

Schedule 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 6)\*

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)

July 27, 2004

-----  
(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 that is the subject of this Schedule 13D, and is filing this schedule because of ss.ss.240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. [ ]

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 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).

\*\* 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.

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 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: -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):

00

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: 365,316

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):

C0

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

TED ARISON CONTINUED IRREVOCABLE 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 Beneficially Owned by Each Reporting 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):

00

1) Names 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 (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: 2,162,187

8) Shared Voting Power: -0-

9) Sole Dispositive Power: 2,162,187

10) Shared Dispositive Power: -0-

11) Aggregate Amount Beneficially Owned by Each Reporting Person:

2,162,187

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

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

0.3%

14) Type of Reporting Person (See Instructions):

PN

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)

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: 2,162,187

8) Shared Voting Power: -0-

9) Sole Dispositive Power: 2,162,187

10) Shared Dispositive Power: -0-

11) Aggregate Amount Beneficially Owned by Each Reporting Person:

2,162,187

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

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

0.3%

14) Type of Reporting Person (See Instructions):

C0

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

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):

16.8%

14) Type of Reporting Person (See Instructions):

00

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

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):

16.8%

14) Type of Reporting Person (See Instructions):

PN



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)

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):

16.8%

14) Type of Reporting Person (See Instructions):

C0

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

|   |     |                                      |
|---|-----|--------------------------------------|
| Number of Shares Beneficially Owned by Each Reporting Person With | 7)  | Sole Voting Power: 115,747,826       |
|   | 8)  | Shared Voting Power: 90,605,680      |
|   | 9)  | Sole Dispositive Power: 115,747,826  |
|   | 10) | Shared Dispositive Power: 91,235,120 |

11) Aggregate Amount Beneficially Owned by Each Reporting Person:

207,385,946

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

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

32.8%

14) Type of Reporting Person (See Instructions):

IN

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)

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

|   |     |                                     |
|---|-----|-------------------------------------|
| 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

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

TED ARISON CONTINUED IRREVOCABLE TRUST FOR SHARI 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 Beneficially Owned by Each Reporting Person With

7) Sole Voting Power: 3,000,000

8) Shared Voting Power: -0-

9) Sole Dispositive Power: 3,000,000

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):

00

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

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: 71,787,525

11) Aggregate Amount Beneficially Owned by Each Reporting Person:

71,787,525

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

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

11.3%

14) Type of Reporting Person (See Instructions):

00

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)

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 Beneficially Owned by Each Reporting Person With

7) Sole Voting Power: 5,039,435

8) Shared Voting Power: 1,200

9) Sole Dispositive Power: 1,039,435

10) Shared Dispositive Power: 5,103,908

11) Aggregate Amount Beneficially Owned by Each Reporting Person:

6,143,343

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):

IN

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 Beneficially Owned by Each Reporting Person With | 7) Sole Voting Power: 14,478,580          |
|   | 8) Shared Voting Power: 403,000           |
|   | 9) Sole Dispositive Power: 13,363,560     |
|   | 10) Shared Dispositive Power: 121,909,124 |

11) Aggregate Amount Beneficially Owned by Each Reporting Person:

135,272,684

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

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

21.4%

14) Type of Reporting Person (See Instructions):

C0

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

|   |     |                                      |
|---|-----|--------------------------------------|
| Number of Shares Beneficially Owned by Each Reporting Person With | 7)  | Sole Voting Power: 38,047,276        |
|   | 8)  | Shared Voting Power: 90,605,680      |
|   | 9)  | Sole Dispositive Power: 38,450,276   |
|   | 10) | Shared Dispositive Power: 96,823,408 |

11) Aggregate Amount Beneficially Owned by Each Reporting Person:

135,273,684

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

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

21.4%

14) Type of Reporting Person (See Instructions):

IN



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 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: 43,500,871

11) Aggregate Amount Beneficially Owned by Each Reporting Person:

43,500,871

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

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

6.9%

14) Type of Reporting Person (See Instructions):

00

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 Beneficially Owned by Each Reporting Person With

7) Sole Voting Power: 1,039,435

8) Shared Voting Power: -0-

9) Sole Dispositive Power: 1,039,435

10) Shared Dispositive Power: -0-

11) Aggregate Amount Beneficially Owned by Each Reporting Person:

1,039,435

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

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 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: 43,500,871

11) Aggregate Amount Beneficially Owned by Each Reporting Person:

43,500,871

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

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

6.9%

14) Type of Reporting Person (See Instructions):

C0

1) Names of Reporting Persons S.S. or I.R.S. Identification Nos. of Above 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: 71,787,525

11) Aggregate Amount Beneficially Owned by Each Reporting Person:

71,787,525

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

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

11.3%

14) Type of Reporting Person (See Instructions):

C0

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

JMD PROTECTOR, 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 Beneficially Owned by Each Reporting Person With | 7)  | Sole Voting Power: 25,085,716         |
|   | 8)  | Shared Voting Power: 90,202,680       |
|   | 9)  | Sole Dispositive Power: -0-           |
|   | 10) | Shared Dispositive Power: 115,288,396 |

11) Aggregate Amount Beneficially Owned by Each Reporting Person:

115,288,396

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

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

18.2%

14) Type of Reporting Person (See Instructions):

C0

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)

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

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

THE MARILYN B. ARISON 2003 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 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

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

MBA I, 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

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



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

JAFASA CONTINUED IRREVOCABLE 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 Beneficially Owned by Each Reporting Person With

7) Sole Voting Power: 3,836,000

8) Shared Voting Power: -0-

9) Sole Dispositive Power: 3,836,000

10) Shared Dispositive Power: 759,010

11) Aggregate Amount Beneficially Owned by Each Reporting Person:

4,595,010

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

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

0.7%

14) Type of Reporting Person (See Instructions):

00

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

THE 1999 JAFASA 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

|  |     |                                 |
|--|-----|---------------------------------|
| Number of<br>Shares Beneficially<br>Owned by<br>Each Reporting<br>Person<br>With | 7)  | Sole Voting Power: -0-          |
|  | 8)  | Shared Voting Power: 403,000    |
|  | 9)  | Sole Dispositive Power: 403,000 |
|  | 10) | Shared Dispositive Power: -0-   |

11) Aggregate Amount Beneficially Owned by Each Reporting Person:

403,000

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

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

0.1%

14) Type of Reporting Person (See Instructions):

00

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

JJO 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 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: 120,391,104 |

11) Aggregate Amount Beneficially Owned by Each Reporting Person:

120,391,104

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

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

19.0%

14) Type of Reporting Person (See Instructions):

C0

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

JOHN J. O'NEIL

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<br>Shares Bene-<br>ficially<br>Owned by<br>Each Report-<br>ing Person<br>With | 7)  | Sole Voting Power: -0-                |
|   | 8)  | Shared Voting Power: -0-              |
|   | 9)  | Sole Dispositive Power: -0-           |
|   | 10) | Shared Dispositive Power: 120,391,104 |

11) Aggregate Amount Beneficially Owned by Each Reporting Person:

120,391,104

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

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

19.0%

14) Type of Reporting Person (See Instructions):

IN

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

MICKY ARISON 2003 GRAT

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: 4,000,000

8) Shared Voting Power: -0-

9) Sole Dispositive Power: 4,000,000

10) Shared Dispositive Power: -0-

11) Aggregate Amount Beneficially Owned by Each Reporting Person:

4,000,000

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

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

0.6%

14) Type of Reporting Person (See Instructions):

00

The Schedule 13D relating to Carnival Corporation and Carnival plc is being filed by TAMMS Investment Company, Limited Partnership, TAMMS Management Corporation, the Ted Arison Continued Irrevocable Trust for Micky Arison, 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 Ted Arison Continued Irrevocable Trust for Shari Arison, 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 2003 Trust, MBA I, L.P., the Jafasa Continued Irrevocable Trust (formerly known as the Ted Arison Continued Irrevocable Trust for Michael Arison), The 1999 Jafasa Irrevocable Delaware Trust (formerly known as The 1999 Irrevocable Delaware Trust for Michael Arison), JJO Delaware, Inc., John J. O'Neil and the Micky Arison 2003 GRAT (collectively, the "Covered Persons"). This Amendment No. 6 is being filed because the number of Shares beneficially owned by the Covered Persons has decreased by an amount in excess of one percent of the total number of Shares outstanding. 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)(iv).

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

No material change.

ITEM 4. PURPOSE OF TRANSACTION.

On May 27, 2004, the Foundation entered into a sales plan under Rule 10b5-1. Under the plan, the Foundation may sell up to approximately 2.25 million Shares in open market transactions.

On May 27, 2004, the Jafasa Continued Trust entered into a sales plan under Rule 10b5-1. Under the plan, the Jafasa Continued Trust may sell up to approximately 1 million Shares in open market transactions.

In the future, other Reporting Persons may enter into similar sales plans to sell Shares under Rule 10b5-1.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

Item 5 is hereby amended and restated in its entirety as follows:

All ownership percentages set forth herein assume that there are 633,066,932 Shares outstanding, based on 633,066,932 shares of Carnival Corporation Common Stock, representing the total number of shares reported in the Quarterly Report on Form 10-Q of Carnival Corporation for the quarter ending May 31, 2004 to be outstanding as of July 9, 2004.

(a) and (b)(i) TAMMS L.P. may be deemed to own beneficially 3,653,168 Shares (approximately 0.6% of the total number of Shares outstanding). TAMMS L.P. has sole voting power and sole dispositive power over the 3,653,168 Shares held by TAMMS L.P.

(ii) TAMMS Corp. is the Managing General Partner of TAMMS L.P. and as such is entitled, pursuant to the Limited Partnership Agreement, to exercise all voting rights with respect to the Shares held by TAMMS L.P. TAMMS Corp. may be deemed to own beneficially all the 3,653,168 Shares (approximately 0.6% of the total number of Shares outstanding) beneficially owned by TAMMS L.P. TAMMS Corp. has sole voting power over the 3,653,168 Shares directly held by TAMMS L.P. Pursuant to the Limited Partnership Agreement, the Managing General Partner of TAMMS L.P. can dispose of up to 10% in value of the property of TAMMS L.P. To dispose of a greater amount of the property, consent of a majority interest of the partners in TAMMS L.P. is needed. Thus, TAMMS Corp. has sole dispositive power over 365,316 Shares held by TAMMS L.P. and shares dispositive power over the remaining 3,287,852 Shares held by TAMMS L.P.

(iii) The Micky Arison Continued Trust beneficially owns an aggregate of 2,124,560 Shares (approximately 0.3% of the total number of Shares outstanding), all of which it holds directly. The Micky Arison Continued Trust has sole voting and dispositive power with respect to the 2,124,560 Shares held by it.

(iv) MA 1997, L.P. beneficially owns an aggregate of 2,162,187 Shares (approximately 0.3% of the total number of Shares outstanding), all of which it holds directly. MA 1997, L.P. has sole voting and dispositive power with respect to all such Shares that it holds directly.

(v) MA 1997, Inc. beneficially owns an aggregate of 2,162,187 Shares (approximately 0.3% of the total number of Shares outstanding), by virtue of being the general partner of MA 1997, L.P. MA 1997, Inc. has sole voting and dispositive power with respect to all such Shares.

(vi) The B Trust beneficially owns 106,114,284 Shares (approximately 16.8% of the total number of Shares outstanding), by virtue of being the sole stockholder of B Shares, Inc., the general partner of B Shares, L.P. The B Trust has sole voting power and dispositive power with respect to all such Shares held by B Shares, L.P.

(vii) B Shares, L.P. beneficially owns an aggregate of 106,114,284 Shares (approximately 16.8% of the total number of Shares outstanding), which it holds directly. B Shares, L.P. has sole voting and dispositive power with respect to all such Shares.

(viii) B Shares, Inc. beneficially owns an aggregate of 106,114,284 Shares (approximately 16.8% of the total number of Shares outstanding), by virtue of being the general partner of B Shares, L.P. B Shares, Inc. has sole voting and dispositive power with respect to all such Shares.

(ix) Micky Arison beneficially owns an aggregate of 207,385,946 Shares (approximately 32.8% of the total number of Shares outstanding), 552,000 Shares of which are underlying vested options which he holds directly, 2,162,187 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 Micky Arison 2003 Revocable Trust, 106,114,284 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, 97,125,035 Shares with respect to which he has a beneficial interest by virtue of the interest and authority granted to him under the last will of Ted Arison, dated July 8, 1999 and 1,432,440 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 Marilyn Arison 2003 Trust. Micky Arison has shared dispositive and voting power with respect to the 43,500,871 Shares held by the Lin Trust No. 2 and with respect to 46,701,809 Shares held by the Shari Arison Trust No. 1. Micky Arison has sole voting and dispositive power with respect to the 2,162,187 Shares indirectly held by the Micky Arison 2003 Revocable Trust, which is the sole stockholder of MA 1997, Inc. Micky Arison has shared voting power with respect to 403,000 Shares held by the 1999 Jafasa Trust. Micky Arison has shared dispositive power with respect to 1,032,440 Shares held by the Marilyn Arison 2003 Trust. Micky Arison has sole voting and dispositive power with respect to the 6,519,355 Shares held by the 1997 Irrevocable Trust for Micky Arison, the 106,114,284 Shares indirectly held by the B Trust, the 400,000 Shares held by the Marilyn Arison 2003 Trust and the 552,000 Shares underlying vested options.

Because of his status as President and Treasurer of TAMMS Corp., Micky Arison may also be deemed to share voting power with respect to the remaining 2,620,728 Shares beneficially owned by TAMMS L.P. in addition to 1,032,440 Shares held by the Marilyn Arison 2003 Trust. Micky Arison disclaims beneficial ownership of the 2,620,728 Shares 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 the 2,620,728 Shares held by TAMMS L.P.

