

<p><b>Form 5500</b></p> <p>Department of the Treasury Internal Revenue Service</p> <hr/> <p>Department of Labor Employee Benefits Security Administration</p> <hr/> <p>Pension Benefit Guaranty Corporation</p>	<p><b>Annual Return/Report of Employee Benefit Plan</b></p> <p>This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code).</p> <p>▶ <b>Complete all entries in accordance with the instructions to the Form 5500.</b></p>	<p>OMB Nos. 1210-0110 1210-0089</p> <hr/> <p style="font-size: 24pt; font-weight: bold; text-align: center;">2009</p> <hr/> <p style="text-align: center;"><b>This Form is Open to Public Inspection</b></p>
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<b>Part I</b>	<b>Annual Report Identification Information</b>
For calendar plan year 2009 or fiscal plan year beginning <u>01/01/2009</u> and ending <u>12/31/2009</u>	
<b>A</b> This return/report is for:	<input type="checkbox"/> a multiemployer plan; <input type="checkbox"/> a multiple-employer plan; or <input checked="" type="checkbox"/> a single-employer plan; <input type="checkbox"/> a DFE (specify) ____
<b>B</b> This return/report is:	<input type="checkbox"/> the first return/report; <input type="checkbox"/> the final return/report; <input checked="" type="checkbox"/> an amended return/report; <input type="checkbox"/> a short plan year return/report (less than 12 months).
<b>C</b> If the plan is a collectively-bargained plan, check here. . . . .	<input type="checkbox"/>
<b>D</b> Check box if filing under:	<input checked="" type="checkbox"/> Form 5558; <input type="checkbox"/> automatic extension; <input type="checkbox"/> the DFVC program; <input type="checkbox"/> special extension (enter description)

<b>Part II</b>	<b>Basic Plan Information</b> —enter all requested information				
<b>1a</b> Name of plan <u>CARIBBEAN CRUISE LINE, INC. 401(K) PLAN</u>	<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td style="width:80%;"><b>1b</b> Three-digit plan number (PN) ▶</td> <td style="width:20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2"><b>1c</b> Effective date of plan <u>01/01/1999</u></td> </tr> </table>	<b>1b</b> Three-digit plan number (PN) ▶	<u>001</u>	<b>1c</b> Effective date of plan <u>01/01/1999</u>	
<b>1b</b> Three-digit plan number (PN) ▶	<u>001</u>				
<b>1c</b> Effective date of plan <u>01/01/1999</u>					
<b>2a</b> Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) <u>CARIBBEAN CRUISE LINE, INC.</u>  <u>2419 EAST COMMERCIAL BLVD.</u> <u>FT. LAUDERDALE, FL 33308</u>	<b>2b</b> Employer Identification Number (EIN) <u>26-3290287</u>				
	<b>2c</b> Sponsor's telephone number <u>954-630-9449</u>				
	<b>2d</b> Business code (see instructions) <u>561500</u>				

**Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.**

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

<b>SIGN HERE</b>	<u>Filed with authorized/valid electronic signature.</u>	<u>03/04/2011</u>	<u>DANIEL LAMBERT</u>
	<b>Signature of plan administrator</b>	Date	Enter name of individual signing as plan administrator
<b>SIGN HERE</b>	<u>Filed with authorized/valid electronic signature.</u>	<u>03/04/2011</u>	<u>DANIEL LAMBERT</u>
	<b>Signature of employer/plan sponsor</b>	Date	Enter name of individual signing as employer or plan sponsor
<b>SIGN HERE</b>	<u> </u>	<u> </u>	<u> </u>
	<b>Signature of DFE</b>	Date	Enter name of individual signing as DFE

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Form 5500 (2009)  
v.092307.1

<b>3a</b> Plan administrator's name and address (if same as plan sponsor, enter "Same") CARIBBEAN CRUISE LINE, INC.  2419 EAST COMMERCIAL BLVD. FT. LAUDERDALE, FL 33308	<b>3b</b> Administrator's EIN 26-3290287  <b>3c</b> Administrator's telephone number 954-630-9449
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<b>4</b> If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:  <b>a</b> Sponsor's name PLAZA RESORTS, INC.	<b>4b</b> EIN 65-0855724  <b>4c</b> PN 001
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<b>5</b> Total number of participants at the beginning of the plan year	<b>5</b>	278
<b>6</b> Number of participants as of the end of the plan year (welfare plans complete only lines <b>6a</b> , <b>6b</b> , <b>6c</b> , and <b>6d</b> ).		
<b>a</b> Active participants.....	<b>6a</b>	211
<b>b</b> Retired or separated participants receiving benefits.....	<b>6b</b>	0
<b>c</b> Other retired or separated participants entitled to future benefits.....	<b>6c</b>	52
<b>d</b> Subtotal. Add lines <b>6a</b> , <b>6b</b> , and <b>6c</b> .....	<b>6d</b>	263
<b>e</b> Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	<b>6e</b>	0
<b>f</b> Total. Add lines <b>6d</b> and <b>6e</b> .....	<b>6f</b>	263
<b>g</b> Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	<b>6g</b>	111
<b>h</b> Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	<b>6h</b>	2
<b>7</b> Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) .....	<b>7</b>	

