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CARNIVAL CORP
Form SC 13D/A
July 16, 2003

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

Schedule 13D

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

CARNIVAL CORPORATION
CARNIVAL PLC

(Name of Issuer)

COMMON STOCK, PAR VALUE \$0.01 PER SHARE, OF CARNIVAL CORPORATION
SPECIAL VOTING SHARE OF CARNIVAL PLC TRUST SHARES
(REPRESENTING BENEFICIAL INTERESTS IN THE P&O PRINCESS SPECIAL VOTING TRUST)

(Title of Class of Securities)

COMMON STOCK: 143658 10 2 AND 143658 30 0**
SPECIAL VOTING SHARE: G7214F 12 2
TRUST SHARES: 143658 30 0**

(CUSIP Number)

Arnaldo Perez, Esq.
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)

APRIL 29, 2003

(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

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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).

** The Common Stock and the Trust Shares trade together under CUSIP Number 143658 30 0. See Items 1 and 4 of this Schedule 13D for additional information.

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CUSIP NO. COMMON STOCK: 143658 10 2 AND 143658 30 0,
SPECIAL VOTING SHARE: G7214F 12 2, TRUST SHARES: 143658 30 0

1) Names 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 (See Instructions)
(a)
(b)

3) SEC Use Only

4) Source of Funds (See Instructions):
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 Report-
ing Person
With
7) Sole Voting Power: 3,653,168

8) Shared Voting Power: -0-

9) Sole Dispositive Power: 3,653,168

10) Shared Dispositive Power: -0-

11) Aggregate Amount Beneficially Owned by Each Reporting Person:
3,653,168

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See
Instructions)

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

14) Type of Reporting Person (See Instructions):

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00

3

CUSIP NO. COMMON STOCK: 143658 10 2 AND 143658 30 0,
SPECIAL VOTING SHARE: G7214F 12 2, TRUST SHARES: 143658 30 0

1) Names 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 (See Instructions)
(a)
(b)

3) SEC Use Only

4) Source of Funds (See Instructions):
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: 3,653,168 |
| | 8) Shared Voting Power: -0- |
| | 9) Sole Dispositive Power: 3,653,168 |
| | 10) Shared Dispositive Power: 3,287,852 |

11) Aggregate Amount Beneficially Owned by Each Reporting Person:
3,653,168

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See
Instructions)

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

14) Type of Reporting Person (See Instructions):
CO

4

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CUSIP NO. COMMON STOCK: 143658 10 2 AND 143658 30 0,
SPECIAL VOTING SHARE: G7214F 12 2, TRUST SHARES: 143658 30 0

1) Names 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 (See Instructions)
(a)
(b)

3) SEC Use Only

4) Source of Funds (See Instructions):
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 Report- ing Person With | 7) Sole Voting Power: 2,124,560 |
| | 8) Shared Voting Power: -0- |
| | 9) Sole Dispositive Power: 2,124,560 |
| | 10) Shared Dispositive Power: -0- |

11) Aggregate Amount Beneficially Owned by Each Reporting Person:
2,124,560

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See
Instructions)

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

14) Type of Reporting Person (See Instructions):
OO

CUSIP NO. COMMON STOCK: 143658 10 2 AND 143658 30 0,
SPECIAL VOTING SHARE: G7214F 12 2, TRUST SHARES: 143658 30 0

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1) Names 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 (See Instructions)
(a)
(b)

3) SEC Use Only

4) Source of Funds (See Instructions):
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 Report- ing Person With | 7) | Sole Voting Power: 6,102,187 |
| | 8) | Shared Voting Power: -0- |
| | 9) | Sole Dispositive Power: 6,102,187 |
| | 10) | Shared Dispositive Power: -0- |

11) Aggregate Amount Beneficially Owned by Each Reporting Person:
6,102,187

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

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

14) Type of Reporting Person (See Instructions):
OO

6

CUSIP NO. COMMON STOCK: 143658 10 2 AND 143658 30 0,
SPECIAL VOTING SHARE: G7214F 12 2, TRUST SHARES: 143658 30 0

1) Names of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons:
MA 1997 HOLDINGS, L.P.

