SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Schedule 13D (Rule 13d-102)

Under the Securities Exchange Act of 1934 (Amendment No. 13)*

> 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 16, 2012

(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 §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-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

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I.R.S. IDENT						
TAMMS MA		NAME OF REPORTING PERSON OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON				
TAIVINIS IVIA	MACEN	AMMS MANAGEMENT CORPORATION				
CHECK THE		OPRIATE BOX IF A MEMBER OF A GROUP	(a) o			
CHECK IIII	AFFIX	OF MATE BOA IF A MEMBER OF A GROOF	(a) 0 (b) x			
OF CHIST OF						
SEC USE OF	SEC USE ONLY					
SOURCE OF	FUNDS	S				
Not Applicab	le					
CHECK BOX	K IF DIS	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	0			
CITIZENSHI	IP OR P	LACE OF ORGANIZATION				
Delaware						
	7	SOLE VOTING POWER				
		32,439				
IBER OF	8	SHARED VOTING POWER				
IARES						
BY EACH	9					
NG PERSON						
V1111	10					
	10					
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
32,439						
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 0						
PERCENT O	F CLAS	SS REPRESENTED BY AMOUNT IN ROW (11)				
0.0%						
TYPE OF RE	PORTI	NG PERSON				
CO						
	BER OF ARES ICIALLY OBY EACH NG PERSON TH AGGREGAT 32,439 CHECK BOX PERCENT O 0.0% TYPE OF RE	Not Applicable CHECK BOX IF DIS CITIZENSHIP OR P Delaware 7 BER OF ARES FICIALLY BY EACH NG PERSON VITH 10 AGGREGATE AMO 32,439 CHECK BOX IF TH PERCENT OF CLAS 0.0% TYPE OF REPORTI	SOURCE OF FUNDS Not Applicable CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware 7 SOLE VOTING POWER 32,439 8 SHARED VOTING POWER -010 SHARED DISPOSITIVE POWER 32,439 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 32,439 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.0%			

CUSIP No. Common Stock	: 143658 10 2 and 143658 30
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1		NAME OF REPORTING PERSON OR .R.S. IDENTIFICATION NO. OF ABOVE PERSON		
	I.R.S. IDEN	TIFICAL	TION NO. OF ABOVE PERSON	
	MA 1994 B	MA 1994 B SHARES, L.P.		
2	CHECK TH	E APPRO	OPRIATE BOX IF A MEMBER OF A GROUP	(a) o
		(b) x		
3	SEC LISE O	SEC USE ONLY		
3	SEC USE U	INLI		
4	SOURCE O	F FUND	S	
	Not Applica	hle		
5			SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	0
			()	
_				
6	CITIZENSH	CITIZENSHIP OR PLACE OF ORGANIZATION		
	Delaware			
		7	SOLE VOTING POWER	
			103,638,843	
NI	UMBER OF	8	SHARED VOTING POWER	
	SHARES			
	NEFICIALLY IED BY EACH		-0-	
	RTING PERSON	9	SOLE DISPOSITIVE POWER	
	WITH		103,638,843	
		10	SHARED DISPOSITIVE POWER	
			-0-	
11	AGGREGA	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
11				
		103,638,843		
12	CHECK BO	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 0		
13	PERCENT (PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	17.4%			
14		ED\DTI	NG PERSON	
14	I I FE OF R	ErOKIII	NO FERGOR	
	PN			

CUSIP No. Com	non Stock:	143658 10 2	and 143658 30

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Τ.		CE OE DE	DO DEN	AC PERSON OR			
1		NAME OF REPORTING PERSON OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON					
		I.R.S. IDENTIFICATION NO. OF ABOVE FERGON					
		MA 1994 B SI	MA 1994 B SHARES, INC.				
2		CHECK THE	APPROI	PRIATE BOX IF A MEMBER OF A GROUP	(a) o		
			(b) x				
3		SEC USE ONLY					
4		SOURCE OF FUNDS					
	Not Applicable						
5		CHECK BOX	IF DISC	LOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	0		
6		CITIZENSHIP OR PLACE OF ORGANIZATION					
		Delaware					
t			7	SOLE VOTING POWER			
				103,638,843			
	NILIMDE	D OE	8	SHARED VOTING POWER			
		UMBER OF SHARES NEFICIALLY					
				-0-			
	OWNED BY REPORTING		9	SOLE DISPOSITIVE POWER			
		WITH		103,638,843			
				SHARED DISPOSITIVE POWER			
				-0-			
11		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
		103,638,843					
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		0					
13		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
		17.4%					
14		TYPE OF REF	ORTIN	G PERSON			
		CO					
_							

	CUSIP No.	Common Stock:	143658 10 2 and 143658 30	Γ
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1		NAME OF REPORTING PERSON OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON			
	I.K.S. IDENTI	IFICAL	ION NO. OF ABOVE PERSON		
		MICKY ARISON			
2	CHECK THE	APPRC	OPRIATE BOX IF A MEMBER OF A GROUP	(a) o (b) x	
	(b) A				
3	SEC USE ONLY				
4	SOURCE OF	FUNDS	5		
	Not Applicabl	e			
5			CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	0	
6 CITIZENSHIP OR PLACE OF ORGANIZATION		P OR PI	LACE OF ORGANIZATION		
	United States				
		7	SOLE VOTING POWER		
			110,632,792		
NUMBI	ER OF	8	SHARED VOTING POWER		
SHAI	RES		69,282,739		
BENEFIC OWNED B		9	SOLE DISPOSITIVE POWER		
REPORTING WIT					
WII	ın	10	106,654,217 SHARED DISPOSITIVE POWER		
		10			
44	IA CODEC AEE	1 4 3 4 0 1	99,227,130 UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
11					
	179,915,531				
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 0		0		
13	PERCENT OF	CLAS	S REPRESENTED BY AMOUNT IN ROW (11)		
	30.2%				
14	TYPE OF RE	PORTIN	NG PERSON		
	IN				

