SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Schedule 13D (Rule 13d-102)

Under the Securities Exchange Act of 1934 (Amendment No. 14)*

> 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)

December 18, 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

SCHEDULE 13D

Page 2 of 24

1			ING PERSON OR			
	I.R.S. IDENT	TFICAT	TON NO. OF ABOVE PERSON			
	TAMMS MA	NAGEN	MENT CORPORATION			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP			(a) o		
				(b) x		
	CEC 110E C1					
3	SEC USE ON	NLY				
4	SOURCE OF	FUNDS	S			
	Not Applicab	1.				
5			CCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	0		
3	CHECK BOZ	X IF DIS	OCCUSIONE OF LEGAL PROCEEDINGS IS REQUIRED PORSOANT TO THEMS 2(u) of 2(e)	Ü		
6	CITIZENSH	IP OR P	LACE OF ORGANIZATION			
	Delaware					
		7	SOLE VOTING POWER			
		-	32,439			
	BER OF ARES	8	SHARED VOTING POWER			
	ICIALLY		-0-			
	BY EACH	9	SOLE DISPOSITIVE POWER			
	NG PERSON ITH		-0-			
	1111	10	SHARED DISPOSITIVE POWER			
		10	SHARED DISPOSITIVE POWER			
			32,439			
11	AGGREGAT	E AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
32,439						
12		CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 0				
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
	0.0%					
14	TYPE OF RE	PORTI	NG PERSON			
	CO					
СО						

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

Page 3 of 24

1	NAME OF B	EDODTI	ING PERSON OR		
			ING PERSON OR ION NO. OF ABOVE PERSON		
	MA 1994 B SHARES, L.P.				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP			(a) o	
				(b) x	
3	SEC USE OF	ЛV			
	SEC USE OF	, LI			
4	SOURCE OF	FUNDS	S		
	Not Applicab	le			
5			CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	0	
	CILLOIT BOX	- 11 1010		Ü	
6	CITIZENSH	IP OR PI	LACE OF ORGANIZATION		
	Delaware				
		7	SOLE VOTING POWER		
			103,638,843		
	BER OF	8	SHARED VOTING POWER		
	ARES FICIALLY		-0-		
OWNEI	BY EACH	9	SOLE DISPOSITIVE POWER		
	NG PERSON /ITH				
ď	/1111		103,638,843		
		10	SHARED DISPOSITIVE POWER		
			-0-		
11	AGGREGAT	E AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	102 620 042				
10	103,638,843				
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES o			0	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				
	17.4%				
14		DODTIN	NG PERSON		
14	I I PE OF KI	TOKIII	NO LEAGON		
	PN	PN			
	-		-		

CUSIP No. C	ommon Stock:	143658 10 2	and 143658 30

SCHEDULE 13D

Page 4 of 24

1		NAME OF REPORTING PERSON OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON					
		MA 1994 B SHARES, INC.					
2		CHECK THE	APPROF	PRIATE BOX IF A MEMBER OF A GROUP	(a) o (b) x		
3		SEC USE ONI	Y				
4		SOURCE OF I	UNDS				
		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					
			7	SOLE VOTING POWER			
				103,638,843			
	NUMBE		8	SHARED VOTING POWER			
	SHAR BENEFIC			-0-			
	OWNED BY REPORTING		9	SOLE DISPOSITIVE POWER			
	WIT			103,638,843			
			10	SHARED DISPOSITIVE POWER			
				-0-			
11		AGGREGATE	AMOU	NT 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 REP	ORTING	G PERSON			
		со					