(x) The Shari Arison Guernsey Trust beneficially owns an aggregate of 5,102,708 Shares (approximately 0.8% of the total number of Shares outstanding), 4,000,000 of which it owns directly and 1,102,708 of which it holds beneficially by virtue of its interest in TAMMS L.P. The Shari Arison Guernsey Trust has shared dispositive power over all such Shares.

(xi) The Shari Arison Continued Trust beneficially owns an aggregate of 3,759,010 Shares (approximately 0.6% of the total number of Shares outstanding), 3,000,000 of which it holds directly and 759,010 of which it holds beneficially by virtue of its interest in TAMMS L.P. The Shari Arison Continued Trust has sole voting and dispositive power with respect to the 3,000,000 Shares held by it and shares dispositive power over the 759,010 Shares held by TAMMS L.P.



(xii) The Shari Arison Trust No. 1 beneficially owns the 71,787,525 Shares for which it exercises shared dispositive power (approximately 11.3% of the total number of Shares outstanding).

(xiii) Shari Arison beneficially owns 6,143,343 Shares (approximately 1.0% of the total number of Shares outstanding). Shari Arison has sole voting power and shared dispositive power with respect to 4,000,000 Shares directly held by the Shari Arison Guernsey Trust and shared dispositive power with respect to the trust's ownership interest in the 1,102,708 Shares held by TAMMS L.P. Because Shari Arison is Chairman and President of the Foundation, she may be deemed to beneficially own the 1,039,435 Shares held by the Foundation and have sole voting and dispositive power over such Shares. Ms. Arison also may be deemed to beneficially own 1,200 Shares held by her children and have shared voting and dispositive power over such Shares. Ms. Arison disclaims beneficial ownership of such Shares held by her children and the Foundation.

(xiv) JMD Delaware beneficially owns an aggregate of 135,272,684 Shares (approximately 21.4% of the total number of Shares outstanding), by virtue of being the trustee of the Shari Arison Continued Trust, the Micky Arison Continued Trust, the Jafasa Continued Trust, the 1999 Jafasa Trust and the 2003 GRAT and the co-trustee of the Lin Trust No. 2, the Shari Arison Trust No. 1 and the Shari Guernsey Trust. JMD Delaware has shared voting and sole dispositive power with respect to the Shares held by the 1999 Jafasa Trust. JMD Delaware has sole voting and dispositive power with respect to the Shares held by the Micky Arison Continued Trust, the 2003 GRAT and certain Shares held by each of the Shari Arison Continued Trust and the Jafasa Continued Trust. JMD Delaware has sole voting and shared dispositive power with respect to certain Shares held by each of the Shari Arison Continued Trust and the Jafasa Continued Trust. JMD Delaware has shared dispositive power with respect to the Shares held by each of Lin Trust No. 2, the Shari Arison Trust No. 1 and the Shari Arison Guernsey Trust. Accordingly, JMD Delaware may be deemed to beneficially own such Shares for which it expresses voting and dispositive power. JMD Delaware disclaims beneficial ownership of all such Shares.

(xv) James M. Dubin beneficially owns an aggregate of 135,273,684 Shares (approximately 21.4% of the total number of Shares outstanding), 1,000 Shares of which he holds directly and 135,272,684 Shares with respect to which he has a beneficial interest by virtue of being the sole shareholder of JMD Delaware, JMD Protector and Balluta and the sole trustee of the Marilyn Arison 2003 Trust. Mr. Dubin has shared voting and dispositive power with respect to the Shares held by the Lin Trust No. 2 and certain Shares held by the Shari Arison Trust No. 1. Mr. Dubin has shared voting and sole dispositive power with respect to the Shares held by the 1999 Jafasa Trust. Mr. Dubin has sole voting and dispositive power with respect to the Shares held by the Micky Arison Continued Trust, the 2003 GRAT and certain Shares held by each of the Shari Arison Continued Trust, the Jafasa Continued Trust and the Shari Arison Trust No. 1. Mr. Dubin has shared dispositive power with respect to Shares held by the Shari Arison Guernsey Trust, and certain Shares held by each of the Shari Arison Continued Trust and the Jafasa Continued Trust. Accordingly, Mr. Dubin may be deemed to beneficially own such Shares for which he exercises voting and dispositive power. Mr. Dubin disclaims beneficial ownership of all such Shares, except for the 1,000 Shares he holds directly.

(xvi) The Lin Trust No. 2 beneficially owns the 43,500,871 Shares for which it exercises shared dispositive power (approximately 6.9% of the total number of Shares outstanding).

(xvii) The Foundation beneficially owns the 1,039,435 Shares for which it exercises sole voting and dispositive power (approximately 0.2% of the total number of Shares outstanding).

(xviii) Coutts beneficially owns 43,500,871 Shares (approximately 6.9% of the total number of Shares outstanding), by virtue of being the co-trustee of the Lin Trust No. 2. Coutts has shared dispositive power with respect to the Shares held by the Lin Trust No. 2. Accordingly, Coutts may be deemed to beneficially own such Shares for which it exercises such dispositive power. Coutts disclaims beneficial ownership of such Shares.

(xix) Cititrust beneficially owns 71,787,525 Shares (approximately 11.3% of the total number of Shares outstanding), by virtue of being the co-trustee of the Shari Arison Trust No. 1. Cititrust has shared dispositive power with respect to the Shares held by the Shari Arison Trust No. 1. Accordingly, Cititrust may be deemed to beneficially own such Shares for which it exercises shared dispositive power. Cititrust disclaims beneficial ownership of such Shares.

(xx) JMD Protector beneficially owns an aggregate of 115,288,396 Shares (approximately 18.2% of the total number of Shares outstanding), by virtue of being the protector of the Shari Arison Trust No. 1 and the Lin Trust No. 2. JMD Protector has shared dispositive power with respect to Shares held by the Shari Arison Trust No. 1 and the Lin Trust No. 2. JMD Protector has shared voting power with respect to the Shares held by the Lin Trust No. 2 and certain Shares held by the Shari Arison Trust No. 1, and has sole voting power with respect to certain Shares held by the Shari Arison Trust No. 1.

(xxi) Balluta beneficially owns 5,102,708 Shares (approximately 0.8% of the total number of Shares outstanding), by virtue of being the co-trustee of the Shari Arison Guernsey Trust. Balluta shares dispositive power with respect to the 4,000,000 Shares directly held by the Shari Arison Guernsey Trust and with respect to 1,102,708 Shares held by TAMMS L.P. Accordingly, Balluta may be deemed to beneficially own such Shares for which it exercises shared dispositive power. Balluta disclaims beneficial ownership of such Shares.

(xxii) The Marilyn Arison 2003 Trust beneficially owns an aggregate of 1,432,440 Shares (approximately 0.2% of the total number of Shares outstanding), 400,000 of which it holds beneficially by virtue of its interest in MBA and 1,032,440 of which it holds beneficially by virtue of the limited partnership interest of MBA in TAMMS, L.P. The Marilyn Arison 2003 Trust has sole voting and dispositive power with respect to the 400,000 Shares directly held by MBA and exercises shared dispositive power over the 1,032,440 Shares held by TAMMS L.P.