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2) Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)

3) SEC Use Only

4) Source of Funds (See Instructions):
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 Report-
ing Person
With

7) Sole Voting Power: 6,102,187

8) Shared Voting Power: -0-

9) Sole Dispositive Power: 6,102,187

10) Shared Dispositive Power: -0-

11) Aggregate Amount Beneficially Owned by Each Reporting Person:
6,102,187

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See
Instructions)

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

14) Type of Reporting Person (See Instructions):
PN

7

CUSIP NO. COMMON STOCK: 143658 10 2 AND 143658 30 0,
SPECIAL VOTING SHARE: G7214F 12 2, TRUST SHARES: 143658 30 0

1) Names 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 (See Instructions)
(a)
(b)

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3) SEC Use Only

4) Source of Funds (See Instructions):

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: 6,102,187

8) Shared Voting Power: -0-

9) Sole Dispositive Power: 6,102,187

10) Shared Dispositive Power: -0-

11) Aggregate Amount Beneficially Owned by Each Reporting Person:

6,102,187

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

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

1.0%

14) Type of Reporting Person (See Instructions):

CO

8

CUSIP NO. COMMON STOCK: 143658 10 2 AND 143658 30 0,
SPECIAL VOTING SHARE: G7214F 12 2, TRUST SHARES: 143658 30 0

1) Names 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 (See Instructions)

(a)

(b)

3) SEC Use Only

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4) Source of Funds (See Instructions):

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: 106,114,284

8) Shared Voting Power: -0-

9) Sole Dispositive Power: 106,114,284

10) Shared Dispositive Power: -0-

11) Aggregate Amount Beneficially Owned by Each Reporting Person:

106,114,284

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

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

16.9%

14) Type of Reporting Person (See Instructions):

OO

9

CUSIP NO. COMMON STOCK: 143658 10 2 AND 143658 30 0,
SPECIAL VOTING SHARE: G7214F 12 2, TRUST SHARES: 143658 30 0

1) Names 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 (See Instructions)

(a)

(b)

3) SEC Use Only

4) Source of Funds (See Instructions):

Not Applicable

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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: 106,114,284

8) Shared Voting Power: -0-

9) Sole Dispositive Power: 106,114,284

10) Shared Dispositive Power: -0-

11) Aggregate Amount Beneficially Owned by Each Reporting Person:
106,114,284

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13) Percent of Class Represented by Amount in Row (11):
16.9%

14) Type of Reporting Person (See Instructions):
PN

10

CUSIP NO. COMMON STOCK: 143658 10 2 AND 143658 30 0,
SPECIAL VOTING SHARE: G7214F 12 2, TRUST SHARES: 143658 30 0

1) Names 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 (See Instructions)
(a)
(b)

3) SEC Use Only

4) Source of Funds (See Instructions):
Not Applicable

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

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6) Citizenship or Place of Organization:

Delaware

Number of Shares Beneficially Owned by Each Reporting Person With

7) Sole Voting Power: 106,114,284

8) Shared Voting Power: -0-

9) Sole Dispositive Power: 106,114,284

10) Shared Dispositive Power: -0-

11) Aggregate Amount Beneficially Owned by Each Reporting Person:

106,114,284

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

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

16.9%

14) Type of Reporting Person (See Instructions):

CO

11

CUSIP NO. COMMON STOCK: 143658 10 2 AND 143658 30 0,
SPECIAL VOTING SHARE: G7214F 12 2, TRUST SHARES: 143658 30 0

1) Names 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 (See Instructions)

(a)

(b)

3) SEC Use Only

4) Source of Funds (See Instructions):

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

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Number of
Shares Bene-
ficially
Owned by
Each Report-
ing Person
With
7) Sole Voting Power: 130,162,864

8) Shared Voting Power: 93,847,639

9) Sole Dispositive Power: 124,060,677

10) Shared Dispositive Power: 93,847,639

11) Aggregate Amount Beneficially Owned by Each Reporting Person:
224,010,503

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

13) Percent of Class Represented by Amount in Row (11):
35.6%

14) Type of Reporting Person (See Instructions):
IN

12

CUSIP NO. COMMON STOCK: 143658 10 2 AND 143658 30 0,
SPECIAL VOTING SHARE: G7214F 12 2, TRUST SHARES: 143658 30 0

1) Names 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 (See Instructions)
(a) []
(b) [X]