CUSIP No. Common Stock:	: 143658 10 2 and 143658 30
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1			ING PERSON OR				
	I.R.S. IDEN	ΓΙFICAT	TON NO. OF ABOVE PERSON				
	ETERNITY TWO TRUST						
2	CHECK THI	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) 0 (b) x					
3	SEC USE OI	SEC USE ONLY					
4	SOURCE OF	SOURCE OF FUNDS					
Not Applicable							
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)				o			
6 CITIZENSHIP OR PLACE OF ORGANIZATION							
	Delaware	Delaware 7 SOLE VOTING POWER					
N.	UMBER OF	8	-0- SHARED VOTING POWER				
	SHARES						
	NEFICIALLY NED BY EACH	9	574,504 SOLE DISPOSITIVE POWER				
REPO:	RTING PERSON WITH		-0-				
	*******	10	SHARED DISPOSITIVE POWER				
			574,504				
11	AGGREGAT	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
	574,504						
12	СНЕСК ВО	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 0					
13	PERCENT C	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
	0.1%						
14	TYPE OF RI	EPORTI	NG PERSON				
	00						

CUSIP No. Com	non Stock:	143658 10 2	and 143658 30

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1				NG PERSON OR				
		I.R.S. IDENTIFICATION NO. OF ABOVE PERSON						
		JMD DELAW	ARE, IN	ic.				
2		CHECK THE	APPRO	PRIATE BOX IF A MEMBER OF A GROUP	(a) o			
					(b) x			
3		SEC USE ONI	LY					
4		SOURCE OF	FUNDS		_			
		SOURCE OF FUNDS						
<u> </u>		Not Applicable						
5		CHECK BOX	IF DISC	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	0			
6		CITIZENSHIP	OR PL	ACE OF ORGANIZATION				
		Delaware						
	NUMBEI	R OF	8	-0- SHARED VOTING POWER				
	SHARI	ES						
	BENEFICI OWNED BY	FICIALLY -0- DBY EACH 9 SOLE DISPOSITIVE POWER						
	REPORTING	PERSON	9	SOLE DISPOSITIVE POWER				
	WITH	ł		-0-				
			10	SHARED DISPOSITIVE POWER				
				6,455,556				
11		AGGREGATE	AMOU	JNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
		6,455,556						
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 0			0				
13		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)						
15			CLITCO	THE RESERVED DT THROUGH IN NO. (11)				
<u> </u>		1.1%						
14		TYPE OF REF	ORTIN	G PERSON				
		CO						

	CUSIP No.	Common Stock:	143658 10 2 and 143658 30	Γ
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_						
1		NAME OF REPORTING PERSON OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON				
	JAMES M. I					
2	CHECK THI	E APPRO	OPRIATE BOX IF A MEMBER OF A GROUP	(a) o (b) x		
				(4)		
3	SEC USE OF	NLY				
4	SOURCE OF	FUNDS	S			
	Not Applicat	pplicable				
5	CHECK BO	X IF DIS	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	0		
6	CITIZENSH	IP OR PI	LACE OF ORGANIZATION			
	United States	United States				
	.	7	SOLE VOTING POWER			
			1,000			
N	UMBER OF	8	SHARED VOTING POWER			
	SHARES NEFICIALLY		62,220,704			
OWN	IED BY EACH	9	SOLE DISPOSITIVE POWER			
REPOI	RTING PERSON WITH		1,000			
		10	SHARED DISPOSITIVE POWER			
			68,676,260			
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
	CO C77 2C0	68,677,260				
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		0			
	United Box is the records and suppose that it was (11) by the box is the records of the records and the record					
13	PERCENT C	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				
14	11.5%	ZDODTIN	NC DEDCON			
14		TYPE OF REPORTING PERSON				
	IN	IN				

	CUSIP No.	Common Stock:	143658 10 2 and 143658 30	Γ
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		T							
1		NAME OF REPORTING PERSON OR							
		I.R.S. IDENTIFICATION NO. OF ABOVE PERSON							
	ARTSFARE 2005 TRUST No. 2								
2		CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) 0 (b) x							
3		SEC USE ONLY							
4 SOURCE OF FUNDS									
5		Not Applicable		CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	0				
J		CHECK BOX	II DISC	ECOUNT OF LEGAL PROCEEDINGS 13 REQUIRED PORSONNT TO TIEMS 2(0) 01 2(e)	Ü				
_									
6 CITIZENSHIP OR PLACE OF ORGANIZATION									
Delaware									
			7	SOLE VOTING POWER					
				-0-					
	NUMBE			SHARED VOTING POWER		_			
	SHAR			-0-					
OWNED B REPORTING WIT			9	SOLE DISPOSITIVE POWER					
		1	10	-0- SHARED DISPOSITIVE POWER					
			10	SHARED DISPOSITIVE POWER					
		37,580,930							
11		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON							
		37,580,930							
12		CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 0							
13		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)							
		6.3%							
14		TYPE OF REF	ORTING	G PERSON					
1			J1(111)(- Laco.					
		00							

