With | (7) Sole Voting Power | 15,042,858 |
| | (8) Shared Voting Power | -0- |
| | (9) Sole Dispositive Power | -0- |
| | (10) Shared Dispositive Power | 15,042,858 |
- (11) Aggregate Amount Beneficially Owned by Each Reporting
 Person 15,042,858

- (12) Check if the Aggregate Amount in Row (11) Excludes Certain
 Shares []

- (13) Percent of Class Represented by Amount in Row (11) 5.1%

- (14) Type of Reporting Person CO

- (1) Name of Reporting Persons. S.S. or I.R.S. Identification
 Nos. of Above Persons
 JMD DELAWARE, INC.

- (2) Check the Appropriate Box if a Member of a Group
 (a) _____ (b) X

- (3) SEC Use Only
- (4) Source of Funds Not Applicable

- (5) Check if Disclosure of Legal Proceedings is Required
 Pursuant to Items 2(d) or 2(e) []

- (6) Citizenship or Place of Organization Delaware

- | | | |
|---------------|-------------------------------|------------|
| Number of | (7) Sole Voting Power | -0- |
| Shares Bene- | (8) Shared Voting Power | 57,338,496 |
| ficially | (9) Sole Dispositive Power | 3,281,354 |
| Owned by Each | (10) Shared Dispositive Power | 54,057,142 |
| Reporting | | |
| Person With | | |
- (11) Aggregate Amount Beneficially Owned by Each Reporting
 Person 57,338,496

- (12) Check if the Aggregate Amount in Row (11) Excludes Certain
 Shares []

- (13) Percent of Class Represented by Amount in Row (11) 19.2%

- (14) Type of Reporting Person CO

- (1) Name of Reporting Persons. S.S. or I.R.S. Identification
 Nos. of Above Persons
 JAMES M. DUBIN

- (2) Check the Appropriate Box if a Member of a Group
 (a) _____ (b) X

- (3) SEC Use Only
- (4) Source of Funds Not Applicable

- (5) Check if Disclosure of Legal Proceedings is Required
 Pursuant to Items 2(d) or 2(e) []

- (6) Citizenship or Place of Organization United States

- | | | |
|---------------|-------------------------------|------------|
| Number of | (7) Sole Voting Power | -0- |
| Shares Bene- | (8) Shared Voting Power | 57,338,496 |
| ficially | (9) Sole Dispositive Power | 3,281,354 |
| Owned by Each | (10) Shared Dispositive Power | 54,057,142 |
| Reporting | | |
| Person With | | |
- (11) Aggregate Amount Beneficially Owned by Each Reporting
 Person 57,338,496

- (12) Check if the Aggregate Amount in Row (11) Excludes Certain
 Shares []

- (13) Percent of Class Represented by Amount in Row (11) 19.2%

- (14) Type of Reporting Person IN

The Second Amended and Restated Joint Statement on Schedule 13D, dated April 23, 1996, as amended (the "Schedule 13D"), of TAMMS L.P., TAMMS Corp., Ted Arison, the Michael Arison Continued Trust, the Shari Arison Guernsey Trust, the Shari Arison Continued Trust, the Shari Arison Trust No. 1, Shari Arison, the Marilyn Arison Delaware Trust, Marilyn B. Arison, MBA I LLC, the Micky Arison Continued Trust, the Micky Arison Trust, the B Trust, JMD Delaware, James M. Dubin, Micky Arison, A.H.W. Limited, Andrew H. Weinstein, TAF Management and Kentish Limited is hereby amended as follows:

Item 2. Identity and Background

Item 2 is hereby amended by the addition thereto of the following:

"The Micky Arison 1997 Holdings Trust (the "MA 1997 Trust") is hereby added as a Reporting Person to the Schedule 13D. The MA 1997 Trust is a Delaware trust formed for the benefit of Micky Arison and his heirs. The business address of the MA 1997 Trust is P.O. Box 1347, 1201 N. Market Street, Wilmington, Delaware 19899-1347. The sole trustee of the MA 1997 Trust is JMD Delaware, a Delaware corporation whose principal purpose is to serve as trustee for certain trusts established for the benefit of members of the Arison family.