3) SEC Use Only

4) Source of Funds (See Instructions):
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

7) Sole Voting Power: -0-

Number of
Shares Bene-

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ficially Owned by Each Reporting Person With
 8) Shared Voting Power: -0-

 9) Sole Dispositive Power: -0-

 10) Shared Dispositive Power: 5,102,708

11) Aggregate Amount Beneficially Owned by Each Reporting Person:
 5,102,708

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

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

14) Type of Reporting Person (See Instructions):
 00

13

CUSIP NO. COMMON STOCK: 143658 10 2 AND 143658 30 0,
 SPECIAL VOTING SHARE: G7214F 12 2, TRUST SHARES: 143658 30 0

1) Names 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 (See Instructions)
 (a)
 (b)

3) SEC Use Only

4) Source of Funds (See Instructions):
 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
 7) Sole Voting Power: 3,000,000

 8) Shared Voting Power: -0-

 9) Sole Dispositive Power: 3,000,000

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With

10) Shared Dispositive Power: 759,010

11) Aggregate Amount Beneficially Owned by Each Reporting Person:
3,759,010

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

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

14) Type of Reporting Person (See Instructions):
OO

14

CUSIP NO. COMMON STOCK: 143658 10 2 AND 143658 30 0,
SPECIAL VOTING SHARE: G7214F 12 2, TRUST SHARES: 143658 30 0

1) Names 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 (See Instructions)
(a)
(b)

3) SEC Use Only

4) Source of Funds (See Instructions):
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

7) Sole Voting Power: -0-

Number of
Shares Bene-
ficially
Owned by
Each Report-
ing Person
With

8) Shared Voting Power: -0-

9) Sole Dispositive Power: -0-

10) Shared Dispositive Power: 76,787,525

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11) Aggregate Amount Beneficially Owned by Each Reporting Person:

76,787,525

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

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

12.2%

14) Type of Reporting Person (See Instructions):

00

15

CUSIP NO. COMMON STOCK: 143658 10 2 AND 143658 30 0,
SPECIAL VOTING SHARE: G7214F 12 2, TRUST SHARES: 143658 30 0

1) Names 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 (See Instructions)
(a) []
(b) [X]

3) SEC Use Only

4) Source of Funds (See Instructions):

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 Shares Bene- ficially Owned by Each Report- ing Person With | 7) Sole Voting Power: 6,250,000 |
| | 8) Shared Voting Power: 1,200 |
| | 9) Sole Dispositive Power: 2,250,000 |
| | 10) Shared Dispositive Power: 5,103,908 |

11) Aggregate Amount Beneficially Owned by Each Reporting Person:

7,353,908

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12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

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

14) Type of Reporting Person (See Instructions):
IN

16

CUSIP NO. COMMON STOCK: 143658 10 2 AND 143658 30 0,
SPECIAL VOTING SHARE: G7214F 12 2, TRUST SHARES: 143658 30 0

1) Names 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 (See Instructions)
(a)
(b)

3) SEC Use Only

4) Source of Funds (See Instructions):
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 Report- ing Person With | 7) Sole Voting Power: 9,524,560 |
| | 8) Shared Voting Power: 1,000,000 |
| | 9) Sole Dispositive Power: 16,626,747 |
| | 10) Shared Dispositive Power: 2,550,460 |

11) Aggregate Amount Beneficially Owned by Each Reporting Person:
19,117,207

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

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

3.1%

14) Type of Reporting Person (See Instructions):

CO

17

CUSIP NO. COMMON STOCK: 143658 10 2 AND 143658 30 0,
SPECIAL VOTING SHARE: G7214F 12 2, TRUST SHARES: 143658 30 0

1) Names 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 (See Instructions)

(a)

(b)

3) SEC Use Only

4) Source of Funds (See Instructions):