(xxiii) MBA beneficially owns an aggregate of 1,432,440 Shares (approximately 0.2% of the total number of Shares outstanding), 400,000 Shares of which it

holds directly and 1,032,440 Shares of which it owns beneficially by virtue of its interest in TAMMS L.P. MBA has sole voting and dispositive power over the 400,000 Shares it holds directly and exercises shared dispositive power over the 1,032,440 Shares held by TAMMS L.P.

(xxiv) The Jafasa Continued Trust beneficially owns an aggregate of 4,595,010 Shares (approximately 0.7% of the total number of Shares outstanding), 3,836,000 of which it holds directly and 759,010 of which it holds beneficially by virtue of its interest in TAMMS L.P. The Jafasa Continued Trust has sole voting and dispositive power with respect to the 3,836,000 Shares held by it and shares dispositive power over the 759,010 Shares held by TAMMS L.P.

(xxv) The 1999 Jafasa Trust owns an aggregate of 403,000 Shares (approximately 0.1% of the total number of Shares outstanding). The 1999 Jafasa Trust has shared voting power and sole dispositive power with respect to the 403,000 Shares held by it.

(xxvi) JJO Delaware beneficially owns an aggregate of 120,391,104 Shares (approximately 19.0% of the total number of Shares outstanding), by virtue of being the co-trustee of the Shari Arison Guernsey Trust, the Lin Trust No. 2 and the Shari Arison Trust No. 1. JJO has shared dispositive power with respect to the Shares held by the Shari Arison Guernsey Trust, the Lin Trust No. 2 and the Shari Arison Trust No. 1. Accordingly, JJO Delaware may be deemed to beneficially own such Shares for which it exercises shared dispositive power. JJO Delaware disclaims beneficial ownership of all such Shares.

(xxvii) John J. O'Neil beneficially owns an aggregate of 120,391,104 Shares (approximately 19.0% of the total number of Shares outstanding) by virtue of being the sole shareholder of JJO Delaware. Mr. O'Neil has shared dispositive power with respect to the Shares held by the Shari Arison Guernsey Trust, the Lin Trust No. 2 and the Shari Arison Trust No. 1. Accordingly, Mr. O'Neil may be deemed to beneficially own such Shares for which it exercises shared dispositive power. Mr. O'Neil disclaims beneficial ownership of all such Shares.

(xxviii) The 2003 GRAT owns an aggregate of 4,000,000 Shares (approximately 0.6% of the total number of Shares outstanding). The 2003 GRAT has sole voting power and sole dispositive power with respect to the 4,000,000 Shares held by it.

(xxix) The Reporting Persons, as a group, beneficially own an aggregate of 252,533,495 Shares (approximately 39.9% of the total number of Shares outstanding). The Reporting Persons, as a group, have sole voting and dispositive power over all such Shares.

(c) (i) During the past 60 days, the 1997 Irrevocable Trust for Micky Arison(1) has sold Shares in open market transactions on the New York Stock Exchange as follows:

| DATE          | NO. OF SHARES SOLD | PRICE PER SHARE |
|---------------|--------------------|-----------------|
| ----          | -----              | -----           |
| June 2, 2004  | 26,800             | \$42.3712       |
| June 3, 2004  | 20,000             | \$41.7736       |
| June 4, 2004  | 128,000            | \$42.1662       |
| June 7, 2004  | 95,000             | \$42.7289       |
| June 8, 2004  | 58,900             | \$43.2207       |
| June 9, 2004  | 50,000             | \$43.5247       |
| June 10, 2004 | 30,000             | \$43.3499       |
| June 15, 2004 | 60,000             | \$43.5875       |
| June 16, 2004 | 47,500             | \$43.9054       |
| June 17, 2004 | 204,238            | \$44.8601       |
| June 18, 2004 | 40,000             | \$45.3072       |
| June 21, 2004 | 80,000             | \$45.5211       |
| June 23, 2004 | 110,000            | \$46.1573       |
| June 25, 2004 | 110,000            | \$46.8517       |
| June 29, 2004 | 40,000             | \$47.0028       |
| June 30, 2004 | 75,000             | \$46.9539       |
| July 1, 2004  | 105,000            | \$47.5327       |
| July 2, 2004  | 25,000             | \$47.9560       |
| July 6, 2004  | 31,000             | \$47.7048       |
| July 7, 2004  | 40,000             | \$47.5287       |
| July 8, 2004  | 10,200             | \$47.5120       |
| July 9, 2004  | 50,000             | \$46.5115       |
| July 12, 2004 | 100,000            | \$46.5977       |
| July 14, 2004 | 80,000             | \$46.2752       |
| July 15, 2005 | 22,000             | \$46.0854       |
| July 16, 2004 | 30,000             | \$46.0072       |
| July 19, 2004 | 75,000             | \$46.0533       |
| July 20, 2004 | 110,000            | \$46.0486       |
| July 23, 2004 | 4,200              | \$44.7181       |
| July 27, 2004 | 161,200            | \$44.7811       |

(1) Micky Arison reports beneficial ownership of the Shares held by the 1997 Irrevocable Trust for Micky Arison.

(c) (ii) During the past 60 days, Lin Trust No. 2(2) has sold Shares in open market transactions on the New York Stock Exchange as follows:

| DATE         | NO. OF SHARES SOLD | AVERAGE PRICE PER SHARE |
|--------------|--------------------|-------------------------|
| ----         | -----              | -----                   |
| June 2, 2004 | 4,500              | \$42.3640               |
| June 3, 2004 | 6,000              | \$41.8062               |
| June 4, 2004 | 32,000             | \$42.2549               |
| June 7, 2004 | 27,000             | \$42.7263               |
| June 8, 2004 | 12,500             | \$43.2274               |

| DATE          | NO. OF SHARES SOLD | AVERAGE<br>PRICE PER SHARE |
|---------------|--------------------|----------------------------|
| -----         | -----              | -----                      |
| June 9, 2004  | 12,000             | \$43.5125                  |
| June 10, 2004 | 8,000              | \$43.3236                  |
| June 15, 2004 | 15,000             | \$43.6220                  |
| June 16, 2004 | 8,000              | \$43.9194                  |
| June 17, 2004 | 51,559             | \$44.9204                  |
| June 18, 2004 | 6,000              | \$45.3075                  |
| June 21, 2004 | 17,000             | \$45.5465                  |
| June 23, 2004 | 20,000             | \$46.2473                  |
| June 25, 2004 | 18,000             | \$46.8693                  |
| June 29, 2004 | 8,000              | \$46.9925                  |
| June 30, 2004 | 10,000             | \$46.9593                  |
| July 1, 2004  | 17,000             | \$47.5712                  |
| July 2, 2004  | 3,000              | \$47.8333                  |
| July 6, 2004  | 5,000              | \$47.7070                  |
| July 7, 2004  | 4,000              | \$47.5513                  |
| July 8, 2004  | 1,000              | \$47.2600                  |
| July 9, 2004  | 6,000              | \$46.5307                  |
| July 12, 2004 | 7,000              | \$46.6394                  |
| July 14, 2004 | 9,000              | \$46.2436                  |
| July 15, 2004 | 3,000              | \$46.0867                  |
| July 16, 2004 | 6,000              | \$46.0267                  |
| July 19, 2004 | 8,000              | \$46.0425                  |
| July 20, 2004 | 20,000             | \$46.1022                  |
| July 23, 2004 | 500                | \$44.7100                  |
| July 27, 2004 | 49,900             | \$44.7798                  |

(2) Each of Micky Arison, JMD Delaware, James M. Dubin, Coutts, JMD Protector, JJO Delaware and John J. O'Neil also report beneficial ownership of the Shares held by the Lin Trust No. 2.