MA 1997 Holdings, L.P. ("MA 1997, L.P.") is hereby added as a Reporting Person to the Schedule 13D. MA 1997, L.P. is a Delaware limited partnership whose principal purpose is to hold and manage the investments previously held directly by Micky Arison and the Micky Arison Trust. The business address of MA 1997, L.P. is 1201 North Market Street, Wilmington, Delaware 19899. The sole limited partner of MA 1997, L.P. is the MA 1997 Trust. The general partner of MA 1997, L.P. is MA 1997 Holdings, Inc. ("MA 1997, Inc."), a Delaware corporation which is wholly owned by the MA 1997 Trust.

MA 1997, Inc. is hereby added as a Reporting Person to the Schedule 13D. MA 1997, Inc. is a Delaware corporation whose principal purpose is to serve as the general partner for MA 1997, L.P. The business address of MA 1997, Inc. is 1201 North Market Street, Wilmington, Delaware 19899.

The executive officers of MA 1997, Inc. are: James M. Dubin, Chairman and President; Jonathan R. Bell, Vice President and Treasurer; Denison H. Hatch, Jr., Vice President and Secretary; Johannes R. Krahmer, Vice President and Assistant Treasurer; and Walter C. Tuthill, Vice President. The directors of MA 1997, Inc. are James M. Dubin, Denison H. Hatch, Jr. and Walter C. Tuthill. The sole stockholder of MA 1997, Inc. is the MA 1997 Trust. Each of Messrs. Dubin and Bell is an Attorney-at-Law at Paul, Weiss, Rifkind, Wharton & Garrison, 1285 Avenue of the Americas, New York, New York 10019. Each of Messrs. Hatch, Krahmer and Tuthill is an Attorney-at-Law at Morris, Nichols, Arsht & Tunnell, P.O. Box 1347, 1201 N. Market Street, Wilmington, Delaware 19899-1347. Each of

Messrs. Dubin, Bell, Hatch, Krahrmer and Tuthill is a United States citizen. MA 1997, Inc. is the general partner of MA 1997, L.P.

MA 1994 B Shares, L.P. ("B Shares, L.P.") is hereby added as a Reporting Person to the Schedule 13D. B Shares, L.P. is a Delaware limited partnership whose principal purpose is to hold and manage the investments previously held directly by the B Trust. The business address of B Shares, L.P. is 1201 North Market Street, Wilmington, Delaware 19899. The sole limited partner of B Shares, L.P. is the B Trust. The general partner of B Shares, L.P. is MA 1994 B Shares, Inc., a Delaware corporation which is wholly owned by the B Trust ("B Shares, Inc.").

B Shares, Inc. is hereby added as a Reporting Person to the Schedule 13D. B Shares, Inc. is a Delaware corporation whose principal purpose is to serve as the general partner of B Shares, L.P. The business address of B Shares, Inc. is P.O. Box 1347, 1201 North Market Street, Wilmington, Delaware 19899-1347.

The executive officers of B Shares, Inc. are: James M. Dubin, Chairman and President; Jonathan R. Bell, Vice President and Treasurer; Denison H. Hatch, Jr., Vice President and Secretary; Johannes R. Krahrmer, Vice President and Assistant Treasurer; and Walter C. Tuthill, Vice President. The directors of B Shares, Inc. are James M. Dubin, Denison H. Hatch, Jr. and Walter C. Tuthill. The sole stockholder of B Shares, Inc. is the B Trust. Each of Messrs. Dubin and Bell is an Attorney-at-Law at Paul, Weiss, Rifkind, Wharton & Garrison, 1285 Avenue of the Americas, New York, New York 10019. Each of Messrs. Hatch, Krahrmer and Tuthill is an Attorney-at-Law at Morris, Nichols, Arsht & Tunnell, P.O. Box 1347, 1201 N. Market Street, Wilmington, Delaware 19899-1347. Each of Messrs. Dubin, Bell, Hatch, Krahrmer and Tuthill is a United States citizen. B Shares, Inc. is the general partner of B Shares, L.P."

Item 4. Purpose of Transaction.

Item 4 is hereby amended by the addition thereto of the following:

"Since the last report, the Reporting Persons have restructured their aggregate holdings with respect to 58,238,496 shares of Class A Common Stock, acquired 30,000 shares of Class A Common Stock and sold 900,000 shares of Class A Common Stock. This was accomplished by: (a) the contribution by JMD Delaware, as Trustee of the Micky Arison Trust, of 3,251,354 shares of Class A Common Stock to MA 1997, L.P., on December 31, 1997; (b) the contribution by JMD Delaware, as Trustee of the B Trust, of 54,957,142 shares of Class A Common Stock to B Shares, L.P. on December 31, 1997; (c) the acquisition of 30,000 shares of Class A Common Stock by Micky Arison on January 12, 1998 and the subsequent transfer of such shares to MA 1997, L.P. on February 2, 1998; and (d) the sale by B Shares, L.P. of 900,000 shares of Class A Common Stock at \$57 per share in a

transaction pursuant to Rule 144 under the Securities Act of 1933, as amended (the "Securities Act") on February 12, 1998.