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

7) Sole Voting Power: 39,611,276

Number of
Shares Bene-
ficially
Owned by
Each Report-
ing Person
With

8) Shared Voting Power: 93,847,639

9) Sole Dispositive Power: 16,626,747

10) Shared Dispositive Power: 130,587,523

11) Aggregate Amount Beneficially Owned by Each Reporting Person:

147,214,270

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See
Instructions)

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

23.4%

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14) Type of Reporting Person (See Instructions):

IN

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CUSIP NO. COMMON STOCK: 143658 10 2 AND 143658 30 0,
SPECIAL VOTING SHARE: G7214F 12 2, TRUST SHARES: 143658 30 0

1) Names of Reporting Persons S.S. or I.R.S. Identification Nos. of Above
Persons:
THE TED ARISON 1992 IRREVOCABLE TRUST FOR LIN NUMBER 2

2) Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)

3) SEC Use Only

4) Source of Funds (See Instructions):

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 Report-
ing Person
With

7) Sole Voting Power: -0-

8) Shared Voting Power: -0-

9) Sole Dispositive Power: -0-

10) Shared Dispositive Power: 46,145,830

11) Aggregate Amount Beneficially Owned by Each Reporting Person:

46,145,830

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See
Instructions)

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

7.3%

14) Type of Reporting Person (See Instructions):

00

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CUSIP NO. COMMON STOCK: 143658 10 2 AND 143658 30 0,
SPECIAL VOTING SHARE: G7214F 12 2, TRUST SHARES: 143658 30 0

1) Names of Reporting Persons S.S. or I.R.S. Identification Nos. of Above
Persons:
THE TED ARISON FAMILY FOUNDATION USA, INC.

2) Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)

3) SEC Use Only

4) Source of Funds (See Instructions):
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 Report- ing Person With | 7) Sole Voting Power: 2,250,000 |
| | 8) Shared Voting Power: -0- |
| | 9) Sole Dispositive Power: 2,250,000 |
| | 10) Shared Dispositive Power: -0- |

11) Aggregate Amount Beneficially Owned by Each Reporting Person:
2,250,000

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See
Instructions)

13) Percent of Class Represented by Amount in Row (11):
0.4%

14) Type of Reporting Person (See Instructions):
00

20

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CUSIP NO. COMMON STOCK: 143658 10 2 AND 143658 30 0,
SPECIAL VOTING SHARE: G7214F 12 2, TRUST SHARES: 143658 30 0

1) Names of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons:
COUTTS (JERSEY) LIMITED

2) Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)

3) SEC Use Only

4) Source of Funds (See Instructions):

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 Report- ing Person With | 7) Sole Voting Power: -0- |
| | 8) Shared Voting Power: -0- |
| | 9) Sole Dispositive Power: -0- |
| | 10) Shared Dispositive Power: 46,145,830 |

11) Aggregate Amount Beneficially Owned by Each Reporting Person:
46,145,830

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13) Percent of Class Represented by Amount in Row (11):
7.3%

14) Type of Reporting Person (See Instructions):
CO

CUSIP NO. COMMON STOCK: 143658 10 2 AND 143658 30 0,
SPECIAL VOTING SHARE: G7214F 12 2, TRUST SHARES: 143658 30 0

1) Names of Reporting Persons S.S. or I.R.S. Identification Nos. of Above

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Persons:
CITITRUST (JERSEY) LIMITED

2) Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)

3) SEC Use Only

4) Source of Funds (See Instructions):
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 Shares Beneficially 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: 76,787,525

11) Aggregate Amount Beneficially Owned by Each Reporting Person:
76,787,525

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See
Instructions)

13) Percent of Class Represented by Amount in Row (11):
12.2%

14) Type of Reporting Person (See Instructions):
CO

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CUSIP NO. COMMON STOCK: 143658 10 2 AND 143658 30 0,
SPECIAL VOTING SHARE: G7214F 12 2, TRUST SHARES: 143658 30 0

1) Names of Reporting Persons S.S. or I.R.S. Identification Nos. of Above
Persons:
JMD PROTECTOR, INC.