**8a** If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:  
 2E 2G 2J 2K 3D 3H

**b** If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

<b>9a</b> Plan funding arrangement (check all that apply) (1) <input checked="" type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> General assets of the sponsor	<b>9b</b> Plan benefit arrangement (check all that apply) (1) <input checked="" type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> General assets of the sponsor
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**10** Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

<b>a Pension Schedules</b> (1) <input checked="" type="checkbox"/> <b>R</b> (Retirement Plan Information) (2) <input type="checkbox"/> <b>MB</b> (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) <input type="checkbox"/> <b>SB</b> (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	<b>b General Schedules</b> (1) <input checked="" type="checkbox"/> <b>H</b> (Financial Information) (2) <input type="checkbox"/> <b>I</b> (Financial Information – Small Plan) (3) <input checked="" type="checkbox"/> <u>1</u> <b>A</b> (Insurance Information) (4) <input checked="" type="checkbox"/> <b>C</b> (Service Provider Information) (5) <input checked="" type="checkbox"/> <b>D</b> (DFE/Participating Plan Information) (6) <input type="checkbox"/> <b>G</b> (Financial Transaction Schedules)
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<p align="center"><b>SCHEDULE A</b> <b>(Form 5500)</b></p> <p align="center">Department of the Treasury Internal Revenue Service</p> <hr/> <p align="center">Department of Labor Employee Benefits Security Administration</p> <hr/> <p align="center">Pension Benefit Guaranty Corporation</p>	<p><b>Insurance Information</b></p> <p>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</p> <p align="center">▶ <b>File as an attachment to Form 5500.</b></p> <p>▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).</p>	<p>OMB No. 1210-0110</p> <hr/> <p><b>2009</b></p> <hr/> <p><b>This Form is Open to Public Inspection</b></p>
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For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

<p><b>A</b> Name of plan <u>CARIBBEAN CRUISE LINE, INC. 401(K) PLAN</u></p>	<p><b>B</b> Three-digit plan number (PN) ▶</p>	<p><u>001</u></p>
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<p><b>C</b> Plan sponsor's name as shown on line 2a of Form 5500. <u>CARIBBEAN CRUISE LINE, INC.</u></p>	<p><b>D</b> Employer Identification Number (EIN) <u>26-3290287</u></p>
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**Part I Information Concerning Insurance Contract Coverage, Fees, and Commissions** Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

**1 Coverage Information:**

**(a)** Name of insurance carrier  
JOHN HANCOCK LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
<u>01-0233346</u>	<u>65838</u>	<u>63065</u>	<u>106</u>	<u>01/01/2009</u>	<u>12/31/2009</u>

**2 Insurance fee and commission information.** Enter the total fees and total commissions paid. List in item 3 the agents, brokers, and other persons in descending order of the amount paid.

<b>(a)</b> Total amount of commissions paid	<b>(b)</b> Total amount of fees paid
<u>4065</u>	<u>1595</u>

**3 Persons receiving commissions and fees.** (Complete as many entries as needed to report all persons).

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid  
MERRILL LYNCH LIFE AGY 2419 EAST COMMERCIAL BLVD.  
SUITE 100  
FT LAUDERDALE, FL 33308

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
<u>4065</u>			<u>3</u>

**(a)** Name and address of the agent, broker, or other person to whom commissions or fees were paid  
THE PENSION SOURCE, INC. 2110 SE RAYS WAY  
ST  
STUART, FL 34994

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	<u>1595</u>		<u>5</u>

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

**Part II Investment and Annuity Contract Information**

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

<b>4</b> Current value of plan's interest under this contract in the general account at year end .....	<b>4</b>	21543
<b>5</b> Current value of plan's interest under this contract in separate accounts at year end .....	<b>5</b>	813518

**6** Contracts With Allocated Funds:

**a** State the basis of premium rates ▶

<b>b</b> Premiums paid to carrier .....	<b>6b</b>	
<b>c</b> Premiums due but unpaid at the end of the year .....	<b>6c</b>	
<b>d</b> If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount .....	<b>6d</b>	

Specify nature of costs ▶

**e** Type of contract: (1)  individual policies (2)  group deferred annuity  
 (3)  other (specify) ▶

**f** If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶

**7** Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

**a** Type of contract: (1)  deposit administration (2)  immediate participation guarantee  
 (3)  guaranteed investment (4)  other ▶

<b>b</b> Balance at the end of the previous year .....	<b>7b</b>	29887
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<b>c</b> Additions: (1) Contributions deposited during the year .....	<b>7c(1)</b>	2974
(2) Dividends and credits .....	<b>7c(2)</b>	0
(3) Interest credited during the year .....	<b>7c(3)</b>	764
(4) Transferred from separate account .....	<b>7c(4)</b>	0
(5) Other (specify below) .....	<b>7c(5)</b>	6064

▶ LOAN REPAYMENTS

(6) Total additions .....	<b>7c(6)</b>	9802
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<b>d</b> Total of balance and additions (add <b>b</b> and <b>c(6)</b> ) .....	<b>7d</b>	39689
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**e** Deductions:

(1) Disbursed from fund to pay benefits or purchase annuities during year .....	<b>7e(1)</b>	10753
(2) Administration charge made by carrier .....	<b>7e(2)</b>	744
(3) Transferred to separate account .....	<b>7e(3)</b>	0
(4) Other (specify below) .....	<b>7e(4)</b>	6649

▶ PART LOAN/CASH AS UNVESTED MONEY

(5) Total deductions .....	<b>7e(5)</b>	18146
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<b>f</b> Balance at the end of the current year (subtract <b>e(5)</b> from <b>d</b> ) .....	<b>7f</b>	21543
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**Part III Welfare Benefit Contract Information**

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organization(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

**8** Benefit and contract type (check all applicable boxes)

- a**  Health (other than dental or vision)
- b**  Dental
- c**  Vision
- d**  Life insurance
- e**  Temporary disability (accident and sickness)
- f**  Long-term disability
- g**  Supplemental unemployment
- h**  Prescription drug
- i**  Stop loss (large deductible)
- j**  HMO contract
- k**  PPO contract
- l**  Indemnity contract
- m**  Other (specify) ▶

**9** Experience-rated contracts:

<b>a</b>	Premiums: (1) Amount received.....	<b>9a(1)</b>	
	(2) Increase (decrease) in amount due but unpaid.....	<b>9a(2)</b>	
	(3) Increase (decrease) in unearned premium reserve.....	<b>9a(3)</b>	
	(4) Earned ((1) + (2) - (3)).....		<b>9a(4)</b>
<b>b</b>	Benefit charges (1) Claims paid.....	<b>9b(1)</b>	
	(2) Increase (decrease) in claim reserves.....	<b>9b(2)</b>	
	(3) Incurred claims (add (1) and (2)).....		<b>9b(3)</b>
	(4) Claims charged.....		<b>9b(4)</b>
<b>c</b>	Remainder of premium: (1) Retention charges (on an accrual basis) --		
	(A) Commissions.....	<b>9c(1)(A)</b>	
	(B) Administrative service or other fees.....	<b>9c(1)(B)</b>	
	(C) Other specific acquisition costs.....	<b>9c(1)(C)</b>	
	(D) Other expenses.....	<b>9c(1)(D)</b>	
	(E) Taxes.....	<b>9c(1)(E)</b>	
	(F) Charges for risks or other contingencies.....	<b>9c(1)(F)</b>	
	(G) Other retention charges.....	<b>9c(1)(G)</b>	
	(H) Total retention.....		<b>9c(1)(H)</b>
	(2) Dividends or retroactive rate refunds. (These amounts were <input type="checkbox"/> paid in cash, or <input type="checkbox"/> credited.).....		<b>9c(2)</b>
<b>d</b>	Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement.....		<b>9d(1)</b>
	(2) Claim reserves.....		<b>9d(2)</b>
	(3) Other reserves.....		<b>9d(3)</b>
<b>e</b>	Dividends or retroactive rate refunds due. (Do not include amount entered in c(2).).....		<b>9e</b>

**10** Nonexperience-rated contracts:

<b>a</b>	Total premiums or subscription charges paid to carrier.....	<b>10a</b>	
<b>b</b>	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount.....	<b>10b</b>	
	Specify nature of costs ▶		

**Part IV Provision of Information**

- 11** Did the insurance company fail to provide any information necessary to complete Schedule A? .....  Yes  No
- 12** If the answer to line 11 is "Yes," specify the information not provided. ▶

**SCHEDULE C  
(Form 5500)**

Department of the Treasury  
Internal Revenue Service

Department of Labor  
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

**Service Provider Information**

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

**2009**

**This Form is Open to Public Inspection.**

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

<b>A</b> Name of plan <u>CARIBBEAN CRUISE LINE, INC. 401(K) PLAN</u>	<b>B</b> Three-digit plan number (PN) ▶	<u>001</u>
<b>C</b> Plan sponsor's name as shown on line 2a of Form 5500 <u>CARIBBEAN CRUISE LINE, INC.</u>	<b>D</b> Employer Identification Number (EIN) <u>26-3290287</u>	

**Part I Service Provider Information (see instructions)**

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

**1 Information on Persons Receiving Only Eligible Indirect Compensation**

**a** Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).....  Yes  No

**b** If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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**2. Information on Other Service Providers Receiving Direct or Indirect Compensation.** Except for those persons for whom you answered "yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

THE PENSION SOURCE, INC

2110 SE RAYS WAY  
STUART, FL 34994

65-0420375

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64	TPA	9039	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	0	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

**(a)** Enter name and EIN or address (see instructions)

<b>(b)</b> Service Code(s)	<b>(c)</b> Relationship to employer, employee organization, or person known to be a party-in-interest	<b>(d)</b> Enter direct compensation paid by the plan. If none, enter -0-.	<b>(e)</b> Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	<b>(f)</b> Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	<b>(g)</b> Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	<b>(h)</b> Did the service provider give you a formula instead of an amount or estimated amount?
			Yes <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

**(a)** Enter name and EIN or address (see instructions)

<b>(b)</b> Service Code(s)	<b>(c)</b> Relationship to employer, employee organization, or person known to be a party-in-interest	<b>(d)</b> Enter direct compensation paid by the plan. If none, enter -0-.	<b>(e)</b> Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	<b>(f)</b> Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	<b>(g)</b> Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	<b>(h)</b> Did the service provider give you a formula instead of an amount or estimated amount?
			Yes <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