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

SCHEDULE 13D

Page 5 of 24

1	NAME OF B	CDODT	INC DEDCOM OR	
1	NAME OF REPORTING PERSON OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON			
	MICKY ARIS			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP			(a) o (b) x
				(b) x
3	SEC USE ON	ILY		
4	SOURCE OF	ELIND		
4	SOURCE OF	FUND		
	Not Applicable	le		
5	CHECK BOX	IF DIS	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	0
6	CITIZENSHI	P OR P	LACE OF ORGANIZATION	
	United States	1_	Leave Morrayo povimp	
		7	SOLE VOTING POWER	
			110,654,768	
NUMB	ER OF	8	SHARED VOTING POWER	
SHA			62,731,544	
BENEFIO OWNED I		9	SOLE DISPOSITIVE POWER	
REPORTIN				
WI	ГН		104,177,236	
		10	SHARED DISPOSITIVE POWER	
			69,209,076	
11	AGGREGAT	Е АМО	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
12	173,386,312	TE TH	F ACCIDED ATE AMOUNT IN DOME (44) EVELLIDES CEDITAIN SHADES	
12	CHECK BOX	LIF IH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	0
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
	29.2%			
14	TYPE OF RE	PORTI	NG PERSON	
IN				

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

Page 6 of 24

	2743 00 00 0		THE PERSON OF			
1	NAME OF REPORTING PERSON OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON					
	I.K.S. IDEN	IIIICAI	ION NO. OF ADOVE FERSON			
	ETERNITY	ETERNITY TWO TRUST				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP			(a) o		
				(b) x		
3	SEC USE O	NLY				
4	SOURCE O	F FUND	S			
	Not Applica	ble				
5	СНЕСК ВО	X IF DIS	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	o		
6	CITIZENSH	IIP OR P	LACE OF ORGANIZATION			
ľ						
-	Delaware	-1_	7			
		7	SOLE VOTING POWER			
			-0-			
ľ	NUMBER OF	8	SHARED VOTING POWER			
DI	SHARES ENEFICIALLY		574.504			
	NED BY EACH	9	SOLE DISPOSITIVE POWER			
REPO	ORTING PERSON					
	WITH		-0-			
		10	SHARED DISPOSITIVE POWER			
			574,504			
11	AGGREGA	ГЕ АМО	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	574,504	574 504				
12		X IF TH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	0		
1	CILLER BO	211 111	ENGOLESTED TERRORY IN NOW (11) ENGEDDES GERTHIN STERKES	Ü		
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)						
	0.1%					
14	TYPE OF R	EPORTI:	NG PERSON			
	00	00				
	00	ou .				

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

SCHEDULE 13D

Page 7 of 24

1		NAME OF REPORTING PERSON OR							
		I.R.S. IDENTIFICATION NO. OF ABOVE PERSON							
		JMD DELAWA							
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		CHECK BOX	IF DISC	LOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	0				
6		CITIZENSHIP Delaware	OR PL	ACE OF ORGANIZATION					
_		Delaware	17	SOLE VOTING POWER					
			/	SOLE VOTING FOWER					
		NUMBER OF SHARES ENEFICIALLY VNED BY EACH ORTING PERSON WITH		-0-					
				SHARED VOTING POWER					
				-0-					
				SOLE DISPOSITIVE POWER					
	WIT			-0-					
			10	SHARED DISPOSITIVE POWER					
				6,477,532					
11		AGGREGATE	AMOU	NT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
		6,477,532							
12		CHECK BOX	IF THE .	AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	0				
13		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)							
		1.1%							
14		TYPE OF REP	ORTING	G PERSON					
		со							