(c) (iii) During the past 60 days, the Shari Arison Trust No. 1(3) has sold Shares in open market transactions on the New York Stock Exchange as follows:

| DATE          | NO. OF SHARES SOLD | AVERAGE<br>PRICE PER SHARE |
|---------------|--------------------|----------------------------|
| -----         | -----              | -----                      |
| June 2, 2004  | 26,300             | \$42.3690                  |
| June 3, 2004  | 20,000             | \$41.7751                  |
| June 4, 2004  | 107,000            | \$42.1579                  |
| June 7, 2004  | 95,000             | \$42.7289                  |
| June 8, 2004  | 58,800             | \$43.2206                  |
| June 9, 2004  | 45,000             | \$43.5213                  |
| June 10, 2004 | 30,000             | \$43.3472                  |
| June 15, 2004 | 60,000             | \$43.5875                  |
| June 16, 2004 | 47,500             | \$43.9054                  |

| DATE          | NO. OF SHARES SOLD | AVERAGE<br>PRICE PER SHARE |
|---------------|--------------------|----------------------------|
| ----          | -----              | -----                      |
| June 17, 2004 | 162,198            | \$44.8691                  |
| June 18, 2004 | 40,000             | \$45.3053                  |
| June 21, 2004 | 80,000             | \$45.5212                  |
| June 23, 2004 | 100,000            | \$46.1559                  |
| June 25, 2004 | 100,000            | \$46.8477                  |
| June 29, 2004 | 40,000             | \$47.0026                  |
| June 30, 2004 | 75,000             | \$46.9539                  |
| July 1, 2004  | 105,000            | \$47.5326                  |
| July 2, 2004  | 25,000             | \$47.9561                  |
| July 6, 2004  | 30,802             | \$47.7050                  |
| July 7, 2004  | 12,000             | \$47.5308                  |
| July 8, 2004  | 3,500              | \$47.2700                  |
| July 9, 2004  | 12,000             | \$46.5462                  |
| July 12, 2004 | 14,000             | \$46.6121                  |
| July 14, 2004 | 14,000             | \$46.2356                  |
| July 15, 2005 | 6,000              | \$46.0567                  |
| July 16, 2004 | 10,500             | \$45.9630                  |

(3) Each of Micky Arison, JMD Protector, James M. Dubin, JMD Delaware, Cititrust and JJO Delaware also report beneficial ownership of the Shares held by the Shari Arison Trust No. 1.

(c) (iv) During the past 60 days, the 1999 Jafasa Trust (4) has sold Shares in open market transactions on the New York Stock Exchange as follows:

| DATE          | NO. OF SHARES SOLD | AVERAGE<br>PRICE PER SHARE |
|---------------|--------------------|----------------------------|
| ----          | -----              | -----                      |
| June 2, 2004  | 3,000              | \$42.0000                  |
| June 3, 2004  | 4,000              | \$41.8000                  |
| June 4, 2004  | 21,000             | \$42.2310                  |
| June 7, 2004  | 19,000             | \$42.7281                  |
| June 8, 2004  | 9,000              | \$43.2207                  |
| June 9, 2004  | 8,000              | \$43.4952                  |
| June 10, 2004 | 5,000              | \$43.3410                  |
| June 15, 2004 | 10,000             | \$43.6171                  |
| June 16, 2004 | 4,000              | \$43.9112                  |
| June 17, 2004 | 62,040             | \$44.9852                  |
| June 18, 2004 | 4,000              | \$45.2975                  |
| June 21, 2004 | 13,000             | \$45.5529                  |
| June 23, 2004 | 15,000             | \$46.2412                  |
| June 25, 2004 | 12,000             | \$46.8566                  |
| June 29, 2004 | 12,000             | \$46.9754                  |
| June 30, 2004 | 14,460             | \$46.9163                  |
| July 1, 2004  | 10,000             | \$47.5201                  |

| DATE          | NO. OF SHARES SOLD | AVERAGE<br>PRICE PER SHARE |
|---------------|--------------------|----------------------------|
| ----          | -----              | -----                      |
| July 2, 2004  | 2,000              | \$47.8330                  |
| July 6, 2004  | 4,000              | \$47.7150                  |
| July 7, 2004  | 3,000              | \$47.5417                  |
| July 8, 2004  | 500                | \$47.2600                  |
| July 9, 2004  | 5,000              | \$46.5258                  |
| July 12, 2004 | 5,000              | \$46.6320                  |
| July 14, 2004 | 6,000              | \$46.2432                  |
| July 15, 2005 | 2,000              | \$46.1125                  |
| July 16, 2004 | 3,500              | \$45.9917                  |
| July 19, 2004 | 4,500              | \$46.0489                  |
| July 20, 2004 | 15,000             | \$46.1000                  |
| July 23, 2004 | 500                | \$44.7100                  |
| July 27, 2004 | 36,000             | \$44.7921                  |

(4) Each of Micky Arison, James M. Dubin and JMD Delaware also report beneficial ownership of the Shares held by the 1999 Jafasa Trust.

(c) (v) During the past 60 days, the Foundation(5) has sold Shares in open market transactions on the New York Stock Exchange as follows:

| DATE          | NO. OF SHARES SOLD | AVERAGE<br>PRICE PER SHARE |
|---------------|--------------------|----------------------------|
| ----          | -----              | -----                      |
| June 2, 2004  | 26,200             | \$42.0000                  |
| June 3, 2004  | 20,000             | \$41.7719                  |
| June 4, 2004  | 94,000             | \$42.1289                  |
| June 7, 2004  | 94,000             | \$42.7269                  |
| June 8, 2004  | 50,000             | \$43.2041                  |
| June 9, 2004  | 45,000             | \$43.5181                  |
| June 10, 2004 | 30,000             | \$43.3477                  |
| June 15, 2004 | 60,000             | \$43.5875                  |
| June 16, 2004 | 47,500             | \$43.9206                  |
| June 17, 2004 | 129,965            | \$44.7905                  |
| July 6, 2004  | 31,000             | \$47.7049                  |
| July 7, 2004  | 40,000             | \$47.5286                  |
| July 8, 2004  | 10,200             | \$47.2512                  |
| July 9, 2004  | 50,000             | \$46.5105                  |
| July 12, 2004 | 80,000             | \$46.6297                  |
| July 14, 2004 | 70,000             | \$46.2590                  |
| July 15, 2005 | 22,000             | \$46.0854                  |
| July 16, 2004 | 30,000             | \$46.0072                  |
| July 19, 2004 | 50,000             | \$46.0400                  |
| July 20, 2004 | 85,000             | \$46.0295                  |
| July 23, 2004 | 4,400              | \$44.7189                  |
| July 27, 2004 | 141,300            | \$44.7238                  |

-----  
(5) Shari Arison also reports beneficial ownership of the Shares held by the Foundation.