CUSIP No.	Common Stock:	143658 10 2 and 143658 30	

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1 NAME OF REPORTING PERSON OR LD C. IDENTIFICATION NO. OF A DOVE PERSON.							
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON						
	KNIGHT PROTECTOR, INC.						
2		CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) 0 (b) x					
3		SEC USE ONLY					
4 SOURCE OF FUNDS							
Not Applicable							
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) 0					0		
		CITIZENCIUD	OD DI	CE OF ODC ANIZATION			
6 CITIZENSHIP OR PLACE OF ORGANIZATION							
L		Delaware					
			7	SOLE VOTING POWER			
	NUMBEI						
	SHARI BENEFICI						
	OWNED BY	BY EACH 9 SOLE DISPOSITIVE POWER					
	REPORTING WITH	TH		-0-			
			10	SHARED DISPOSITIVE POWER			
				62,220,704			
11		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
		62,220,704					
12		CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 0					
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)							
		10.4%					
14		TYPE OF REP	ORTING	G PERSON			
		CO					
	ICO						

CUSIP No. Common Stock:	143658 10 2 and 143658 30

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1		NAME OF REPORTING PERSON OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON					
		SUNTRUST I	DELAWA	ARE TRUST COMPANY			
2		CHECK THE	APPROI	PRIATE BOX IF A MEMBER OF A GROUP	(a) o (b) x		
3		SEC USE ONLY					
4		SOURCE OF FUNDS					
		Not Applicable	e				
5		CHECK BOX	IF DISC	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	0		
6			OR PL	ACE OF ORGANIZATION			
 		Delaware 7 SOLE VOTING POWER					
				750,000			
		NUMBER OF SHARES BENEFICIALLY		SHARED VOTING POWER			
	BENEFIC			-0-			
		NED BY EACH ORTING PERSON		SOLE DISPOSITIVE POWER			
		WITH		-0-			
			10	SHARED DISPOSITIVE POWER			
				37,580,930			
11		AGGREGATE	AMOU	INT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
		38,330,930					
12		CHECK BOX	IF THE	AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	O		
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)							
L		6.4%					
14		TYPE OF REI	PORTING	G PERSON			
00							

CUSIP No. Common Stock: 143658 10 2 and 143658 30

SCHEDULE 13D

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1		NAME OF REPORTING PERSON OR						
		I.R.S. IDENTIFICATION NO. OF ABOVE PERSON						
	J.P. MORGAN TRUST COMPANY OF DELAWARE							
2		CHECK THE	APPROF	PRIATE BOX IF A MEMBER OF A GROUP		(a) o (b) x		
3		SEC USE ONLY						
4		SOURCE OF I	UNDS					
		Not Applicable						
5				LOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)		0		
		onzon zon	5.00	200012 01 22012 110022211 00 10 1220122 101001211 10 112110 2(0) 01 2(0)				
6		CITIZENCUID	OP DI	ACE OF ORGANIZATION				
U		CITIZENSHIP	OK PL	ACE OF ORGANIZATION				
┞		Delaware		·				
			7	SOLE VOTING POWER				
				-0-				
NUMBI			8	SHARED VOTING POWER				
	SHAR BENEFIC			574,504				
OWNED B REPORTING WIT		Y EACH	9	SOLE DISPOSITIVE POWER				
				-0-				
				SHARED DISPOSITIVE POWER				
				574,504				
11		AGGREGATE	AMOU	NT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
		574,504						
12				0				
12		CILCR BOX		AGGREGATE AMOUNT IN NOW (II) EXCEODES CENTAIN SITARES		·		
12		DEDCENIT OF CLASS DEDDESENITED BY AMOLINIT IN DOW (11)						
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)								
		0.1%						
14		TYPE OF REP	ORTING	G PERSON				
	00							

CUSIP No. Common Stock: 143658 10 2 and 143658 30

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1		NAME OF REPORTING PERSON OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON						
	A	ARTSFARE 20	003 TRU	JST				
2	C	CHECK THE A	APPROF	PRIATE BOX IF A MEMBER OF A GROUP	(a) o (b) x			
3	3 SEC USE ONLY							
4	S	SOURCE OF FUNDS						
	ľ	Not Applicable	!					
5	C	CHECK BOX	IF DISC	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	0			
6	C	CITIZENSHIP	OR PL	ACE OF ORGANIZATION				
	F	Florida						
	•		7	SOLE VOTING POWER				
SHAF				-0-				
		JMBER OF SHARES JEFICIALLY		SHARED VOTING POWER				
				900,000				
			9	SOLE DISPOSITIVE POWER				
				-0-				
				SHARED DISPOSITIVE POWER				
				932,439				
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON							
932,439								
12	C	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 0						
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)							
	o	0.1%						
14	Т	TYPE OF REP	ORTING	G PERSON				
00								