The transfers of shares by the Reporting Persons in the December-- February Transactions (as defined below in "Interests in Securities of the Issuer") were effected for certain estate planning, investment and other related purposes.

None of the Reporting Persons has any current plans to change the management or operations of the Issuer."

Item 5. Interest in Securities of the Issuer.

Item 5 is hereby amended by the addition thereto of the following:

"On December 31, 1997, JMD Delaware, as Trustee of the Micky Arison Trust, contributed 3,251,354 shares of Class A Common Stock to MA 1997, L.P.

On December 31, 1997, JMD Delaware, as Trustee of the B Trust, contributed 54,957,142 shares of Class A Common Stock to B Shares, L.P.

On January 12, 1998, Micky Arison was granted 30,000 shares of Class A Common Stock pursuant to the Issuer's 1993 Restricted Stock Plan, which he then contributed to MA 1997, L.P. on February 2, 1998.

On February 12, 1998, B Shares, L.P. sold 900,000 shares of Class A Common Stock at \$57 per share in a transaction pursuant to Rule 144 under the Securities Act.

The foregoing transactions are referred to herein as the "December--February Transactions."

Following the December--February Transactions, the MA 1997 Trust beneficially owns 3,281,354 shares of Class A Common Stock (approximately 1.1% of the total number of shares of Class A Common Stock reported in the Issuer's Quarterly Report on Form 10-Q for the quarter ending August 31, 1997 to be outstanding as of October 10, 1997), by virtue of being the sole stockholder of MA 1997, Inc. The MA 1997 Trust has shared voting power and sole dispositive power with respect to all such shares of Class A Common Stock.

Following the December--February Transactions, MA 1997, L.P. beneficially owns an aggregate of 3,281,354 shares of Class A Common Stock (approximately 1.1% of the total number of shares of Class A Common Stock reported in the Issuer's Quarterly Report on Form 10-Q for the quarter ending August 31, 1997 to be outstanding as of October 10, 1997), all of which it holds directly.

MA 1997, L.P. has shared voting and sole dispositive power with respect to all such shares of Class A Common Stock that it holds directly.

Following the December--February Transactions, MA 1997, Inc. beneficially owns an aggregate of 3,281,354 shares of Class A Common Stock (approximately 1.1% of the total number of shares of Class A Common Stock reported in the Issuer's Quarterly Report on Form 10-Q for the quarter ending August 31, 1997 to be outstanding as of October 10, 1997), by virtue of being the general partner of MA 1997, L.P. MA 1997, Inc. has shared voting and sole dispositive power with respect to all such shares of Class A Common Stock.

Following the December--February Transactions, the B Trust beneficially owns 54,057,142 shares of Class A Common Stock (approximately 18.2% of the total number of shares of Class A Common Stock reported in the Issuer's Quarterly Report on Form 10-Q for the quarter ending August 31, 1997 to be outstanding as of October 10, 1997), by virtue of being the sole stockholder of B Shares, Inc. The B Trust has shared voting power and dispositive power with respect to all such shares of Class A Common Stock held by B Shares, L.P.

Following the December--February Transactions, B Shares, L.P. beneficially owns an aggregate of 54,057,142 shares of Class A Common Stock (approximately 18.2% of the total number of shares of Class A Common Stock reported in the Issuer's Quarterly Report on Form 10-Q for the quarter ending August 31, 1997 to be outstanding as of October 10, 1997), which it holds directly. B Shares, L.P. has shared voting and dispositive power with respect to all such shares of Class A Common Stock.

Following the December--February Transactions, B Shares, Inc. beneficially owns an aggregate of 54,057,142 shares of Class A Common Stock (approximately 18.2% of the total number of shares of Class A Common Stock reported in the Issuer's Quarterly Report on Form 10-Q for the quarter ending August 31, 1997 to be outstanding as of October 10, 1997), by virtue of being the general partner of B Shares, L.P. B Shares, Inc. has shared voting and dispositive power with respect to all such shares of Class A Common Stock.