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

SCHEDULE 13D

Page 8 of 24

1		NAME OF REPORTING PERSON OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON							
	I.R.S. IDENT	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON							
	JAMES M. D								
2	CHECK THE	APPROI	PRIATE BOX IF A MEMBER OF A GROUP	(a) o (b) x					
3	SEC USE ON	LY							
4	SOURCE OF	FUNDS							
	Not Applicabl	e							
5			CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	0					
6	CITIZENSHI	P OR PL	ACE OF ORGANIZATION						
	United States								
	Officed States	7	SOLE VOTING POWER						
		8	1,000 SHARED VOTING POWER						
	UMBER OF SHARES	0	SHARED VOTING POWER						
	NEFICIALLY		55,669,509						
	IED BY EACH RTING PERSON	9	SOLE DISPOSITIVE POWER						
	WITH		1,000						
		10	SHARED DISPOSITIVE POWER						
			62,147,041						
11	AGGREGATI	E AMOU	INT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
	62,148,041								
12	CHECK BOX	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		0					
13	PERCENT O	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)							
	10.5%	10.5%							
14	TYPE OF RE	PORTIN	G PERSON						
	INI								
	IIN	IN							

CUSIP No. C	ommon Stock:	143658 10 2	and 143658 30

SCHEDULE 13D

Page 9 of 24

Τ.			DODEN.	AC PERSON OR						
1		NAME OF REPORTING PERSON OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON								
		ELLO, IDENTIFICATION TO, OF TELO PETEROON								
		ARTSFARE 20	ARTSFARE 2005 TRUST No. 2							
2		CHECK THE	APPROF	PRIATE BOX IF A MEMBER OF A GROUP	(a) o					
					(b) x					
3		SEC USE ONI	v							
3		SEC USE ONI	.1							
4		SOURCE OF I	FUNDS							
		Not Applicable	1							
5				LOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	0					
		CILEGIT BOIL	11 2100	200012 01 22012 11002221100 10 1220122 101001211 10 112110 2(0) 01 2(0)	· ·					
L										
6		CITIZENSHIP	OR PLA	ACE OF ORGANIZATION						
		Delaware								
T		ı	7	SOLE VOTING POWER						
		NUMBER OF 8 SHARES SENEFICIALLY WNED BY EACH 9		-0-						
				SHARED VOTING POWER						
				-0-						
				SOLE DISPOSITIVE POWER						
	REPORTING WITI			-0-						
		WIIII		SHARED DISPOSITIVE POWER						
			10							
				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								
40										
13		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)								
L		6.3%								
14		TYPE OF REP	ORTINO	G PERSON						
		00								
		90								

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

SCHEDULE 13D

Page 10 of 24

1		NAME OF REPORTING PERSON OR LR.S. IDENTIFICATION NO. OF ABOVE PERSON KNIGHT PROTECTOR, INC.						
	KNIGHT PR							
2			OPRIATE BOX IF A MEMBER OF A GROUP	(a) o (b) x				
3	SEC USE O							
4	SOURCE OF	F FUND	S					
	Not Applical	ble						
5	CHECK BO	X IF DIS	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	0				
6		IIP OR P	LACE OF ORGANIZATION					
-	Delaware	7	SOLE VOTING POWER					
		ľ						
		_	29,944,391					
	NUMBER OF SHARES	8	SHARED VOTING POWER					
	BENEFICIALLY		25,725,118					
	OWNED BY EACH REPORTING PERSON	9	SOLE DISPOSITIVE POWER					
	WITH		-0-					
		10	SHARED DISPOSITIVE POWER					
			55,669,509					
11	AGGREGAT	ге Амо	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
	55,669,509							
12	СНЕСК ВО	X IF TH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	0				
13	DEDCENT	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)						
13		PERCEINI OF CLASS REPRESENTED DI AMOUNI IN KOW (II)						
<u></u>	9.4%		NO PERSONAL					
14	TYPE OF RI	EPORTII	NG PERSON					
1	со							