(c) (vi) During the past 60 days, the Jafasa Continued Trust (6) has sold Shares in open market transactions on the New York Stock Exchange as follows:

| DATE          | NO. OF SHARES SOLD | AVERAGE PRICE PER SHARE |
|---------------|--------------------|-------------------------|
| ----          | -----              | -----                   |
| July 6, 2004  | 5,000              | \$47.7140               |
| July 7, 2004  | 5,000              | \$47.5372               |
| July 8, 2004  | 2,500              | \$47.2564               |
| July 9, 2004  | 8,000              | \$46.5381               |
| July 12, 2004 | 10,000             | \$46.6403               |
| July 14, 2004 | 8,000              | \$46.2474               |
| July 15, 2005 | 5,000              | \$46.0800               |
| July 16, 2004 | 8,000              | \$46.0112               |
| July 19, 2004 | 9,500              | \$46.0412               |
| July 20, 2004 | 30,000             | \$46.0903               |
| July 23, 2004 | 1,000              | \$44.7100               |
| July 27, 2004 | 72,000             | \$44.6871               |

-----  
(6) Each of JMD Delaware and James M. Dubin also report beneficial ownership of the Shares held by the Jafasa Continued Trust.

Except as set forth in this paragraph (c) and in Item 4, to the best of the knowledge of each of the Reporting Persons, none of the persons named in response to paragraph (a) has effected any transactions in the Shares during the past 60 days.

(d) Each of the Reporting Persons affirms that no person other than such Reporting Person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Shares owned by such Reporting Person.

(e) Not applicable.

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

Item 6 is hereby amended by adding the following:

The pledge by B Shares, L.P. to JPMorgan Chase Bank of 11,000,000 shares of Common Stock pursuant to the Amended and Restated Pledge Agreement dated as of December 13, 2001 was assigned by JPMorgan Chase Bank to FBA II, Inc., a wholly-owned subsidiary of the Micky Arison 1997 Trust, and the 1997 Irrevocable Trust for Micky Arison pursuant to an Assignment and Acceptance Agreement dated as of July 22, 2004 between JPMorgan Chase Bank, FBA II, Inc. and the 1997 Irrevocable Trust for Micky Arison.



ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

Item 7 is hereby amended by deleting Exhibit 6 and Exhibit 7.

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

- Exhibit 27 Joint Filing Agreement, dated as of July 30, 2004, among TAMMS L.P., TAMMS Corp., the Micky Arison Continued 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 2003 Trust, MBA, the Jafasa Continued Trust, the 1999 Jafasa Trust, JJO Delaware, John J. O'Neil and the 2003 GRAT.
- Exhibit 28 Assignment and Acceptance Agreement, dated as of July 22, 2004, between JPMorgan Chase Bank, FBA II, Inc. and the 1997 Irrevocable Trust for Micky Arison.

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 30, 2004

BALLUTA LIMITED  
CITITRUST (JERSEY) LIMITED  
COUTTS (JERSEY) LIMITED  
JAMES M. DUBIN  
JJO DELAWARE, INC.  
JMD DELAWARE, INC.  
JMD PROTECTOR, INC.  
JOHN J. O'NEIL  
MA 1994 B SHARES, INC.  
MA 1994 B SHARES, L.P.  
MA 1997 HOLDINGS, INC.  
MA 1997 HOLDINGS, L.P.  
MBA I, L.P.  
MICKY ARISON  
MICKY ARISON 2003 GRAT  
SHARI ARISON  
TAMMS INVESTMENT COMPANY, LIMITED PARTNERSHIP  
TAMMS MANAGEMENT CORPORATION  
JAFASA CONTINUED IRREVOCABLE TRUST  
TED ARISON CONTINUED IRREVOCABLE TRUST FOR MICKY ARISON  
TED ARISON CONTINUED IRREVOCABLE TRUST FOR SHARI ARISON  
THE 1999 JAFASA IRREVOCABLE DELAWARE TRUST  
THE MARILYN B. ARISON 2003 TRUST  
THE MICKY ARISON 1994 "B" TRUST  
THE SHARI ARISON IRREVOCABLE GUERNSEY TRUST  
THE TED ARISON 1992 IRREVOCABLE TRUST FOR LIN NO. 2  
THE TED ARISON 1994 IRREVOCABLE TRUST FOR SHARI NO. 1  
THE TED ARISON FAMILY FOUNDATION USA, INC.  
TAMMS INVESTMENT COMPANY, LIMITED PARTNERSHIP

By: John J. O'Neil, Attorney-in-Fact

/s/ John J. O'Neil  
-----

INDEX TO EXHIBITS

EXHIBITS

Exhibit 27 Joint Filing Agreement, dated as of July 30, 2004, among TAMMS L.P., TAMMS Corp., the Micky Arison Continued 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 2003 Trust, MBA, the Jafasa Continued Trust, the 1999 Jafasa Trust, JJO Delaware, John J. O'Neil and the 2003 GRAT.

Exhibit 28 Assignment and Acceptance Agreement, dated as of July 22, 2004, between JPMorgan Chase Bank, FBA II, Inc. and the 1997 Irrevocable Trust for Micky Arison.

## 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 this amendment to Schedule 13D. 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.

Date: July 30, 2004

BALLUTA LIMITED  
CITITRUST (JERSEY) LIMITED  
COUTTS (JERSEY) LIMITED  
JAMES M. DUBIN  
JJO DELAWARE, INC.  
JMD DELAWARE, INC.  
JMD PROTECTOR, INC.  
JOHN J. O'NEIL  
MA 1994 B SHARES, INC.  
MA 1994 B SHARES, L.P.  
MA 1997 HOLDINGS, INC.  
MA 1997 HOLDINGS, L.P.  
MBA I, L.P.  
MICKY ARISON  
MICKY ARISON 2003 GRAT  
SHARI ARISON  
TAMMS INVESTMENT COMPANY, LIMITED PARTNERSHIP TAMMS MANAGEMENT CORPORATION  
JAFASA CONTINUED IRREVOCABLE TRUST TED ARISON CONTINUED IRREVOCABLE TRUST FOR  
MICKY ARISON TED ARISON CONTINUED IRREVOCABLE TRUST FOR SHARI ARISON THE 1999  
JAFASA IRREVOCABLE DELAWARE TRUST THE MARILYN B. ARISON 2003 TRUST THE MICKY  
ARISON 1994 "B" TRUST THE SHARI ARISON IRREVOCABLE GUERNSEY TRUST THE TED ARISON  
1992 IRREVOCABLE TRUST FOR LIN NO. 2 THE TED ARISON 1994 IRREVOCABLE TRUST FOR  
SHARI NO. 1 THE TED ARISON FAMILY FOUNDATION USA, INC.  
TAMMS INVESTMENT COMPANY, LIMITED PARTNERSHIP

By: John J. O'Neil, Attorney-in-Fact

/s/ John J. O'Neil  
-----

-----

ASSIGNMENT AND ACCEPTANCE AGREEMENT

This ASSIGNMENT AND ACCEPTANCE AGREEMENT (this "ASSIGNMENT AND ACCEPTANCE") dated as of July 22, 2004 is made between JPMorgan Chase Bank, successor by merger with Morgan Guaranty Trust Company of New York (the "ASSIGNOR") and FBA II, Inc. ("FBA II") and JMD Delaware, Inc. and JJO Delaware, Inc., as trustees for the 1997 Irrevocable Trust for Micky Arison (the "TRUST," and together with FBA II, the "ASSIGNEES").