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1		NAME OF REPORTING PERSON OR								
		I.R.S. IDENTIFICATION NO. OF ABOVE PERSON								
		MBA I, L.P.								
2		CHECK THE	APPROF	PRIATE BOX IF A MEMBER OF A GROUP	(a)					
					(b)	X				
3		SEC USE ONLY								
4		SOURCE OF I	SOURCE OF FUNDS							
ľ										
_		Not Applicable								
5		CHECK BOX	IF DISC	LOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	0					
6		CITIZENSHIP	OR PLA	ACE OF ORGANIZATION						
		Delaware								
			7	SOLE VOTING POWER						
NIIMRI		WANDED OF		-0-						
				SHARED VOTING POWER						
	SHAR	NUMBER OF SHARES								
OWNED E REPORTING		BENEFICIALLY WNED BY EACH PORTING PERSON WITH		900,000						
				SOLE DISPOSITIVE POWER						
				-0-						
				SHARED DISPOSITIVE POWER						
				932,439						
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON										
		932,439								
12		CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 0								
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)										
13										
<u> </u>		0.1%								
14		TYPE OF REPORTING PERSON								
00										

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1		NAME OF REPORTING PERSON OR						
		I.R.S. IDENTIFICATION NO. OF ABOVE PERSON						
	JOHN J. O'NEIL							
2		CHECK THE	APPROF	PRIATE BOX IF A MEMBER OF A GROUP	(a) o (b) x			
3	SEC USE ONLY							
4		SOURCE OF F	UNDS					
		Not Applicable						
5				LOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	0			
		CHECK BOX	ii Disc	EGGORE OF EEGRETROCEEDINGS IS REQUIRED FORSONINT TO TIEMS 2(ii) of 2(c)	Ü			
		CIENTED IOLIUM	OD DI	A GE OF ODG LAWE INTOX				
6		CITIZENSHIP	OR PLA	ACE OF ORGANIZATION				
		Delaware						
NUMBI				SOLE VOTING POWER				
				-0-				
		UMBER OF		SHARED VOTING POWER				
		HARES EFICIALLY		62,795,208				
OWNED B REPORTING WIT		Z EACH	9	SOLE DISPOSITIVE POWER				
		W1111		-0- SHARED DISPOSITIVE POWER				
_				62,795,208				
11		AGGREGATE	AMOU	NT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
		62,795,208						
12		CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 0						
13		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)						
		10.5%						
14		TYPE OF REP	ORTING	G PERSON				
1		IN						

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1		NAME OF REPORTING PERSON OR								
		I.R.S. IDENTIFICATION NO. OF ABOVE PERSON								
		VERUS PROT	ECTOR	LLC						
2		CHECK THE	APPROF	PRIATE BOX IF A MEMBER OF A GROUP	(a) 0 (b) x					
3		SEC USE ONLY								
4		SOURCE OF FUNDS								
		NT . A . 11 . 1.1	Not Applicable							
5				LOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)						
5		CHECK BOX	IF DISC	LOSURE OF LEGAL PROCEEDINGS IS REQUIRED PORSUANT TO ITEMS 2(d) of 2(e)	0					
6		CITIZENSHIP	OR PLA	ACE OF ORGANIZATION						
		Delaware								
		ı	7	SOLE VOTING POWER						
SHAI BENEFIO OWNED E REPORTINO		JMBER OF SHARES		-0-						
				SHARED VOTING POWER						
		NEFICIALLY	9	37,580,930						
		VNED BY EACH ORTING PERSON WITH		SOLE DISPOSITIVE POWER						
				-0-						
				SHARED DISPOSITIVE POWER						
				37,580,930						
11		AGGREGATE	AMOU	NT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
	37,580,930									
12	12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 0									
12		CHECK BOA IF THE AGGREGATE AMOUNT IN ROW (II) EXCLUDES CERTAIN SHAKES 0								
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)										
		6.3%								
14		TYPE OF REF	ORTING	G PERSON						
		00								

CUSIP No. Common Stock:	143658 10 2 and 143658 30

SCHEDULE 13D

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			NG PERSON OR	
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON			
	RICHARD L.	KOHAI	N	
2	CHECK THE .	APPRO	PRIATE BOX IF A MEMBER OF A GROUP	(a) o
				(b) x
3	CEC MOD ONLY			
	SEC USE ONLY			
4	SOURCE OF I	FUNDS		
	Not Applicable			
			CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	0
6	CITIZENSHIP OR PLACE OF ORGANIZATION			
CITIZENSHIP OR PLACE OF ORGANIZATION				
	United States			
		7	SOLE VOTING POWER	
			1,000	
NUMBER	R OF	8	SHARED VOTING POWER	
SHARE			37,581,930	
BENEFICIA OWNED BY		9	SOLE DISPOSITIVE POWER	
REPORTING I	PERSON	9	SOLE DISPOSITIVE FOWER	
WITH	I		1,000	
		10	SHARED DISPOSITIVE POWER	
			37,581,930	
11	AGGREGATE	AMOU	JNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
],	37,582,930			
	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES o			
	CHECK DUA	n itte	AGGILGATE AMOUNT IN NOW (II) EACEODES CERTAIN SHARES	Ü
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
	6.3%			
14	TYPE OF REF	ORTIN	G PERSON	
	INI			
1	IN			

CUSIP No. Common Stock: 143658 10 2 and 143658 30 SCHEDULE 13D Page 18 of 25 0,

Special Voting Share: G7214F 12 2, Trust

Shares: 143658 30 0

The Schedule 13D relating to Carnival Corporation and Carnival plc is being filed by TAMMS Management Corporation ("TAMMS Corp."), MA 1994 B Shares, L.P. ("B Shares, L.P."), MA 1994 B Shares, Inc. ("B Shares, Inc."), Micky Arison, Eternity Two Trust, JMD Delaware, Inc., James M. Dubin, Artsfare 2005 Trust No. 2, Knight Protector, Inc., SunTrust Delaware Trust Company, J.P. Morgan Trust Company of Delaware, Artsfare 2003 Trust, MBA I, L.P., John J. O'Neil, Verus Protector, LLC and Richard L. Kohan (collectively, the "Reporting Persons"). This Amendment No. 13 is being filed to reflect the addition of new Reporting Persons and an exit filing by JMNJ Protector, LLC and Richard Skor and Jafasa Continued Irrevocable Trust. This Schedule 13D is hereby amended as follows:

Item 1. <u>Security and Issuer</u>

No material change.