**(a)** Enter name and EIN or address (see instructions)

<b>(b)</b> Service Code(s)	<b>(c)</b> Relationship to employer, employee organization, or person known to be a party-in-interest	<b>(d)</b> Enter direct compensation paid by the plan. If none, enter -0-.	<b>(e)</b> Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	<b>(f)</b> Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	<b>(g)</b> Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	<b>(h)</b> Did the service provider give you a formula instead of an amount or estimated amount?
			Yes <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

**Part I Service Provider Information (continued)**

**3** If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

<b>(a)</b> Enter service provider name as it appears on line 2	<b>(b)</b> Service Codes (see instructions)	<b>(c)</b> Enter amount of indirect compensation
<b>(d)</b> Enter name and EIN (address) of source of indirect compensation	<b>(e)</b> Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
<b>(a)</b> Enter service provider name as it appears on line 2	<b>(b)</b> Service Codes (see instructions)	<b>(c)</b> Enter amount of indirect compensation
<b>(d)</b> Enter name and EIN (address) of source of indirect compensation	<b>(e)</b> Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
<b>(a)</b> Enter service provider name as it appears on line 2	<b>(b)</b> Service Codes (see instructions)	<b>(c)</b> Enter amount of indirect compensation
<b>(d)</b> Enter name and EIN (address) of source of indirect compensation	<b>(e)</b> Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

**Part II Service Providers Who Fail or Refuse to Provide Information**

**4** Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

<b>(a)</b> Enter name and EIN or address of service provider (see instructions)	<b>(b)</b> Nature of Service Code(s)	<b>(c)</b> Describe the information that the service provider failed or refused to provide
<b>(a)</b> Enter name and EIN or address of service provider (see instructions)	<b>(b)</b> Nature of Service Code(s)	<b>(c)</b> Describe the information that the service provider failed or refused to provide
<b>(a)</b> Enter name and EIN or address of service provider (see instructions)	<b>(b)</b> Nature of Service Code(s)	<b>(c)</b> Describe the information that the service provider failed or refused to provide
<b>(a)</b> Enter name and EIN or address of service provider (see instructions)	<b>(b)</b> Nature of Service Code(s)	<b>(c)</b> Describe the information that the service provider failed or refused to provide
<b>(a)</b> Enter name and EIN or address of service provider (see instructions)	<b>(b)</b> Nature of Service Code(s)	<b>(c)</b> Describe the information that the service provider failed or refused to provide
<b>(a)</b> Enter name and EIN or address of service provider (see instructions)	<b>(b)</b> Nature of Service Code(s)	<b>(c)</b> Describe the information that the service provider failed or refused to provide

**Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)**  
 (complete as many entries as needed)

<b>a</b> Name:	<b>b</b> EIN:
<b>c</b> Position:	
<b>d</b> Address:	<b>e</b> Telephone:

Explanation:

<b>a</b> Name:	<b>b</b> EIN:
<b>c</b> Position:	
<b>d</b> Address:	<b>e</b> Telephone:

Explanation:

<b>a</b> Name:	<b>b</b> EIN:
<b>c</b> Position:	
<b>d</b> Address:	<b>e</b> Telephone:

Explanation:

<b>a</b> Name:	<b>b</b> EIN;
<b>c</b> Position:	
<b>d</b> Address:	<b>e</b> Telephone:

Explanation:

<b>a</b> Name:	<b>b</b> EIN;
<b>c</b> Position:	
<b>d</b> Address:	<b>e</b> Telephone:

Explanation:

<b>SCHEDULE D</b> <b>(Form 5500)</b>  Department of the Treasury Internal Revenue Service  Department of Labor Employee Benefits Security Administration	<b>DFE/Participating Plan Information</b>  This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).  <b>▶ File as an attachment to Form 5500.</b>	OMB No. 1210-0110  <b>2009</b>  <b>This Form is Open to Public Inspection.</b>
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For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

<b>A</b> Name of plan <u>CARIBBEAN CRUISE LINE, INC. 401(K) PLAN</u>	<b>B</b> Three-digit plan number (PN) ▶	<u>001</u>
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<b>C</b> Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>CARIBBEAN CRUISE LINE, INC.</u>	<b>D</b> Employer Identification Number (EIN) <u>26-3290287</u>
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<b>Part I</b>	<b>Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)</b> (Complete as many entries as needed to report all interests in DFEs)
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**a** Name of MTIA, CCT, PSA, or 103-12 IE: LIFESTYLE CONSERVATIVE

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

<b>c</b> EIN-PN <u>01-0233346-000</u>	<b>d</b> Entity code <u>P</u>	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>24459</u>
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**a** Name of MTIA, CCT, PSA, or 103-12 IE: LIFESTYLE MODERATE

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

<b>c</b> EIN-PN <u>01-0233346-000</u>	<b>d</b> Entity code <u>P</u>	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>28424</u>
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**a** Name of MTIA, CCT, PSA, or 103-12 IE: LIFESTYLE BALANCED