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2) Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)

3) SEC Use Only

4) Source of Funds (See Instructions):
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: 30,085,716 |
| | 8) Shared Voting Power: 92,847,639 |
| | 9) Sole Dispositive Power: -0- |
| | 10) Shared Dispositive Power: 122,933,355 |

11) Aggregate Amount Beneficially Owned by Each Reporting Person:
122,933,355

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See
Instructions)

13) Percent of Class Represented by Amount in Row (11):
19.6%

14) Type of Reporting Person (See Instructions):
CO

23

CUSIP NO. COMMON STOCK: 143658 10 2 AND 143658 30 0,
SPECIAL VOTING SHARE: G7214F 12 2, TRUST SHARES: 143658 30 0

1) Names of Reporting Persons S.S. or I.R.S. Identification Nos. of Above
Persons:
BALLUTA LIMITED

2) Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)

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3) SEC Use Only

4) Source of Funds (See Instructions):

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

Number of Shares Beneficially 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: 5,102,708

11) Aggregate Amount Beneficially Owned by Each Reporting Person:

5,102,708

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

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

0.8%

14) Type of Reporting Person (See Instructions):

00

24

CUSIP NO. COMMON STOCK: 143658 10 2 AND 143658 30 0,
SPECIAL VOTING SHARE: G7214F 12 2, TRUST SHARES: 143658 30 0

1) Names 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 (See Instructions)

(a)

(b)

3) SEC Use Only

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- 4) Source of Funds (See Instructions):
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: 400,000
- 8) Shared Voting Power: -0-
- 9) Sole Dispositive Power: 400,000
- 10) Shared Dispositive Power: 1,032,440
-
- 11) Aggregate Amount Beneficially Owned by Each Reporting Person:
1,432,440
-
- 12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
-
- 13) Percent of Class Represented by Amount in Row (11):
0.2%
-
- 14) Type of Reporting Person (See Instructions):
OO

25

CUSIP NO. COMMON STOCK: 143658 10 2 AND 143658 30 0,
SPECIAL VOTING SHARE: G7214F 12 2, TRUST SHARES: 143658 30 0

-
- 1) Names 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 (See Instructions)
(a)
(b)
-
- 3) SEC Use Only
-
- 4) Source of Funds (See Instructions):
Not Applicable
-

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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: 400,000

8) Shared Voting Power: -0-

9) Sole Dispositive Power: 400,000

10) Shared Dispositive Power: 1,032,440

11) Aggregate Amount Beneficially Owned by Each Reporting Person:

1,432,440

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

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

0.2%

14) Type of Reporting Person (See Instructions):

00

26

CUSIP NO. COMMON STOCK: 143658 10 2 AND 143658 30 0,
SPECIAL VOTING SHARE: G7214F 12 2, TRUST SHARES: 143658 30 0

1) Names 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 (See Instructions)
(a)
(b)

3) SEC Use Only

4) Source of Funds (See Instructions):

Not Applicable

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

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6) Citizenship or Place of Organization:

Delaware

Number of Shares Beneficially Owned by Each Reporting Person With

| | |
|-----|-----------------------------------|
| 7) | Sole Voting Power: 4,000,000 |
| 8) | Shared Voting Power: -0- |
| 9) | Sole Dispositive Power: 4,000,000 |
| 10) | Shared Dispositive Power: 759,010 |

11) Aggregate Amount Beneficially Owned by Each Reporting Person:

4,759,010

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

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

0.8%

14) Type of Reporting Person (See Instructions):

00

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CUSIP NO. COMMON STOCK: 143658 10 2 AND 143658 30 0,
SPECIAL VOTING SHARE: G7214F 12 2, TRUST SHARES: 143658 30 0

1) Names of Reporting Persons S.S. or I.R.S. Identification Nos. of Above Persons:

THE MICHAEL ARISON 1999 IRREVOCABLE DELAWARE TRUST

2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3) SEC Use Only

4) Source of Funds (See Instructions):

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

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| | |
|--|--------------------------------------|
| Number of Shares Bene- ficially Owned by Each Report- ing Person With | 7) Sole Voting Power: -0- |
| | 8) Shared Voting Power: 1,000,000 |
| | 9) Sole Dispositive Power: 1,000,000 |
| | 10) Shared Dispositive Power: -0- |
| 11) Aggregate Amount Beneficially Owned by Each Reporting Person: | |
| | 1,000,000 |
| 12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) | |
| | <input type="checkbox"/> |
| 13) Percent of Class Represented by Amount in Row (11): | |
| | 0.2% |
| 14) Type of Reporting Person (See Instructions): | |
| | 00 |