RECITALS

WHEREAS, the Assignor is party to that certain Amended and Restated Credit Agreement dated as of December 13, 2001, as amended by that certain First Modification of Amended and Restated Credit Agreement dated as of February 28, 2002, that certain Second Modification of Amended and Restated Credit Agreement dated as of July 18, 2002, that certain Third Modification of Amended and Restated Credit Agreement dated as of January 13, 2003, that certain Fourth Modification of Amended and Restated Credit Agreement dated as of April 30, 2003, that certain Fifth Modification of Amended and Restated Credit Agreement dated as of July 14, 2003, and that certain Sixth Modification of Amended and Restated Credit Agreement dated as of May 28, 2004 (as the same may be further amended from time to time, the "CREDIT AGREEMENT"), made by and between the Assignor and the Miami Heat Limited Partnership, a Florida limited partnership (the "BORROWER"). Capitalized terms used herein and not defined herein shall have the meanings assigned thereto in the Credit Agreement;

WHEREAS, Loans (the "LOANS") made to the Borrower by the Assignor under the Credit Agreement in the aggregate principal amount of \$260,000,000.00 are outstanding at the date hereof; and

WHEREAS, the Assignor wishes to sell and assign to the Assignees the Loans and all rights and obligations of the Assignor under the Credit Agreement, on the terms and subject to the conditions set forth herein, and the Assignees wish to purchase the Loans and accept the assignment of all such rights and to assume such obligations from the Assignor on such terms and subject to such conditions.

NOW, THEREFORE, in consideration of the foregoing and the mutual agreements contained herein, the parties hereto agree as follows:

1. ASSIGNMENT AND ACCEPTANCE.

(a) Subject to the terms and conditions of this Assignment and Acceptance, (i) the Assignor hereby sells, transfers and assigns to the Assignees, and (ii) FBA II hereby purchases, assumes and undertakes from the Assignor, without recourse and without representation or warranty (except as provided in this Assignment and Acceptance) thirty-three and one-third percent (33.33%) of, and the Trust hereby purchases, assumes and undertakes from the Assignor, without recourse and without representation or warranty (except as provided in this Assignment and Acceptance) sixty-six and two-thirds percent (66.67%) of (A) the Loans and (B) all rights, benefits, obligations, liabilities and indemnities of the Assignor under and in connection with the Credit Agreement and the Credit Documents, including without limitation the Assignor's:

1

(i) rights under the Amended and Restated Promissory Note, dated May 28, 2004, by the Borrower in favor of the Assignor in the principal amount of \$215,000,000 (the "TRANCHE A NOTE") and the Amended and Restated Tranche B Promissory Note, dated January 13, 2003 (as revised April 30, 2003 and July 14, 2003), by the Borrower in favor of the Assignor in the principal amount of \$45,000,000 (the "TRANCHE B NOTE");

(ii) security interest in the Collateral and rights under the Amended and Restated Pledge Agreement, dated as of December 13, 2001, between MA 1994 B Shares, L.P. (the "PLEDGOR") and the Assignor, as amended by that certain First Modification of Amended and Restated Pledge Agreement dated as of July 18, 2002, and that certain Second Modification of Amended and Restated Pledge Agreement dated as of January 13, 2003;

(iii) rights under the Amended and Restated Guaranty,

dated as of December 13, 2001, by the Pledgor in favor of the Assignor; and

(iv) rights under the Custodial Account Control Agreement, dated as of December 13, 2001, among the Pledgor, the Assignor, and The Northern Trust Company.

(b) With effect on and after the Effective Date (as defined in Section 5 hereof), the Assignees shall be parties to the Credit Agreement and succeed to all of the rights and be obligated to perform all of the obligations of the Assignor under the Credit Agreement. It is the intent of the parties hereto that the Assignor shall relinquish its rights and be released from its obligations under the Credit Agreement to the extent such obligations have been assumed by the Assignees.

2. PAYMENTS. As consideration for the sale, assignment and transfer contemplated in Section 1 hereof, (i) FBA II shall pay to the Assignor on the Effective Date in immediately available funds, an amount equal to eighty-six million six hundred sixty-six thousand six hundred sixty-six dollars and sixty-seven cents (\$86,666,666.67) (the "FBA II PAYMENT") and (ii) the Trust shall pay to the Assignor on the Effective Date in immediately available funds, an amount equal to one hundred seventy-three million three hundred thirty-three thousand three hundred thirty-three dollars and thirty-three cents (\$173,333,333.33) (the "TRUST PAYMENT").

3. REALLOCATION OF PAYMENTS. Any interest, fees and other payments accrued to the Effective Date with respect to the interests and obligations assigned and assumed by the Assignees shall be for the account of the Assignor. Any interest, fees and other payments accrued on and after the Effective Date with respect to the interests and obligations assigned and assumed by the Assignees shall be for the account of the Assignees. Each of the Assignor and the Assignees agrees that it will hold in trust for the other party any interest, fees and other amounts which it may receive to which the other party is entitled pursuant to the preceding two sentences and pay to the other party any such amounts which it may receive promptly upon receipt.

4. INDEPENDENT CREDIT DECISION. The Assignees (a) acknowledge that they have received a copy of the Credit Agreement and the Exhibits thereto, together with such other documents and information as they have deemed appropriate to make their own credit and legal

analysis and decision to enter into this Assignment and Acceptance; and (b) agree that they will, independently and without reliance upon the Assignor, based on such documents and information as they shall deem appropriate at the time, continue to make their own credit and legal decisions in taking or not taking action under the Credit Agreement.

5. EFFECTIVE DATE; NOTICES.

(a) As between the Assignor and the Assignees, the effective date for this Assignment and Acceptance shall be July 22, 2004 (the "EFFECTIVE DATE"); provided that the following conditions precedent have been satisfied on or before the Effective Date:

(i) this Assignment and Acceptance shall be executed and delivered by the Assignor and the Assignees;

(ii) the consent of the Borrower required for an effective assignment of the Loans by the Assignor to the Assignees shall have been duly obtained;

(iii) FBA II shall pay to the Assignor the FBA II Payment;

(iv) the Trust shall pay to the Assignor the Trust Payment; and

(v) the Assignor shall have delivered or shall cause to be delivered to the Assignees the Tranche A Note and the Tranche B Note.