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

<b>c</b> EIN-PN <u>01-0233346-000</u>	<b>d</b> Entity code <u>P</u>	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>69771</u>
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**a** Name of MTIA, CCT, PSA, or 103-12 IE: LIFESTYLE GROWTH

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

<b>c</b> EIN-PN <u>01-0233346-000</u>	<b>d</b> Entity code <u>P</u>	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>57813</u>
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**a** Name of MTIA, CCT, PSA, or 103-12 IE: LIFESTYLE AGGRESSIVE

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

<b>c</b> EIN-PN <u>01-0233346-000</u>	<b>d</b> Entity code <u>P</u>	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>45964</u>
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**a** Name of MTIA, CCT, PSA, or 103-12 IE: T ROWE PRICE SPECTRUM INC

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

<b>c</b> EIN-PN <u>01-0233346-000</u>	<b>d</b> Entity code <u>P</u>	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>8612</u>
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**a** Name of MTIA, CCT, PSA, or 103-12 IE: LM PARTNERS GLB HIGH YIELD

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

<b>c</b> EIN-PN <u>01-0233346-000</u>	<b>d</b> Entity code <u>P</u>	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>90801</u>
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<b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <a href="#">PIMCO TOTAL RETURN</a>		
<b>b</b> Name of sponsor of entity listed in (a): <a href="#">JOHN HANCOCK USA</a>		
<b>c</b> EIN-PN <a href="#">01-0233346-000</a>	<b>d</b> Entity code <a href="#">P</a>	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <a href="#">56470</a>
<b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <a href="#">SHORT-TERM FEDERAL</a>		
<b>b</b> Name of sponsor of entity listed in (a): <a href="#">JOHN HANCOCK USA</a>		
<b>c</b> EIN-PN <a href="#">01-0233346-000</a>	<b>d</b> Entity code <a href="#">P</a>	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <a href="#">13472</a>
<b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <a href="#">AMERICAN BALANCED FUND</a>		
<b>b</b> Name of sponsor of entity listed in (a): <a href="#">JOHN HANCOCK USA</a>		
<b>c</b> EIN-PN <a href="#">01-0233346-000</a>	<b>d</b> Entity code <a href="#">P</a>	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <a href="#">16077</a>
<b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <a href="#">MUTAL BEACON</a>		
<b>b</b> Name of sponsor of entity listed in (a): <a href="#">JOHN HANCOCK USA</a>		
<b>c</b> EIN-PN <a href="#">01-0233346-000</a>	<b>d</b> Entity code <a href="#">P</a>	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <a href="#">10519</a>
<b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <a href="#">DAVIS NEW YORK VENTURE</a>		
<b>b</b> Name of sponsor of entity listed in (a): <a href="#">JOHN HANCOCK USA</a>		
<b>c</b> EIN-PN <a href="#">01-0233346-000</a>	<b>d</b> Entity code <a href="#">P</a>	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <a href="#">50189</a>
<b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <a href="#">MUTUAL GLOBAL DISCOVERY</a>		
<b>b</b> Name of sponsor of entity listed in (a): <a href="#">JOHN HANCOCK USA</a>		
<b>c</b> EIN-PN <a href="#">01-0233346-000</a>	<b>d</b> Entity code <a href="#">P</a>	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <a href="#">10273</a>
<b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <a href="#">JENNISON GROWTH</a>		
<b>b</b> Name of sponsor of entity listed in (a): <a href="#">JOHN HANCOCK USA</a>		
<b>c</b> EIN-PN <a href="#">01-0233346-000</a>	<b>d</b> Entity code <a href="#">P</a>	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <a href="#">35293</a>
<b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <a href="#">TEMPLETON WORLD</a>		
<b>b</b> Name of sponsor of entity listed in (a): <a href="#">JOHN HANCOCK USA</a>		
<b>c</b> EIN-PN <a href="#">01-0233346-000</a>	<b>d</b> Entity code <a href="#">P</a>	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <a href="#">27410</a>
<b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <a href="#">DOMINI SOCIAL EQUITY</a>		
<b>b</b> Name of sponsor of entity listed in (a): <a href="#">JOHN HANCOCK USA</a>		
<b>c</b> EIN-PN <a href="#">01-0233346-000</a>	<b>d</b> Entity code <a href="#">P</a>	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <a href="#">4135</a>
<b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <a href="#">FRANKLIN BALANCE SHEET</a>		
<b>b</b> Name of sponsor of entity listed in (a): <a href="#">JOHN HANCOCK USA</a>		
<b>c</b> EIN-PN <a href="#">01-0233346-000</a>	<b>d</b> Entity code <a href="#">P</a>	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <a href="#">19814</a>