Following the December--February Transactions, Micky Arison beneficially owns an aggregate of 57,938,496 shares of Class A Common Stock (approximately 19.5% of the total number of shares of Class A Common Stock reported in the Issuer's Quarterly Report on Form 10-Q for the quarter ending August 31, 1997 to be outstanding as of October 10, 1997), 600,000 shares of which are underlying vested options which he holds directly, 3,281,354 shares with respect to which he has a beneficial interest by virtue of the interest and authority granted to him under the trust instrument for the MA 1997 Trust and 54,057,142 shares with respect to which he has a beneficial interest by virtue of the interest and authority granted to him under the trust instrument for the B Trust. Micky Arison shares voting power with respect to the 3,281,354 shares of Class A Common Stock indirectly held by the MA 1997 Trust and shares voting and dispositive power with

respect to the 54,057,142 shares of Class A Common Stock indirectly held by the B Trust.

Because of his status as President and Treasurer of TAMMS Corp., Micky Arison may be deemed to share voting power with respect to the 1,826,583.34 shares of Class A Common Stock beneficially owned by TAMMS L.P. Micky Arison disclaims beneficial ownership of the 1,826,583.34 shares of Class A Common Stock owned by TAMMS L.P. which are beneficially owned by the partners of TAMMS L.P. Accordingly, Micky Arison has not reported beneficial ownership of any of the shares of Class A Common Stock held by TAMMS L.P.

Following the December--February Transactions, JMD Delaware beneficially owns an aggregate of 57,338,496 shares of Class A Common Stock (approximately 19.3% of the total number of shares of Class A Common Stock reported in the Issuer's Quarterly Report on Form 10-Q for the quarter ending August 31, 1997 to be outstanding as of October 10, 1997), by virtue of being the trustee of the 1997 MA Trust and the B Trust. JMD Delaware may be deemed to have shared voting and sole dispositive power with respect to the 3,281,354 shares of Class A Common Stock indirectly held by the MA 1997 Trust and shared voting and dispositive power with respect to the 54,057,142 shares of Class A Common Stock indirectly held by the B Trust. JMD Delaware disclaims beneficial ownership of all such shares of Class A Common Stock.

Following the December--February Transactions, James M. Dubin beneficially owns an aggregate of 57,338,496 shares of Class A Common Stock (approximately 19.3% of the total number of shares of Class A Common Stock reported in the Issuer's Quarterly Report on Form 10-Q for the quarter ending August 31, 1997 to be outstanding as of October 10, 1997), by virtue of being the sole shareholder of JMD Delaware, the trustee of the MA 1997 Trust and the B Trust. Mr. Dubin may be deemed to have shared voting and sole dispositive power with respect to the 3,281,354 shares of Class A Common Stock indirectly held by the MA 1997 Trust and shared voting and dispositive power with respect to the 54,057,142 shares of Class A Common Stock indirectly held by the B Trust. Mr. Dubin disclaims beneficial ownership of all such shares of Class A Common Stock.

The Reporting Persons, as a group, beneficially own an aggregate of 139,680,458 shares of Class A Common Stock (approximately 47.0% of the total number of shares of Class A Common Stock reported in the Issuer's Quarterly Report on Form 10-Q for the quarter ending August 31, 1997 to be outstanding as of October 10, 1997). The Reporting Persons, as a group, have sole voting and dispositive power over such shares of Class A Common Stock.

Other than the Reporting Persons, no person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of these shares of Class A Common Stock.

Except for the December--February Transactions, the Reporting Persons have effected no transactions in shares of Class A Common Stock during the past 60 days."

Item 7. Material to be Filed as Exhibits.

Item 7 is hereby amended by the addition thereto of the following:

Exhibit 13 Joint Filing Agreement, dated as of February 16, 1998, among TAMMS L.P., TAMMS Corp., Ted Arison, the Michael Arison Continued Trust, the Shari Arison Irrevocable Trust, the Shari Arison Continued Trust, the Shari Arison Trust No. 1, Shari Arison, the Marilyn Arison Delaware Trust, Marilyn B. Arison, MBA I LLC, the Micky Arison Continued Trust, the MA 1997 Trust, MA 1997, L.P., MA 1997, Inc., the B Trust, B Shares, L.P., B Shares, Inc., Micky Arison, A.H.W. Limited, Andrew H. Weinstein, TAF Management, Kentish Limited, JMD Delaware and James M. Dubin.

Signatures

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct.