CUSIP No. Comm	on Stock:	143658 10 2	and 143658 30	

SCHEDULE 13D

Page 11 of 24

1		NAME OF REPORTING PERSON OR						
	I.R.S. IDENTII	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON						
SUNTRUST DELAWARE TRUST COMPANY								
2	CHECK THE A	APPROP	PRIATE BOX IF A MEMBER OF A GROUP	(a) o				
				(b) x				
3	SEC USE ONL	v						
3	SEC USE ONL	.1						
4	SOURCE OF F	UNDS						
	Not Applicable	Not Applicable						
5			LOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	0				
			(, (,					
	C.E.I.E.I.I.I.I.I.I.I.I	0D DT /	A CE OF ODG LANGATION					
6	CITIZENSHIP	ITIZENSHIP OR PLACE OF ORGANIZATION						
	Delaware							
		7	SOLE VOTING POWER					
			750,000					
NUMBE	D OE	8	SHARED VOTING POWER					
SHAR								
BENEFIC			-0-					
OWNED B' REPORTING		9	SOLE DISPOSITIVE POWER					
WIT	Н		-0-					
		10	SHARED DISPOSITIVE POWER					
			37,580,930					
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON							
	38,330,930							
12	CHECK BOX	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 0						
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)							
	6.5%							
14	.	ORTING	C PERSON					
1	TYPE OF REPORTING PERSON							
	00							

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

SCHEDULE 13D

Page 12 of 24

	NAME OF REPORTING PERSON OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON						
J.I	P. MORGAN						
CI	HECK THE A	APPROP	PRIATE BOX IF A MEMBER OF A GROUP	(a) o (b) x			
SI	EC USE ONL	Y					
SC	OURCE OF F	UNDS					
No	ot Applicable						
CI	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)						
		OR PLA	ACE OF ORGANIZATION				
2.	ciawac	7	SOLE VOTING POWER				
			-0-				
		8	SHARED VOTING POWER				
			574,504				
		9	SOLE DISPOSITIVE POWER				
WITH			-0-				
		10	SHARED DISPOSITIVE POWER				
			574,504				
A	GGREGATE	AMOUI	NT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
57	74,504						
CI	HECK BOX I	IF THE A	AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	0			
PE	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)						
0.	1%						
T	YPE OF REP	ORTING	G PERSON				
0	00						
	NUMBER OF SHARES BENEFICIAL OWNED BY FREPORTING PH WITH	I.R.S. IDENTII J.P. MORGAN CHECK THE A SEC USE ONL SOURCE OF F Not Applicable CHECK BOX I CITIZENSHIP Delaware NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH AGGREGATE 574,504 CHECK BOX I PERCENT OF 0.1%	I.R.S. IDENTIFICATION J.P. MORGAN TRUST CHECK THE APPROPRIATION SEC USE ONLY SOURCE OF FUNDS Not Applicable CHECK BOX IF DISC CITIZENSHIP OR PLATE Delaware 7 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 10 AGGREGATE AMOUTE 574,504 CHECK BOX IF THE PERCENT OF CLASS 0.1% TYPE OF REPORTING	J.P. MORGAN TRUST COMPANY OF DELAWARE CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP SEC USE ONLY 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 -0- 8 SHARED VOTING POWER 574,504 9 SOLE DISPOSITIVE POWER 20- 10 SHARED DISPOSITIVE POWER 574,504 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 574,504 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.1% TYPE OF REPORTING PERSON			

CUSIP No. Comm	on Stock:	143658 10 2	and 143658 30	

SCHEDULE 13D

Page 13 of 24

1	NAME OF REPORTING PERSON OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON				
		ARTSFARE 20			
2		CHECK THE A	PRIATE BOX IF A MEMBER OF A GROUP	(a) o (b) x	
3		SEC USE ONI	Υ		
4		SOURCE OF F	UNDS		
		Not Applicable			
5				LOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	0
6				ACE OF ORGANIZATION	
-	Florida		7	SOLE VOTING POWER	
				-0-	
	NUMBE	R OF	8	SHARED VOTING POWER	
	SHAR BENEFIC			900,000	
	OWNED BY REPORTING		9	SOLE DISPOSITIVE POWER	
	WIT			-0-	
			10	SHARED DISPOSITIVE POWER	
				932,439	
11		AGGREGATE	AMOU	NT 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)	
		0.1%			
14		TYPE OF REP	ORTING	G PERSON	
		00			