<b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <a href="#">EUROPACIFIC GROWTH FUND</a>		
<b>b</b> Name of sponsor of entity listed in (a): <a href="#">JOHN HANCOCK USA</a>		
<b>c</b> EIN-PN <a href="#">01-0233346-000</a>	<b>d</b> Entity code <a href="#">P</a>	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <a href="#">8143</a>
<b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <a href="#">AMERICAN CENTURY VISTA</a>		
<b>b</b> Name of sponsor of entity listed in (a): <a href="#">JOHN HANCOCK USA</a>		
<b>c</b> EIN-PN <a href="#">01-0233346-000</a>	<b>d</b> Entity code <a href="#">P</a>	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <a href="#">1893</a>
<b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <a href="#">SMALL CAP GROWTH INDEX</a>		
<b>b</b> Name of sponsor of entity listed in (a): <a href="#">JOHN HANCOCK USA</a>		
<b>c</b> EIN-PN <a href="#">01-0233346-000</a>	<b>d</b> Entity code <a href="#">P</a>	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <a href="#">7769</a>
<b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <a href="#">MONEY MARKET FUND</a>		
<b>b</b> Name of sponsor of entity listed in (a): <a href="#">JOHN HANCOCK USA</a>		
<b>c</b> EIN-PN <a href="#">01-0233346-000</a>	<b>d</b> Entity code <a href="#">P</a>	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <a href="#">62191</a>
<b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <a href="#">500 INDEX FUND</a>		
<b>b</b> Name of sponsor of entity listed in (a): <a href="#">JOHN HANCOCK USA</a>		
<b>c</b> EIN-PN <a href="#">01-0233346-000</a>	<b>d</b> Entity code <a href="#">P</a>	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <a href="#">14632</a>
<b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <a href="#">OPTIMIZED VALUE FUND</a>		
<b>b</b> Name of sponsor of entity listed in (a): <a href="#">JOHN HANCOCK USA</a>		
<b>c</b> EIN-PN <a href="#">01-0233346-000</a>	<b>d</b> Entity code <a href="#">P</a>	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <a href="#">1386</a>
<b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <a href="#">BLUE CHIP GROWTH FUND</a>		
<b>b</b> Name of sponsor of entity listed in (a): <a href="#">JOHN HANCOCK USA</a>		
<b>c</b> EIN-PN <a href="#">01-0233346-000</a>	<b>d</b> Entity code <a href="#">P</a>	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <a href="#">38600</a>
<b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <a href="#">OPTIMIZED ALL CAP FUND</a>		
<b>b</b> Name of sponsor of entity listed in (a): <a href="#">JOHN HANCOCK USA</a>		
<b>c</b> EIN-PN <a href="#">01-0233346-000</a>	<b>d</b> Entity code <a href="#">P</a>	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <a href="#">2651</a>
<b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <a href="#">ALL CAP GROWTH FUND</a>		
<b>b</b> Name of sponsor of entity listed in (a): <a href="#">JOHN HANCOCK USA</a>		
<b>c</b> EIN-PN <a href="#">01-0233346-000</a>	<b>d</b> Entity code <a href="#">P</a>	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <a href="#">2903</a>
<b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <a href="#">MID CAP STOCK FUND</a>		
<b>b</b> Name of sponsor of entity listed in (a): <a href="#">JOHN HANCOCK USA</a>		
<b>c</b> EIN-PN <a href="#">01-0233346-000</a>	<b>d</b> Entity code <a href="#">P</a>	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <a href="#">19</a>



**a** Name of MTIA, CCT, PSA, or 103-12 IE: INTERNATIONAL VALUE FUND

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

<b>c</b> EIN-PN 01-0233346-000	<b>d</b> Entity code P	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	11417
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**a** Name of MTIA, CCT, PSA, or 103-12 IE: T ROWE PRICE SCI & TECH

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

<b>c</b> EIN-PN 01-0233346-000	<b>d</b> Entity code P	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	20438
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**a** Name of MTIA, CCT, PSA, or 103-12 IE: OPPENHEIMER DEVELOPING MKT

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

<b>c</b> EIN-PN 01-0233346-000	<b>d</b> Entity code P	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	76318
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**a** Name of MTIA, CCT, PSA, or 103-12 IE: AIM SMALL CAP GROWTH

**b** Name of sponsor of entity listed in (a): JOHN HANCOCK USA

<b>c</b> EIN-PN 01-0233346-000	<b>d</b> Entity code P	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	10
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**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

<b>c</b> EIN-PN	<b>d</b> Entity code	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
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**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

<b>c</b> EIN-PN	<b>d</b> Entity code	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
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**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

<b>c</b> EIN-PN	<b>d</b> Entity code	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
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**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

<b>c</b> EIN-PN	<b>d</b> Entity code	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
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**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

<b>c</b> EIN-PN	<b>d</b> Entity code	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
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**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

<b>c</b> EIN-PN	<b>d</b> Entity code	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
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**Part II Information on Participating Plans (to be completed by DFEs)**

(Complete as many entries as needed to report all participating plans)

**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN

**SCHEDULE H  
(Form 5500)**

Department of the Treasury  
Internal Revenue Service

Department of Labor  
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

**Financial Information**

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

**2009**

**This Form is Open to Public Inspection**

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

<b>A</b> Name of plan <u>CARIBBEAN CRUISE LINE, INC. 401(K) PLAN</u>	<b>B</b> Three-digit plan number (PN) ▶ <u>001</u>
<b>C</b> Plan sponsor's name as shown on line 2a of Form 5500 <u>CARIBBEAN CRUISE LINE, INC.</u>	<b>D</b> Employer Identification Number (EIN) <u>26-3290287</u>