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The Schedule 13D relating to Carnival Corporation and Carnival plc is being filed by TAMMS Investment Company, Limited Partnership, TAMMS Management Corporation, the Continued Trust for Micky Arison, the Micky Arison 1997 Holdings Trust, MA 1997 Holdings, L.P., MA 1997 Holdings, Inc., the Micky Arison 1994 "B" Trust, MA 1994 B Shares, L.P., MA 1994 B Shares, Inc., Micky Arison, the Shari Arison Irrevocable Guernsey Trust, the Continued Trust for Shari Arison Dorsman, the Ted Arison 1994 Irrevocable Trust for Shari No. 1, Shari Arison, JMD Delaware, Inc., James M. Dubin, Ted Arison 1992 Irrevocable Trust for Lin No.2, The Ted Arison Family Foundation USA, Inc., Coutts (Jersey) Limited, Cititrust (Jersey) Limited, JMD Protector, Inc., Balluta Limited, the Marilyn B. Arison Irrevocable Delaware Trust, MBA I, LLC, the Continued Trust for Michael Arison and the Michael Arison 1999 Irrevocable Delaware Trust. As of April 29, 2003, The Royal Bank of Scotland Trust Company (Jersey) Limited ceased to be a Reporting Person. This Schedule 13D is hereby amended as follows:

ITEM 1. SECURITY AND ISSUER

No material change.

ITEM 2. IDENTITY AND BACKGROUND

Item 2 is hereby amended by deleting paragraph (a) (xix) and replacing it with the following:

"(xix) Coutts (Jersey) Limited ("Coutts"),";

Item 2 is hereby further amended by deleting paragraph (c) (xvii) and replacing it with the following:

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"(c) (xvii) Lin Trust No. 2 is a Jersey trust established for the benefit of Marilyn B. Arison. The address of the trust is c/o Coutts (Jersey) Limited, P.O. Box 6, 23-25 Broad Street, St. Helier, Jersey JE4 8 ND, Channels Islands. The sole trustee of the trust is Coutts, which is a company organized under the laws of Jersey, Channels Islands, the principal business of which is the provision of trustee company services. The name, residence or business address and principal occupation or employment of each director, executive officer and controlling person of Coutts are as follows:

| NAME ----- | RESIDENCE OR BUSINESS ADDRESS ----- | PRINCIPAL OCC OR EMPLOYME ----- |
|---|--|---------------------------------------|
| The Royal Bank of Scotland International (Holdings) Limited | Royal Bank House, P.O. Box 64 71 Bath Street, St. Helier Jersey JE4 8 ND, Channel Islands | Controlling P |

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| NAME ----- | RESIDENCE OR BUSINESS ADDRESS ----- | PRINCIPAL OCC OR EMPLOYME ----- |
|-------------------------------------|---|---------------------------------------|
| John Anthony Heaps | c/o Coutts (Jersey) Limited P.O. Box 6 23-25 Broad Street, St. Helier Jersey JE4 8 ND, Channel Islands | Director |
| David Neuschaffer | c/o Coutts (Jersey) Limited P.O. Box 6 23-25 Broad Street, St. Helier Jersey JE4 8 ND, Channel Islands | Director |
| Barry Derek Poole | c/o Coutts (Jersey) Limited P.O. Box 6 23-25 Broad Street, St. Helier Jersey JE4 8 ND, Channel Islands | Director |
| David William Michael Ballingall | c/o Coutts (Jersey) Limited P.O. Box 6 23-25 Broad Street, St. Helier Jersey JE4 8 ND, Channel Islands | Director |
| Martin John Hall | c/o Coutts (Isle of Man) Limited Coutts House Summerville Road Onchan Isle of Man IM3 1RB | Director |
| Keith Anthony Luxon | c/o Coutts (Monaco) SAM George V 14 Avenue de Grande-Bretagne Monte Carlo MC98000 Monaco | Director |