Item 2. <u>Identity and Background</u>

On July 13, 2012, Verus Protector, LLC ("Verus Protector") replaced JMNJ Protector, LLC as the protector of Artsfare 2005 Trust No. 2. Richard L. Kohan is the sole member of Verus Protector, LLC.

On September 26, 2011, Jafasa Continued Irrevocable Trust transferred all of its Shares to Dozer Trust as a distribution for no consideration. SunTrust Delaware Trust Company is the sole trustee of Dozer Trust.

Verus Protector is a Delaware LLC. Mr. Kohan is the sole member of Verus Protector. Its principal address is at Two Alhambra Plaza, Suite 1040, Coral Gables, Florida 33134.

Mr. Kohan is the president of AFO, LLC. AFO, LLC's principal address is at Two Alhambra Plaza, Suite 1040, Coral Gables, Florida 33134. Mr. Kohan is a U.S. Citizen.

Neither Mr. Kohan nor Verus Protector have:

- during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors); or
- been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoying future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 2 is hereby further amended by deleting paragraphs relating to Jafasa Continued Irrevocable Trust, JMNJ Protector, LLC, Mr. Richard Skor, Balluta, and the Shari Arison Guernsey Trust and amending the paragraph describing Mr. James M. Dubin's occupation and mailing address to Consultant, and c/o Madison Place Partners, LLC, One Madison Place, Harrison, NY. 10528-1307, respectively.

CUSIP No. Common Stock: 143658 10 2 and 143658 30	SCHEDULE 13D	Page 19 o	

Special Voting Share: G7214F 12 2, Trust

Shares: 143658 30 0

Item 3. Source and Amount of Funds or Other Consideration

No material change.

Item 4. Purpose of Transaction

Not applicable.

Item 5. <u>Interest in Securities of the Issuer</u>

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

All ownership percentages set forth herein assume that there are 596,229,586 Shares outstanding, representing the total number of shares reported by Carnival Corporation in its Quarterly Report on Form 10-Q for the quarter ended May 31, 2012 filed with the SEC on July 2, 2012.

(a) and (b)(i)

- (i) TAMMS Corp. may be deemed to beneficially own all of the 32,439 Shares (approximately 0.0% of the total number of Shares outstanding) it directly holds. TAMMS Corp. has sole voting and shared dispositive power with respect to such Shares.
- (ii) B Shares, L.P. beneficially owns an aggregate of 103,638,843 Shares (approximately 17.4% of the total number of Shares outstanding), which its holds directly. B Shares, L.P. has sole voting and dispositive power with respect to all such Shares.
- (iii) B Shares, Inc. beneficially owns an aggregate of 103,638,843 Shares (approximately 17.4% 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.
- (iv) Micky Arison beneficially owns an aggregate of 179,915,531 Shares (approximately 30.2% of the total number of Shares outstanding), 2,476,981 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 Nickel 2003 Revocable Trust, 538,393 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 Nickel 97-07 Trust, 103,638,843 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 Nickel 1994 "B" Trust, 69,282,739 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 3,978,575 Shares with respect to which he has a beneficial interest by virtue of the interest and authority granted to him under instruments for various grantor retained annuity trusts for his benefit: Nickel 2008 GRAT, Nickel 2009 GRAT and Nickel 2010 GRAT (together, the "GRATS"). Micky Arison has shared dispositive and voting power with respect to the 37,580,930 Shares held by the Artsfare 2005 Trust No. 2, and 31,701,809 Shares held by the Eternity Four Trust. Micky Arison has sole voting and

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CUSIP No. Common Stock: 143658 10 2 and 143658 30	SCHEDULE 13D	
),		

Special Voting Share: G7214F 12 2, Trust

Shares: 143658 30 0

G7214F 12 2, Trust

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dispositive power with respect to the 538,393 Shares held by the Nickel 97-07 Trust and the 103,638,843 Shares indirectly held by the Nickel 1994 "B" Trust. Micky Arison has sole voting and shared dispositive power with respect to the 2,476,981 Shares held by the Nickel 2003 Revocable Trust and the 3,978,575 Shares held by the GRATS. Micky Arison is deemed to be the beneficial owner of the 3,978,575 Shares held by the GRATS.