SCHEDULE 13D

Page 14 of 24

1		NAME OF REPORTING PERSON OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON				
		MBA I, L.P.				
2		CHECK THE	PRIATE BOX IF A MEMBER OF A GROUP	(a) o (b) x		
3		SEC USE ONI	LY			
4		SOURCE OF I	FUNDS			
		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				
		•	7	SOLE VOTING POWER		
		NUMBER OF SHARES BENEFICIALLY WNED BY EACH PORTING PERSON WITH		-0-		
	NUMBE			SHARED VOTING POWER		
				900,000		
				SOLE DISPOSITIVE POWER		
				-0-		
				SHARED DISPOSITIVE POWER		
				932,439		
11		AGGREGATE	AMOU	NT 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)				
		0.1%				
14		TYPE OF REF	ORTINO	G PERSON		
		00				

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

SCHEDULE 13D

Page 15 of 24

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 ONI	Y				
4		SOURCE OF I	STIMDS				
4		SOURCE OF I	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 PL	ACE OF ORGANIZATION			
		United States					
1			7	SOLE VOTING POWER			
		NUMBER OF SHARES ENEFICIALLY VNED BY EACH ORTING PERSON		-0- SHARED VOTING POWER			
				SHARED VOTING POWER			
	BENEFIC			55,669,509			
				SOLE DISPOSITIVE POWER			
	WIT			-0-			
				SHARED DISPOSITIVE POWER			
				55,669,509			
11		AGGREGATE	AMOU	NT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
		EE 660 E00					
12		55,669,509 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 0					
		CHECK BOX		NOORDONE TRACONT IN NOW (11) ENCEODES CENTRAL STRIKES	· ·		
_		DED CELTE OF	GT 4.66	DEPOSITION BY A CONTROL OF THE CONTR			
13		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
<u> </u>		9.4%					
14		TYPE OF REF	ORTINO	G PERSON			
		IN					
_							

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

SCHEDULE 13D

Page 16 of 24

1		NAME OF REPORTING PERSON OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON					
		VERUS PROTECTOR, LLC					
2		CHECK THE	PRIATE BOX IF A MEMBER OF A GROUP	(a) o (b) x			
3		SEC USE ONI	Υ				
4		SOURCE OF I	FUNDS				
		Not Applicable	<u>.</u>				
5				CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	0		
6		CITIZENSHIP Delaware	OR PLA	ACE OF ORGANIZATION			
-		Delaware	7	SOLE VOTING POWER			
		NUMBER OF SHARES BENEFICIALLY		-0-			
	NUMBE			SHARED VOTING POWER			
				37,580,930			
	OWNED B	VNED BY EACH ORTING PERSON WITH	9	SOLE DISPOSITIVE POWER			
				-0-			
				SHARED DISPOSITIVE POWER			
				37,580,930			
11		AGGREGATE	AMOU	NT 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	ORTINO	G PERSON			
		00					

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

SCHEDULE 13D

Page 17 of 24

1 NAME OF REPORTING PERSON						
	I.R.S. IDENT	IFICATI	ION NO. OF ABOVE PERSON			
	RICHARD L.	KOHA	N			
2	CHECK THE	APPRC	DPRIATE BOX IF A MEMBER OF A GROUP	(a) o		
				(b) x		
3	SEC USE ON	LV				
J	DEC COE OIV					
4	SOURCE OF	FUNDS				
	Not Applicabl	e				
5	CHECK BOX	IF DIS	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	0		
6	CITIZENSHII	P OR PI	LACE OF ORGANIZATION			
Ü		OICIL	ENCE OF OROTHERMON			
	United States					
		7	SOLE VOTING POWER			
			1,000			
NUMB	ER OF	8	SHARED VOTING POWER			
SHA			37.581,930			
BENEFI OWNED I		9	SOLE DISPOSITIVE POWER			
REPORTIN						
WI	I'H		1,000			
		10	SHARED DISPOSITIVE POWER			
			37,581,930			
11	AGGREGATI	E AMOU	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	37,582,930					
12		CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 0				
	January Bon			Š		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
	6.3%					
14	TYPE OF RE	PORTIN	NG PERSON			
	IN					