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Gerhard Hans Mueller

c/o Coutts Bank (Switzerland) AG
Brandschenkestrasse 5
8022 Zurich, Switzerland"

Director

Item 2 is hereby further amended by deleting paragraph (c) (xix) and replacing it with the following:

"(c) (xix) Coutts is a Jersey corporation the principal business of which is to carry on the business of a trustee company generally. The address of Coutts is Coutts (Jersey) Limited, P.O. Box 6, 23-25 Broad Street, St. Helier, Jersey JE4 8 ND, Channel Islands. The name, residence or business address and principal occupation or employment of each director, executive officer and controlling person of Coutts are set forth in Item 2(c) (xvii)."

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Item 2 is hereby further amended by deleting paragraph (c) (xx) and replacing it with the following:

(c) (xx) Cititrust is a Jersey corporation the principal business of which is to carry on the business of a trustee company generally. The address of Cititrust is Cititrust (Jersey) Limited, P.O. Box 728, 38 Esplanade, St. Helier, Jersey, Channel Islands. The name, residence or business address and principal occupation or employment of each director, executive officer and controlling person of Cititrust are set forth in Item 2(c) (xiii)."

Item 2 is hereby further amended by deleting paragraph (f) and replacing it with the following:

"(f) The natural persons who are Reporting Persons or officers, directors or controlling persons of the Reporting Persons have the following citizenship:

Marilyn Arison, Micky Arison, John J. O'Neil, James M. Dubin, Henry Eckstein, Eric Goodison, Stanford L. Stevenson, III, Thomas R. Pulsifer, D. Smith Freeman, Walter C. Tuthill, Richard B. Skor and Arnaldo Perez: United States;

Shari Arison, Jason Arison and David Arison: Israel and United States;

Madeleine Arison, David William Michael Ballingall, Alan Crowther, Anthony Daly, Martin John Hall, Clive Jones, Keith Anthony Luxon, Barry Derek Poole, Philip Peter Scales, Debbie Sebire, John Anthony Heaps, David Neuschaffer, Robert James Banfield and Thomas Rilko: British;

Maria del Carmen Butler: The Bahamas; and

Gerhard Hans Mueller: Switzerland."

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

No material change.

ITEM 4. PURPOSE OF TRANSACTION.

No material change.

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ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

Item 5 is hereby amended by deleting the twenty-first paragraph thereof and replacing it with the following:

"Coutts beneficially owns 46,145,830 Shares (approximately 7.3% of the total number of Shares outstanding), by virtue of being the trustee of the Lin Trust No. 2. Coutts has shared dispositive power with respect to the Shares held by the Lin Trust No. 2.

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Accordingly, Coutts may be deemed to beneficially own such Shares for which it exercises such dispositive power. Coutts disclaims beneficial ownership of such Shares."

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

No material change.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

The following exhibit has been filed with this Schedule 13D.

Exhibit 16 Joint Filing Agreement, dated as of July 16, 2003, among TAMMS L.P., TAMMS Corp., the Micky Arison Continued Trust, the Micky Arison 1997 Trust, MA 1997, L.P., MA 1997, Inc., the B Trust, B Shares, L.P., B Shares, Inc., Micky Arison, the Shari Arison Guernsey Trust, the Shari Arison Continued Trust, the Shari Arison Trust No. 1, Shari Arison, JMD Delaware, James M. Dubin, the Lin Trust No. 2, the Foundation, Coutts, Cititrust, JMD Protector, Balluta Limited, the Marilyn Arison Delaware Trust, MBA, Michael Arison Continued Trust and the Michael Arison 1999 Trust.

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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: July 16, 2003

TAMMS INVESTMENT COMPANY, LIMITED PARTNERSHIP

By: TAMMS MANAGEMENT
CORPORATION, MANAGING
GENERAL PARTNER

By: /s/ Micky Arison

Micky Arison, President

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TAMMS MANAGEMENT CORPORATION

By: /s/ Micky Arison

Micky Arison, President

CONTINUED TRUST FOR MICKY ARISON, JMD DELAWARE, INC., TRUSTEE

By: /s/ Stanford L. Stevenson, III

Stanford L. Stevenson, III
Secretary of Corporate Trustee

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

By: /s/ Stanford L. Stevenson, III

Stanford L. Stevenson, III
Secretary of Corporate Trustee

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

By: /s/ Stanford L. Stevenson, III

Stanford L. Stevenson, III
Secretary of Corporate Trustee

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

By: /s/ Stanford L. Stevenson, III

Stanford L. Stevenson, III
Secretary

MA 1997 HOLDINGS, INC.