- (v) Eternity Two Trust beneficially owns an aggregate of 574,504 Shares (approximately 0.1% of the total number of Shares outstanding), which it holds directly. Eternity Two Trust has shared voting and dispositive power with respect to the 574,504 Shares held by it.
- (vi) JMD Delaware, Inc. beneficially owns an aggregate of 6,455,556 Shares (approximately 1.1% of the total number of Shares outstanding), by virtue of being the trustee of the Nickel 2003 Revocable Trust and the various GRATS for the benefit of Micky Arison. JMD Delaware, Inc. has shared dispositive power with respect to the 2,476,981 Shares held by the Nickel 2003 Revocable Trust and the 3,978,575 Shares held by the GRATS. Accordingly, JMD Delaware, Inc. may be deemed to beneficially own such Shares for which it expresses voting and/or dispositive power. JMD Delaware, Inc. disclaims beneficial ownership of all such Shares.
- (vii) James M. Dubin beneficially owns an aggregate of 68,677,260 Shares (approximately 11.5% of the total number of Shares outstanding), 1,000 Shares of which he holds directly and 68,676,260 Shares with respect to which he has a beneficial interest by virtue of being the sole shareholder of JMD Delaware, Inc. and a fifty-percent shareholder of Knight Protector, Inc.. Mr. Dubin has sole voting and dispositive power with respect to the 1,000 Shares he holds directly. Mr. Dubin has shared voting power with respect to 29,944,391 Shares held by Eternity Four Trust, 31,701,809 Shares held by Eternity Four Trust and 574,504 Shares held by Eternity Two Trust. Mr. Dubin has shared dispositive power with respect to the 61,662,00 Shares held by Eternity Four Trust, the 2,476,981 Shares held by the Nickel 2003 Revocable Trust, the 574,504 Shares held by Eternity Two Trust, and the 3,978,575 Shares held by the GRATS. Accordingly, Mr. Dubin may be deemed to beneficially own such Shares for which he exercises voting and/or dispositive power. Mr. Dubin disclaims beneficial ownership of all such Shares, except for the 1,000 Shares he holds directly.
 - (viii) Artsfare 2005 Trust No. 2 beneficially owns the 37,580,930 Shares for which it exercises shared dispositive power (approximately 6.3% of the total number of Shares outstanding).
- (ix) Knight Protector, Inc. beneficially owns an aggregate of 62,220,704 Shares (approximately 10.4% of the total number of Shares outstanding), by virtue of being the protector of Eternity Four Trust and the protector of Eternity Two Trust. Knight Protector, Inc. has shared voting and dispositive power with respect to the 574,504 Shares held by Eternity Two Trust. Knight Protector, Inc. has shared dispositive power with respect to 61,646,200 Shares held by Eternity Four Trust. Knight Protector, Inc. has shared voting power with respect to 31,701,809 Shares held by Eternity Four Trust, and has sole voting power with respect to 29,944,391 Shares held by Eternity Four Trust.

USIP No. Common Stock: 143658 10 2 and 143658 30	SCHEDULE 13D	Page 21 of 2
, pecial Voting Share: G7214F 12 2, Trust hares: 143658 30 0		

- (x) SunTrust Delaware Trust Company beneficially owns 38,330,930 Shares (approximately 6.4% of the total number of Shares outstanding), by virtue of being the trustee of Artsfare 2005 Trust No. 2 and Dozer Trust. SunTrust Delaware Trust Company has sole voting power with respect to the Shares held by Dozer Trust and shared dispositive power with respect to the Shares held by Artsfare 2005 Trust No. 2. Accordingly, SunTrust Delaware Trust Company may be deemed to beneficially own such Shares for which it exercises such voting and/or dispositive power. SunTrust Delaware Trust Company disclaims beneficial ownership of such Shares.
- (xi) J.P. Morgan Trust Company of Delaware beneficially owns 574,504 Shares (approximately 0.1% of the total number of Shares outstanding), by virtue of being the sole trustee of Eternity Two Trust. J.P. Morgan Trust Company of Delaware has shared voting and dispositive power with respect to the 574,504 Shares held directly by Eternity Two Trust. Accordingly, J.P. Morgan Trust Company of Delaware may be deemed to beneficially own such Shares for which it exercises shared voting and/or dispositive power. J.P. Morgan Trust Company of Delaware disclaims beneficial ownership of such Shares.
- (xii) Artsfare 2003 Trust beneficially owns an aggregate of 932,439 Shares (approximately 0.1% of the total number of Shares outstanding), 900,000 of which it holds beneficially by virtue of its interest in MBA I, L.P. and 32,439 of which it holds beneficially by virtue of the limited partnership interest of MBA I, L.P. as sole stockholder of TAMMS Corp. Artsfare 2003 Trust has shared voting and dispositive power with respect to the 900,000 Shares directly held by MBA I, L.P. and exercises shared dispositive power over the 32,439 Shares held indirectly by MBA I, L.P., by virtue of being the sole stockholder of TAMMS Corp.
- (xiii) MBA I, L.P. beneficially owns an aggregate of 932,439 Shares (approximately 0.1% of the total number of Shares outstanding), 900,000 Shares of which it holds directly and 32,439 Shares of which it owns beneficially by virtue of its interest in TAMMS Corp. MBA I, L.P. has shared voting and dispositive power over the 900,000 Shares it holds directly and exercises shared dispositive power over the 32,439 Shares held by TAMMS Corp.
- (xiv) John J. O'Neil beneficially owns an aggregate of 62,795,208 Shares (approximately 10.5% of the total number of Shares outstanding) by virtue of being a fifty-percent shareholder of Knight Protector, Inc. Mr. O'Neil has shared voting and dispositive power with respect to the 574,504 Shares held by Eternity Two Trust. Mr. O'Neil has shared voting power with respect to 29,944,391 Shares held by Eternity Four Trust and 31,701,809 Shares held by Eternity Four Trust. Mr. O'Neil has shared dispositive power with respect to the 61,646,200 Shares held by Eternity Four Trust. Accordingly, Mr. O'Neil may be deemed to beneficially own such Shares for which he exercises shared voting and/or dispositive power. Mr. O'Neil disclaims beneficial ownership of all such Shares.
- (xv) Verus Protector, LLC beneficially owns an aggregate of 37,580,930 Shares (approximately 6.3% of the total Shares outstanding), by virtue of being the protector of Artsfare 2005 Trust No.2. Verus Protector, LLC has shared voting and dispositive power with respect to the 37,580,930 Shares held by Artsfare 2005 Trust No.2.