6. REPRESENTATIONS AND WARRANTIES.

(a) The Assignor represents and warrants that (i) it is the legal and beneficial owner of the Loans and the rights being assigned by it hereunder and that such interest and rights are free and clear of any Lien or other adverse claim; (ii) it is duly organized and existing and it has the full power and authority to take, and has taken, all action necessary to execute and deliver this Assignment and Acceptance and any other documents required or permitted to be executed or delivered by it in connection with this Assignment and Acceptance and to fulfill its obligations hereunder; (iii) no notices to, or consents, authorizations or approvals of, any Person are required (other than any already given or obtained) for its due execution, delivery and performance of this Assignment and Acceptance, and apart from any agreements or undertakings or filings required by the Credit Agreement, no further action by, or notice to, or filing with, any Person is required of it for such execution, delivery or performance; and (iv) this Assignment and Acceptance has been duly executed and delivered by it and constitutes the legal, valid and binding obligation of the Assignor, enforceable against the Assignor in accordance with the terms hereof, subject, as to enforcement, to bankruptcy, insolvency, moratorium, reorganization and other laws of general application relating to or affecting creditors' rights and to general equitable principles.

(b) The Assignor makes no representation or warranty and assumes no responsibility with respect to any statements, warranties or representations made by the Borrower in or in connection with the Credit Agreement and the other Credit Documents. The Assignor makes no representation or warranty in connection with, and assumes no responsibility with respect to, the solvency, financial condition or statements of the Borrower, or the

performance or observance by the Borrower of any of its respective obligations under the Credit Agreement and the other Credit Documents or any other instrument or document furnished in connection therewith.

(c) The Assignees represent and warrant that (i) they are duly organized and existing and they have full power and authority to take, and have taken, all action necessary to execute and deliver this Assignment and Acceptance and any other documents required or permitted to be executed or delivered by them in connection with this Assignment and Acceptance, and to fulfill their obligations hereunder; (ii) no notices to, or consents, authorizations or approvals of, any Person are required (other than any already given or obtained) for their due execution, delivery and performance of this Assignment and Acceptance; and apart from any agreements or undertakings or filings required by the Credit Agreement or other Credit Documents, no further action by, or notice to, or filing with, any Person is required of them for such execution, delivery or performance; and (iii) this Assignment and Acceptance has been duly executed and delivered by them and constitutes the legal, valid and binding obligation of the Assignees, enforceable against the Assignees in accordance with the terms hereof, subject, as to enforcement, to bankruptcy, insolvency, moratorium, reorganization and other laws of general application relating to or affecting creditors' rights and to general equitable principles.

7. FURTHER ASSURANCES.

(a) The Assignor and the Assignees each hereby agree to execute and deliver such other instruments, and take such other action, as either party may reasonably request in connection with the transactions contemplated by this Assignment and Acceptance, including the delivery of any notices or other documents or instruments to the Borrower, which may be required in connection with the assignment and assumption contemplated hereby.

(b) Without limiting the generality of the foregoing, the Assignor shall promptly take all necessary steps to terminate all financing statements filed on its behalf in connection with the Credit Agreement and the Credit Documents, including without limitation that certain UCC-1 (File No. 1074714 2) filed on May 29, 2001 in the State of Delaware, as amended December 13, 2001, in favor of the Assignor.

8. MISCELLANEOUS.

(a) Any amendment or waiver of any provision of this Assignment and Acceptance shall be in writing and signed by the parties hereto. No failure or delay by either party hereto in exercising any right, power or privilege hereunder shall operate as a waiver thereof and any waiver of any breach of the provisions of this Assignment and Acceptance shall be without prejudice to any rights with respect to any other or further breach thereof.

(b) All payments made hereunder shall be made without any set-off or counterclaim.

(c) The Assignor and the Assignees shall each pay its own costs and expenses incurred in connection with the negotiation, preparation, execution and performance of this Assignment and Acceptance.



(d) This Assignment and Acceptance may be executed in any number of counterparts and all of such counterparts taken together shall be deemed to constitute one and the same instrument.

(e) THIS ASSIGNMENT AND ACCEPTANCE SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAW OF THE STATE OF NEW YORK APPLICABLE TO CONTRACTS TO BE PERFORMED SOLELY IN NEW YORK. The Assignor and the Assignees each irrevocably submits to the non-exclusive jurisdiction of any State or Federal court sitting in New York City over any suit, action or proceeding arising out of or relating to this Assignment and Acceptance and irrevocably agrees that all claims in respect of such action or proceeding may be heard and determined in such New York State or Federal court. Each party to this Assignment and Acceptance hereby irrevocably waives, to the fullest extent it may effectively do so, the defense of an inconvenient forum to the maintenance of such action or proceeding.

(f) THE ASSIGNOR AND THE ASSIGNEES EACH HEREBY KNOWINGLY, VOLUNTARILY AND INTENTIONALLY WAIVES ANY RIGHTS IT MAY HAVE TO A TRIAL BY JURY IN RESPECT OF ANY LITIGATION BASED HEREON, OR ARISING OUT OF, UNDER, OR IN CONNECTION WITH THIS ASSIGNMENT AND ACCEPTANCE, THE CREDIT AGREEMENT, ANY RELATED DOCUMENTS AND AGREEMENTS OR ANY COURSE OF CONDUCT, COURSE OF DEALING, OR STATEMENTS (WHETHER ORAL OR WRITTEN).

[The Remainder of This Page Intentionally Left Blank]

IN WITNESS WHEREOF, the Assignor and the Assignees have caused this Assignment and Acceptance to be executed and delivered by their duly authorized officers as of the date first above written.

JPMORGAN CHASE BANK (Assignor)

By: /s/ Paul LaHiff  
-----

Title: Paul LaHiff  
Address: Vice President  
345 Park Avenue  
New York, NY 10154

FBA II, INC. (Assignee)

By: /s/ Eric S. Woolworth  
-----

Eric S. Woolworth  
Title: Vice President / Secretary  
Address: 601 Biscayne Boulevard  
Miami, FL 33132

1997 IRREVOCABLE TRUST FOR MICKY ARISON  
(Assignee)

By: JMD DELAWARE, INC.,  
trustee

By: /s/ John J. O'Neil  
-----

John J. O'Neil  
Title: Vice President / Trust Officer  
Address: 1201 N. Market Street  
Wilmington, DE 19801

By: JJO DELAWARE, INC.,  
trustee

By: /s/ John J. O'Neil  
-----

John J. O'Neil  
Title: President  
Address: 1201 N. Market Street  
Wilmington, DE 19801

Miami Heat Limited Partnership, in its capacity as the Borrower under the Credit Agreement and as required by Section 8.3(c) of the Credit Agreement, hereby consents, with effect as of the date hereof, to the execution of this Assignment and Acceptance Agreement.

MIAMI HEAT LIMITED PARTNERSHIP

By: FBA II, INC.,  
its general partner

By: /s/ Eric S. Woolworth  
-----  
Eric S. Woolworth  
Title: Vice President / Secretary  
Address: 601 Biscayne Boulevard  
Miami, FL 33132