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

0,

Special Voting Share: G7214F 12 2, Trust

Shares: 143658 30 0

SCHEDULE 13D Page 18 of 24

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."), 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. 14 is being filed because the number of Shares beneficially owned by the Reporting 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. <u>Security and Issuer</u>

No material change.

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

No material change.

Item 3. Source and Amount of Funds or Other Consideration

No material change.

Item 4. <u>Purpose of Transaction</u>

On November 12, 2012, Eternity Four Trust entered into a sales plan under Rule 10b5-1 for the sale of up to 6,551,195 Shares in open market transactions (the "sales plan"). Between November 12, 2012 and December 12, 2012, 6,551,195 Shares were sold pursuant to the sales plan. In the future, similar sales plans to sell Shares beneficially owned by the Reporting Persons under Rule 10b5-1 may be effected.

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 594,485,001 Shares outstanding, representing the total number of shares reported by Carnival Corporation in its Quarterly Report on Form 10-Q for the quarter ended August 31, 2012 filed with the SEC on October 5, 2012.

(a) and (b)(i)

CUSIP No. Common Stock: 143658 10 2 and 143658 30	SCHEDULE 13D	Page 19 of 24
0, Special Voting Share: G7214F 12 2, Trust Shares: 143658 30 0		

- (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 173,386,312 Shares (approximately 29.2% of the total number of Shares outstanding), 3,513,925 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, 62,731,544 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 2,963,607 Shares with respect to which he has a beneficial interest by virtue of the interest and authority granted to him under repart to which he has a beneficial interest by virtue of the interest and authority granted to him under repart to which he has a beneficial interest by virtue of the interest and authority granted to him under repart to which he has a beneficial interest by virtue of the interest and authority granted to him under repart to which he has a beneficial interest by virtue of the interest and authority granted to him under repart to which he has a beneficial interest by virtue of the interest and authority granted to him under the trust instruments for various grantor retained annuity trusts for his benefit: Nickel 2008 Agos 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 2008 GRAT and Nickel 2009 GRAT (together, the "GRATS"). Micky Arison has sole voting and dispositive power with respect to the 538,393 Shares held by the Nickel 2003 Revocable Trust and the 2,963,607 Shares held by the GRATS. Micky Arison is deemed to be the beneficia
- (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 6,477,532 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 3,513,925 Shares held by the Nickel 2003 Revocable Trust and the 2,963,607 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.

CUSIP No. Common Stock: 143658 10 2 and 143658 30	SCHEDULE 13D	Page 20 of 24
0, Special Voting Share: G7214F 12 2, Trust Shares: 143658 30 0		_

- (vii) James M. Dubin beneficially owns an aggregate of 62,148,041 Shares (approximately 10.5% of the total number of Shares outstanding), 1,000 Shares of which he holds directly and 62,147,041 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, 25,150,614 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 55,095,005 Shares held by Eternity Four Trust, the 3,513,925 Shares held by the Nickel 2003 Revocable Trust, the 574,504 Shares held by Eternity Two Trust, and the 2,963,607 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 55,669,509 Shares (approximately 9.4% 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 55,095,005 Shares held by Eternity Four Trust. Knight Protector, Inc. has shared voting power with respect to 29,944,391 Shares held by Eternity Four Trust. and has sole voting power with respect to 29,944,391 Shares held by Eternity Four Trust.
- (x) SunTrust Delaware Trust Company beneficially owns 38,330,930 Shares (approximately 6.5% 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 750,000 Shares held by Dozer Trust and shared dispositive power with respect to the 37,580,930 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 55,669,509 Shares (approximately 9.4% 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 25,150,614 Shares held by Eternity Four Trust. Mr. O'Neil has shared dispositive power with respect to the 55,095,005 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.
- (xvi) 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, 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 he holds directly.
- (xvii) The Reporting Persons, as a group, beneficially own an aggregate of 205,590,646 Shares (approximately 34.6% 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.