USIP No. Common Stock: 143658 10 2 and 143658 30	SCHEDULE 13D	Page 22 of
anial Vesting Chayer C7214E 12.2 Trust		

Shares: 143658 30 0

Richard L. Kohan beneficially owns an aggregate of 37,582,930 Shares (approximately 6.3% of the total Shares outstanding), by virtue of being the sole member of Verus Protector, (xvi) LLC, and owning 1,000 Shares indirectly and 1,000 Shares directly. Mr. Kohan has shared voting and dispositive power with respect to the 37,580,930 Shares held by Artsfare 2005 Trust No.2. Mr. Kohan has shared voting and dispositive power with respect to the 1,000 Shares held by his wife and sole voting and dispositive power with respect to the 1,000 Shares he holds directly.

- The Reporting Persons, as a group, beneficially own an aggregate of 212,118,890 Shares (approximately 35.6% of the total number of Shares outstanding). The Reporting Persons, as a group, have sole voting and dispositive power over all such Shares, except for Shares held by Eternity Four Trust over which Citigroup Institutional Trust Company exercises shared dispositive power.
- (c) To the best of the knowledge of each of the Reporting Persons, none of the persons named in the 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 of the Schedule 13D is amended and supplemented as follows by incorporating by reference the information set forth in Item 4 above.

Item 7. Material to be Filed as Exhibits

The following exhibits have been filed with this Schedule 13D/A.

Joint Filing Agreement, dated as of July 16, 2012, among TAMMS Management Corporation, MA 1994 B Shares, L.P., MA 1994 B Shares, Inc., Micky Arison, Eternity Two Trust, JMD Exhibit 38 Delaware, Inc., James M. Dubin, Artsfare 2005 Trust No. 2, Knight Protector, Inc., SunTrust Delaware Trust Company, J.P. Morgan Trust Company of Delaware, Artsfare 2003 Trust, MBA I, L.P., John J. O'Neil, JMNJ Protector, LLC, Richard Skor, Verus Protector, LLC and Richard L. Kohan.

Exhibit 39 Power of Attorney for Verus Protector, LLC, dated as of July 13, 2012

Exhibit 40 Power of Attorney for Richard L. Kohan, dated as of July 13, 2012

The Power of Attorney filed for JMNJ Protector, LLC and Richard Skor as an exhibit to Amendment No. 12 to Schedule 13D filed on June 24, 2011, the Power of Attorney filed for

CUSIP No. Common Stock: 143658 10 2 and 143658 30	SCHEDULE 13D
0, Special Voting Share: G7214F 12 2, Trust	
Shares: 143658 30 0	

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Eternity Two Trust and J.P. Morgan Trust Company of Delaware as an exhibit to Amendment No. 8 to Schedule 13D filed on March 22, 2005, the Power of Attorney filed for SunTrust Delaware Trust Company as an exhibit to the Form 4 for Artsfare 1992 Irrevocable Trust filed on January 31, 2005, the Power of Attorney filed for Artsfare 2005 Trust No. 2 as an exhibit to the Form 3 filed on December 22, 2005 and the Powers of Attorney filed for the other signatories hereto as an exhibit to Amendment No. 4 to Schedule 13D filed on February 23, 2004 are hereby incorporated herein by reference.

CUSIP No. Common Stock:	143658 10 2 and 143658 30

0,

Special Voting Share: G7214F 12 2, Trust

TAMMS MANAGEMENT CORPORATION

Shares: 143658 30 0

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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, 2012

MA 1994 B SHARES, L.P.
MA 1994 B SHARES, INC.
MICKY ARISON
ETERNITY TWO TRUST
JMD DELAWARE, INC.
JAMES M. DUBIN
ARTSFARE 2005 TRUST NO. 2
SUNTRUST DELAWARE TRUST COMPANY
J.P. MORGAN TRUST COMPANY OF DELAWARE
ARTSFARE 2003 TRUST
MBA I, L.P.
JMNJ PROTECTOR, LLC
RICHARD SKOR
VERUS PROTECTOR, LLC

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

/s/ John J. O'Neil

RICHARD L. KOHAN

KNIGHT PROTECTOR, INC.