Date: February 16, 1998

TAMMS INVESTMENT COMPANY,
LIMITED PARTNERSHIP

By: TAMMS MANAGEMENT
CORPORATION, MANAGING
GENERAL PARTNER

By: /s/ Micky Arison

Micky Arison, President

TAMMS MANAGEMENT
CORPORATION

By: /s/ Micky Arison

Micky Arison, President

/s/ Ted Arison

Ted Arison

CONTINUED TRUST FOR MICHAEL
ARISON, TAF MANAGEMENT
COMPANY, TRUSTEE

By: /s/ Denison H. Hatch, Jr.

Denison H. Hatch, Jr.
Secretary and Treasurer
of Corporate Trustee

SHARI ARISON IRREVOCABLE
GUERNSEY TRUST, A.H.W.
LIMITED, TRUSTEE

By: /s/ R.J. Banfield

R.J. Banfield, Director

CONTINUED TRUST FOR SHARI
ARISON DORSMAN, TAF
MANAGEMENT COMPANY,
TRUSTEE

By: /s/ Denison H. Hatch, Jr.

Denison H. Hatch, Jr.
Secretary and Treasurer
of Corporate Trustee

TED ARISON 1994 IRREVOCABLE
TRUST FOR SHARI NO. 1,
CITITRUST (JERSEY) LIMITED,
TRUSTEE

By: /s/ Debbie Masters /s/ Rob Vincent

Debbie Masters, Director
Rob Vincent, Asst. Secretary

/s/ Shari Arison

Shari Arison

MARILYN B. ARISON IRREVOCABLE DELAWARE
TRUST, TAF MANAGEMENT COMPANY,
TRUSTEE

By: /s/ Denison H. Hatch, Jr.

Denison H. Hatch, Jr.
Secretary and Treasurer
of Corporate Trustee

/s/ Marilyn Arison

Marilyn Arison

MBA I LLC

By: /s/ Denison H. Hatch, Jr.

Denison H. Hatch, Jr.
Secretary and Treasurer
of Corporate Trustee

CONTINUED TRUST FOR MICKY
ARISON, TAF MANAGEMENT
COMPANY, TRUSTEE

By: /s/ Denison H. Hatch, Jr.

Denison H. Hatch, Jr.
Secretary and Treasurer
of Corporate Trustee

MICKY ARISON 1997 HOLDINGS
TRUST, JMD DELAWARE, INC.,
TRUSTEE

By: /s/ Denison H. Hatch, Jr.

Denison H. Hatch, Jr.
Secretary of Corporate Trustee

MA 1997 HOLDINGS, L.P., MA 1997
HOLDINGS, INC., GENERAL
PARTNER

By: /s/ Denison H. Hatch, Jr.

Denison H. Hatch, Jr.
Secretary

MA 1997 HOLDINGS, INC.

By: /s/ Denison H. Hatch, Jr.

Denison H. Hatch, Jr.
Secretary

MICKY ARISON 1994 "B" TRUST,
JMD DELAWARE, INC., TRUSTEE

By: /s/ Denison H. Hatch, Jr.

Denison H. Hatch, Jr.
Secretary of Corporate Trustee

/s/ Micky Arison

Micky Arison

MA 1994 B SHARES, L.P., MA 1994 B
SHARES, INC., GENERAL PARTNER

By: /s/ Denison H. Hatch, Jr.

Denison H. Hatch, Jr.
Secretary

MA 1994 B SHARES, INC.

By: /s/ Denison H. Hatch, Jr.

Denison H. Hatch, Jr.
Secretary

A.H.W. LIMITED

By: /s/ R.J. Banfield

R.J. Banfield, Director

/s/ Andrew H. Weinstein

Andrew H. Weinstein

TAF MANAGEMENT COMPANY

By: /s/ Denison H. Hatch, Jr.

Denison H. Hatch, Jr.
Secretary and Treasurer

KENTISH LIMITED

By: /s/ Philip Scales

Philip Scales

JMD DELAWARE, INC.

By: /s/ Denison H. Hatch, Jr.

Denison H. Hatch, Jr.
Secretary

/s/ James M. Dubin

James M. Dubin

INDEX TO EXHIBITS

Exhibits

- 13 Joint Filing Agreement, dated as of February 16, 1998, among TAMMS L.P., TAMMS Corp., Ted Arison, the Michael Arison Continued Trust, the Shari Arison Irrevocable Trust, the Shari Arison Continued Trust, the Shari Arison Trust No. 1, Shari Arison, the Marilyn Arison Delaware Trust, Marilyn B. Arison, MBA I LLC, the Micky Arison Continued Trust, the MA 1997 Trust, MA 1997, L.P., MA 1997, Inc., the B Trust, B Shares, L.P., B Shares, Inc., Micky Arison, A.H.W. Limited, Andrew H. Weinstein, TAF Management, Kentish Limited, JMD Delaware and James M. Dubin.