**Part I Asset and Liability Statement**

**1** Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
<b>a</b> Total noninterest-bearing cash .....	<b>1a</b>	7274	6447
<b>b</b> Receivables (less allowance for doubtful accounts):			
<b>(1)</b> Employer contributions .....	<b>1b(1)</b>	0	0
<b>(2)</b> Participant contributions .....	<b>1b(2)</b>	0	0
<b>(3)</b> Other.....	<b>1b(3)</b>	0	0
<b>c</b> General investments:			
<b>(1)</b> Interest-bearing cash (include money market accounts & certificates of deposit) .....	<b>1c(1)</b>	0	0
<b>(2)</b> U.S. Government securities.....	<b>1c(2)</b>	0	0
<b>(3)</b> Corporate debt instruments (other than employer securities):			
<b>(A)</b> Preferred .....	<b>1c(3)(A)</b>	0	0
<b>(B)</b> All other.....	<b>1c(3)(B)</b>	0	0
<b>(4)</b> Corporate stocks (other than employer securities):			
<b>(A)</b> Preferred .....	<b>1c(4)(A)</b>	0	0
<b>(B)</b> Common .....	<b>1c(4)(B)</b>	0	0
<b>(5)</b> Partnership/joint venture interests .....	<b>1c(5)</b>	0	0
<b>(6)</b> Real estate (other than employer real property) .....	<b>1c(6)</b>	0	0
<b>(7)</b> Loans (other than to participants) .....	<b>1c(7)</b>	0	0
<b>(8)</b> Participant loans .....	<b>1c(8)</b>	110417	100354
<b>(9)</b> Value of interest in common/collective trusts.....	<b>1c(9)</b>	0	0
<b>(10)</b> Value of interest in pooled separate accounts.....	<b>1c(10)</b>	646893	817866
<b>(11)</b> Value of interest in master trust investment accounts .....	<b>1c(11)</b>	0	0
<b>(12)</b> Value of interest in 103-12 investment entities .....	<b>1c(12)</b>	0	0
<b>(13)</b> Value of interest in registered investment companies (e.g., mutual funds).....	<b>1c(13)</b>	0	0
<b>(14)</b> Value of funds held in insurance company general account (unallocated contracts).....	<b>1c(14)</b>	29887	21543
<b>(15)</b> Other .....	<b>1c(15)</b>	0	0

<b>1d</b> Employer-related investments:		<b>(a)</b> Beginning of Year	<b>(b)</b> End of Year
<b>(1)</b> Employer securities .....	<b>1d(1)</b>	0	0
<b>(2)</b> Employer real property .....	<b>1d(2)</b>	0	0
<b>e</b> Buildings and other property used in plan operation.....	<b>1e</b>	0	0
<b>f</b> Total assets (add all amounts in lines 1a through 1e) .....	<b>1f</b>	794471	946210
<b>Liabilities</b>			
<b>g</b> Benefit claims payable .....	<b>1g</b>	0	0
<b>h</b> Operating payables .....	<b>1h</b>	0	0
<b>i</b> Acquisition indebtedness .....	<b>1i</b>	0	0
<b>j</b> Other liabilities.....	<b>1j</b>	9000	42321
<b>k</b> Total liabilities (add all amounts in lines 1g through 1j) .....	<b>1k</b>	9000	42321
<b>Net Assets</b>			
<b>l</b> Net assets (subtract line 1k from line 1f).....	<b>1l</b>	785471	903889

**Part II Income and Expense Statement**

**2** Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

<b>Income</b>		<b>(a)</b> Amount	<b>(b)</b> Total
<b>a Contributions:</b>			
<b>(1)</b> Received or receivable in cash from: <b>(A)</b> Employers.....	<b>2a(1)(A)</b>	0	
<b>(B)</b> Participants .....	<b>2a(1)(B)</b>	76561	
<b>(C)</b> Others (including rollovers).....	<b>2a(1)(C)</b>	0	
<b>(2)</b> Noncash contributions .....	<b>2a(2)</b>	0	
<b>(3)</b> Total contributions. Add lines <b>2a(1)(A)</b> , <b>(B)</b> , <b>(C)</b> , and line <b>2a(2)</b> .....	<b>2a(3)</b>		76561
<b>b Earnings on investments:</b>			
<b>(1) Interest:</b>			
<b>(A)</b> Interest-bearing cash (including money market accounts and certificates of deposit).....	<b>2b(1)(A)</b>	0	
<b>(B)</b> U.S. Government securities .....	<b>2b(1)(B)</b>	0	
<b>(C)</b> Corporate debt instruments .....	<b>2b(1)(C)</b>	0	
<b>(D)</b> Loans (other than to participants) .....	<b>2b(1)(D)</b>	0	
<b>(E)</b> Participant loans .....	<b>2b(1)(E)</b>	5385	
<b>(F)</b> Other .....	<b>2b(1)(F)</b>	764	
<b>(G)</b> Total interest. Add lines <b>2b(1)(A)</b> through <b>(F)</b> .....	<b>2b(1)(G)</b>		
<b>(2)</b> Dividends: <b>(A)</b> Preferred stock.....	<b>2b(2)(A)</b>	0	
<b>(B)</b> Common stock .....	<b>2b(2)(B)</b>	0	
<b>(C)</b> Registered investment company shares (e.g. mutual funds).....	<b>2b(2)(C)</b>	0	
<b>(D)</b> Total dividends. Add lines <b>2b(2)(A)</b> , <b>(B)</b> , and <b>(C)</b> .....	<b>2b(2)(D)</b>		0
<b>(3)</b> Rents.....	<b>2b(3)</b>		0
<b>(4)</b> Net gain (loss) on sale of assets: <b>(A)</b> Aggregate proceeds .....	<b>2b(4)(A)</b>	0	
<b>(B)</b> Aggregate carrying amount (see instructions) .....	<b>2b(4)(B)</b>	0	
<b>(C)</b> Subtract line <b>2b(4)(B)</b> from line <b>2b(4)(A)</b> and enter result .....	<b>2b(4)(C)</b>		