By: John J. O'Neil, Authorized Signatory

/s/ John J. O'Neil

/s/ John J. O'Neil

John J. O'Neil

CUSIP No. Common Stock: 143658 10 2 and 143658 30 0,	SCHEDULE 13D	
Special Voting Share: G7214F 12 2, Trust Shares: 143658 30 0		

INDEX TO EXHIBITS

Exhibits

Joint Filing Agreement, dated as of July 16, 2012, among TAMMS Management Corporation, MA 1994 B Shares, L.P., MA 1994 B Shares, Inc., Micky Arison, Eternity Two Trust, JMD Delaware, Inc., James M, Dubin, Artsfare 2005 Trust No. 2, Knight Protector, Inc., SunTrust Delaware Trust Company, J.P. Morgan Trust Company of Delaware, Artsfare 2003 Trust, MBA J, L.P., John J. O'Neil, JMNJ Protector, LLC, Richard Skor, Verus Protector, LLC and Richard L. Kohan. Exhibit 38

Exhibit 39 Power of Attorney for Verus Protector, LLC, dated as of July 13, 2012

Exhibit 40 Power of Attorney for Richard L. Kohan, dated as of July 13, 2012

The Power of Attorney filed for JMNJ Protector, LLC and Richard Skor as an exhibit to Amendment No. 12 to Schedule 13D filed on June 24, 2011, the Power of Attorney filed for Eternity Two Trust and J.P. Morgan Trust Company of Delaware as an exhibit to Amendment No. 8 to Schedule 13D filed on March 22, 2005, the Power of Attorney filed for SunTrust Delaware Trust Company as an exhibit to the Form 4 for Artsfare 1992 Irrevocable Trust filed on January 31, 2005, the Power of Attorney filed for Artsfare 2005 Trust No. 2 as an exhibit to the Form 3 filed on December 22, 2005 and the Powers of Attorney filed for the other signatories hereto as an exhibit to Amendment No. 4 to Schedule 13D filed on February 23, 2004 are hereby incorporated herein by reference.

EXHIBIT 38

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 16, 2012

TAMMS MANAGEMENT CORPORATION
MA 1994 B SHARES, L.P.
MA 1994 B SHARES, INC.
MICKY ARISON
ETERNITY TWO TRUST
JMD DELAWARE, INC.
JAMES M. DUBIN
ARTSFARE 2005 TRUST NO. 2
SUNTRUST DELAWARE TRUST COMPANY
J.P. MORGAN TRUST COMPANY OF DELAWARE
ARTSFARE 2003 TRUST
MBA I, L.P.
JMNJ PROTECTOR, LLC
RICHARD SKOR
VERUS PROTECTOR, LLC
RICHARD L. KOHAN

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

/s/ John J. O'Neil

KNIGHT PROTECTOR, INC.

By: John J. O'Neil, Authorized Signatory

/s/ John J. O'Neil

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

Exhibit 39

POWER OF ATTORNEY

Know all by these presents, that each of the undersigned parties hereby constitutes and appoints each of Eric Goodison and John J. O'Neil, signing singly, such party's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of such party, all documents relating to the reporting of beneficial ownership of securities required to be filed with the United States Securities and Exchange Commission (the "SEC") pursuant to Section 13(d) or Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder (the "Exchange Act"), including, without limitation, Schedule 13D and Form 3, Form 4 and Form 5 and successive forms thereto;
- (2) do and perform any and all acts for and on behalf of such party that may be necessary or desirable to complete and execute any such documents, complete and execute any amendment or amendments thereto, and timely file such documents with the SEC and any stock exchange, automated quotation system or similar authority; and
- (3) take any other action of any type whatsoever in furtherance of the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, such party, it being understood that the documents executed by such attorney-in-fact on behalf of such party pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

Such party hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as such party might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of such party, are not assuming, nor is Carnival Corporation or Carnival plc assuming, any of the undersigned's responsibilities to comply with the Exchange Act.

This Power of Attorney shall remain in full force and effect until such party is no longer required to file such documents with respect to such party's holdings of and transactions in securities issued by the Carnival Corporation or Carnival plc, unless earlier revoked by such party in a signed writing delivered to the foregoing attorneys-in-fact.

 $IN\ WITNESS\ WHEREOF, the\ undersigned\ has\ caused\ this\ Power\ of\ Attorney\ to\ be\ executed\ as\ of\ this\ 13th\ day\ of\ July,\ 2012.$

VERUS PROTECTOR, LLC

By: /s/ Richard L. Kohan

Name: Richard L. Kohan Title: Sole Member

Exhibit 40

POWER OF ATTORNEY

Know all by these presents, that each of the undersigned parties hereby constitutes and appoints each of Eric Goodison and John J. O'Neil, signing singly, such party's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of such party, all documents relating to the reporting of beneficial ownership of securities required to be filed with the United States Securities and Exchange Commission (the "SEC") pursuant to Section 13(d) or Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder (the "Exchange Act"), including, without limitation, Schedule 13D and Form 3, Form 4 and Form 5 and successive forms thereto;
- (2) do and perform any and all acts for and on behalf of such party that may be necessary or desirable to complete and execute any such documents, complete and execute any amendment or amendments thereto, and timely file such documents with the SEC and any stock exchange, automated quotation system or similar authority; and
- (3) take any other action of any type whatsoever in furtherance of the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, such party, it being understood that the documents executed by such attorney-in-fact on behalf of such party pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

Such party hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as such party might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of such party, are not assuming, nor is Carnival Corporation or Carnival plc assuming, any of the undersigned's responsibilities to comply with the Exchange Act.

This Power of Attorney shall remain in full force and effect until such party is no longer required to file such documents with respect to such party's holdings of and transactions in securities issued by the Carnival Corporation or Carnival plc, unless earlier revoked by such party in a signed writing delivered to the foregoing attorneys-in-fact.

 $IN\ WITNESS\ WHEREOF, the\ undersigned\ has\ caused\ this\ Power\ of\ Attorney\ to\ be\ executed\ as\ of\ this\ 13th\ day\ of\ July,\ 2012.$

RICHARD L. KOHAN

By: /s/ Richard L. Kohan

Name: Richard L. Kohan