CUSIP No. Common Stock: 143658 10 2 and 143658 30	SCHEDULE 13D	Page 21 of 24
), Special Voting Share: G7214F 12 2, Trust		
Shares: 143658 30 0		

(c) During the past 60 days (i) Micky Arison exercised 120,000 opinions with an exercise price of \$27.875 per share on November 9, 2012 (as was reported on a Form 4 filed with the SEC on November 14, 2012) and (ii) Eternity Four Trust sold Shares in open market transactions on the New York Stock Exchange pursuant to a sales plan under Rule 10b5-1 as noted in Schedule I, which is incorporated by reference in its entirety to this Item 5(c). Except as set forth in this paragraph (c), to the best 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. <u>Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer</u>

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. <u>Material to be Filed as Exhibits</u>

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

Exhibit 41 Joint Filing Agreement, dated as of December 18, 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 I, L.P., John J. O'Neil, Verus Protector, LLC and Richard L. Kohan.

The Power of Attorney filed for Verus Protector, LLC and Richard L. Kohan as an exhibit to Amendment No. 13 to Schedule 13D filed on July 16, 2012, 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.

CHSIP No	Common Stock	143658 10 2 and 143658 30	

0,

Special Voting Share: G7214F 12 2, Trust

Shares: 143658 30 0

SCHEDULE 13D Page 22 of 24

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: December 18, 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
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

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

/s/ John J. O'Neil

KNIGHT PROTECTOR, INC.

VERUS PROTECTOR, LLC RICHARD L. KOHAN

By: John J. O'Neil, Authorized Signatory

/s/ John J. O'Neil

/s/ John J. O'Neil

John J. O'Neil

	Common Stock: 143658 10 2 and 143658 30 0, SCHEDULE 13D ting Share: G7214F 12 2, Trust Shares: 143658 30 0	
	INDEX TO EXHIBITS	
	INDEX TO EXHIBITS	
<u>Exhibits</u>		
Exhibit 41	Joint Filing Agreement, dated as of December 18, 2012, among TAMMS Management Corporation, MA 1994 B Shares, L.P., MA 1994 B Shares, Inc., Micky Delaware, Inc., James M. Dubin, Artsfare 2005 Trust No. 2, Knight Protector, Inc., SunTrust Delaware Trust Company, J.P. Morgan Trust Company of Delaware L.P., John J. O'Neil, Verus Protector, LLC and Richard L. Kohan.	

SCHEDULE 13D

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

SCHEDULE I

ETERNITY FOUR TRUST

Date	No. of Shares Sold	Average Price Per Share
11/14/2012	311,090	\$38.15852
11/15/2012	292,953	\$37.46449
11/16/2012	493,013	\$37.44165
11/19/2012	466,764	\$38.08678
11/20/2012	328,294	\$38.14736
11/21/2012	177,964	\$38.28775
11/23/2012	222,287	\$38.91636
11/26/2012	255,610	\$38.55248
11/27/2012	340,042	\$38.45380
11/28/2012	435,406	\$38.37360
11/29/2012	278,051	\$38.68870
11/30/2012	261,684	\$38.62510
12/03/2012	249,007	\$38.64180
12/04/2012	419,445	\$37.78360
12/05/2012	292,106	\$37.27110
12/06/2012	453,390	\$37.43110
12/07/2012	338,047	\$37.78600
12/10/2012	431,843	\$37.89040
12/11/2012	237,505	\$37.95320
12/12/2012	266,694	\$38.07380

EXHIBIT 41

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: December 18, 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
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
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