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(f) under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them of an amendment or amendments to the Second Amended and Restated Joint Statement on Schedule 13D dated April 23, 1996. This Joint Filing Agreement shall be included as an Exhibit to such joint filing. In evidence thereof, each of the undersigned, being duly authorized, hereby executed this Agreement this 16th day of February, 1998.

TAMMS INVESTMENT COMPANY,
LIMITED PARTNERSHIP

By: TAMMS MANAGEMENT
CORPORATION, MANAGING
GENERAL PARTNER

By: /s/ Micky Arison

Micky Arison, President

TAMMS MANAGEMENT
CORPORATION

By: /s/ Micky Arison

Micky Arison, President

/s/ Ted Arison

Ted Arison

SHARI ARISON IRREVOCABLE
GUERNSEY TRUST, A.H.W.
LIMITED, TRUSTEE

By: /s/ R.J. Banfield

R.J. Banfield, Director

CONTINUED TRUST FOR SHARI
ARISON DORSMAN, TAF
MANAGEMENT COMPANY,
TRUSTEE

By: /s/ Denison H. Hatch, Jr.

Denison H. Hatch, Jr.
Secretary and Treasurer
of Corporate Trustee

TED ARISON 1994 IRREVOCABLE
TRUST FOR SHARI NO. 1,
CITITRUST (JERSEY) LIMITED,
TRUSTEE

By: /s/ Debbie Masters /s/ Rob Vincent

Debbie Masters, Director
Rob Vincent, Asst. Secretary

/s/ Shari Arison

Shari Arison

MARILYN B. ARISON IRREVOCABLE DELAWARE
TRUST, TAF MANAGEMENT COMPANY,
TRUSTEE

By: /s/ Denison H. Hatch, Jr.

Denison H. Hatch, Jr.
Secretary and Treasurer

/s/ Marilyn Arison

Marilyn Arison

MBA I LLC

By: /s/ Denison H. Hatch, Jr.

Denison H. Hatch, Jr.
Executive Vice President,
Secretary and Treasurer

CONTINUED TRUST FOR MICKY
ARISON, TAF MANAGEMENT
COMPANY, TRUSTEE

By: /s/ Denison H. Hatch, Jr.

Denison H. Hatch, Jr.
Secretary and Treasurer
of Corporate Trustee

MICKY ARISON 1997 HOLDINGS
TRUST, JMD DELAWARE, INC.,
TRUSTEE

By: /s/ Denison H. Hatch, Jr.

Denison H. Hatch, Jr.
Secretary of Corporate Trustee

/s/ Micky Arison

Micky Arison

MA 1997 HOLDINGS, INC.

By: /s/ Denison H. Hatch, Jr.

Denison H. Hatch, Jr.
Secretary

MA 1997 HOLDINGS, L.P., MA 1997
HOLDINGS, INC., GENERAL
PARTNER

By: /s/ Denison H. Hatch, Jr.

Denison H. Hatch, Jr.
Secretary

MICKY ARISON 1994 "B" TRUST,
JMD DELAWARE, INC., TRUSTEE

By: /s/ Denison H. Hatch, Jr.

Denison H. Hatch, Jr.
Secretary of Corporate Trustee

/s/ Micky Arison

Micky Arison

MA 1994 B SHARES, L.P., MA 1994 B
SHARES, INC., GENERAL PARTNER

By: /s/ Denison H. Hatch, Jr.

Denison H. Hatch, Jr.
Secretary

MA 1994 B SHARES, INC.

By: /s/ Denison H. Hatch, Jr.

Denison H. Hatch, Jr.
Secretary

A.H.W. LIMITED

By: /s/ R.J. Banfield

R.J. Banfield, Director

/s/ Andrew H. Weinstein

Andrew H. Weinstein

TAF MANAGEMENT COMPANY

By: /s/ Denison H. Hatch, Jr.

Denison H. Hatch, Jr.
Secretary and Treasurer

KENTISH LIMITED

By: /s/ Philip Scales

Philip Scales, Director

JMD DELAWARE, INC.

By: /s/ Denison H. Hatch, Jr.

Denison H. Hatch, Jr.
Secretary

/s/ James M. Dubin

James M. Dubin