By: /s/ Stanford L. Stevenson, III

Stanford L. Stevenson, III
Secretary

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

By: /s/ Stanford L. Stevenson, III

Stanford L. Stevenson, III
Secretary

MA 1994 B SHARES, INC.

By: /s/ Stanford L. Stevenson, III

Stanford L. Stevenson, III
Secretary

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/s/ Micky Arison

Micky Arison

SHARI ARISON IRREVOCABLE GUERNSEY TRUST, BALLUTA LIMITED, TRUSTEE

By: /s/ Alasdair M.A. Cross

Alasdair M.A. Cross

CONTINUED TRUST FOR SHARI ARISON DORSMAN, JMD DELAWARE, INC., TRUSTEE

By: /s/ Stanford L. Stevenson, III

Stanford L. Stevenson, III
Secretary of Corporate Trustee

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

By: /s/ Breege Jude

Breege Jude, Director

/s/ Shari Arison

Shari Arison

JMD DELAWARE, INC.

By: /s/ Stanford L. Stevenson, III

Stanford L. Stevenson, III
Secretary

/s/ James M. Dubin

James M. Dubin

BALLUTA LIMITED

By: /s/ Alasdair M.A. Cross

Alasdair M.A. Cross

1992 IRREVOCABLE TRUST FOR LIN NUMBER TWO, COUTTS (JERSEY) LIMITED, TRUSTEE

By: /s/ David Ballingall

David Ballingall

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By: /s/ James Nicholls

James Nicholls

THE TED ARISON FAMILY FOUNDATION USA, INC.

By: /s/ Arnaldo Perez

Arnaldo Perez

COUTTS (JERSEY) LIMITED

By: /s/ David Ballingall

David Ballingall

By: /s/ James Nicholls

James Nicholls

MBA I, LLC

By: /s/ Stanford L. Stevenson, III

Stanford L. Stevenson, III
Vice President and Secretary

CITITRUST (JERSEY) LIMITED

By: /s/ Breege Jude

Breege Jude, Director

JMD PROTECTOR, INC.

By: /s/ James M. Dubin

James M. Dubin
President, Director

MARILYN B. ARISON IRREVOCABLE DELAWARE TRUST, JMD DELAWARE, INC., TRUSTEE

By: /s/ Stanford L. Stevenson, III

Stanford L. Stevenson, III
Secretary of Corporate Trustee

CONTINUED TRUST FOR MICHAEL ARISON, JMD DELAWARE, INC., TRUSTEE

By: /s/ Stanford L. Stevenson, III

Stanford L. Stevenson, III

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Secretary of Corporate Trustee

MICHAEL ARISON 1999 IRREVOCABLE DELAWARE TRUST JMD DELAWARE, INC., TRUSTEE

By: /s/ Stanford L. Stevenson, III

Stanford L. Stevenson, III
Secretary of Corporate Trustee

INDEX TO EXHIBITS

EXHIBITS

Exhibit 16 Joint Filing Agreement, dated as of July 16, 2003, among TAMMS L.P., TAMMS Corp., the Micky Arison Continued Trust, the Micky Arison 1997 Trust, MA 1997, L.P., MA 1997, Inc., the B Trust, B Shares, L.P., B Shares, Inc., Micky Arison, the Shari Arison Guernsey Trust, the Shari Arison Continued Trust, the Shari Arison Trust No. 1, Shari Arison, JMD Delaware, James M. Dubin, the Lin Trust No. 2, the Foundation, Coutts, Cititrust, JMD Protector, Balluta Limited, the Marilyn Arison Delaware Trust, MBA, Michael Arison Continued Trust and the Michael Arison 1999 Trust.