		(a) Amount	(b) Total
<b>2b</b> (5) Unrealized appreciation (depreciation) of assets: <b>(A)</b> Real estate.....	<b>2b(5)(A)</b>	0	
<b>(B)</b> Other .....	<b>2b(5)(B)</b>	0	
<b>(C)</b> Total unrealized appreciation of assets. Add lines <b>2b(5)(A)</b> and <b>(B)</b> .....	<b>2b(5)(C)</b>		0
<b>(6)</b> Net investment gain (loss) from common/collective trusts .....	<b>2b(6)</b>		0
<b>(7)</b> Net investment gain (loss) from pooled separate accounts .....	<b>2b(7)</b>		0
<b>(8)</b> Net investment gain (loss) from master trust investment accounts .....	<b>2b(8)</b>		176735
<b>(9)</b> Net investment gain (loss) from 103-12 investment entities .....	<b>2b(9)</b>		0
<b>(10)</b> Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	<b>2b(10)</b>		0
<b>c</b> Other income.....	<b>2c</b>		0
<b>d</b> Total income. Add all <b>income</b> amounts in column (b) and enter total.....	<b>2d</b>		259445

**Expenses**

<b>e</b> Benefit payment and payments to provide benefits:			
<b>(1)</b> Directly to participants or beneficiaries, including direct rollovers .....	<b>2e(1)</b>	117146	
<b>(2)</b> To insurance carriers for the provision of benefits .....	<b>2e(2)</b>	0	
<b>(3)</b> Other .....	<b>2e(3)</b>	0	
<b>(4)</b> Total benefit payments. Add lines <b>2e(1)</b> through <b>(3)</b> .....	<b>2e(4)</b>		117146
<b>f</b> Corrective distributions (see instructions) .....	<b>2f</b>		0
<b>g</b> Certain deemed distributions of participant loans (see instructions).....	<b>2g</b>		0
<b>h</b> Interest expense.....	<b>2h</b>		0
<b>i</b> Administrative expenses: <b>(1)</b> Professional fees .....	<b>2i(1)</b>	0	
<b>(2)</b> Contract administrator fees .....	<b>2i(2)</b>	1595	
<b>(3)</b> Investment advisory and management fees .....	<b>2i(3)</b>	22286	
<b>(4)</b> Other .....	<b>2i(4)</b>	0	
<b>(5)</b> Total administrative expenses. Add lines <b>2i(1)</b> through <b>(4)</b> .....	<b>2i(5)</b>		23881
<b>j</b> Total expenses. Add all <b>expense</b> amounts in column (b) and enter total.....	<b>2j</b>		141027

**Net Income and Reconciliation**

<b>k</b> Net income (loss). Subtract line <b>2j</b> from line <b>2d</b> .....	<b>2k</b>		118418
<b>l</b> Transfers of assets:			
<b>(1)</b> To this plan.....	<b>2l(1)</b>		0
<b>(2)</b> From this plan .....	<b>2l(2)</b>		0

**Part III Accountant's Opinion**

**3** Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

**a** The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1)  Unqualified    (2)  Qualified    (3)  Disclaimer    (4)  Adverse

**b** Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?  Yes     No

**c** Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: **MCGLADREY & PULLEN LLP**

(2) EIN: **42-0714325**

**d** The opinion of an independent qualified public accountant is **not attached** because:

(1)  This form is filed for a CCT, PSA, or MTIA.    (2)  It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

**Part IV Compliance Questions**

**4** CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

	Yes	No	Amount
<b>4a</b> Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....	X		13333
<b>4b</b> Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
<b>4c</b> Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.) .....		X	
<b>4d</b> Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
<b>4e</b> Was this plan covered by a fidelity bond?.....	X		100000
<b>4f</b> Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? .....		X	
<b>4g</b> Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser? .....		X	
<b>4h</b> Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser? .....		X	
<b>4i</b> Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
<b>4j</b> Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
<b>4k</b> Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
<b>4l</b> Has the plan failed to provide any benefit when due under the plan? .....		X	
<b>4m</b> If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
<b>4n</b> If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3. ....			

**5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? If yes, enter the amount of any plan assets that reverted to the employer this year .....  Yes  No Amount:

**5b** If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)

<b>SCHEDULE R</b> <b>(Form 5500)</b>  <small>Department of the Treasury Internal Revenue Service</small>  <small>Department of Labor Employee Benefits Security Administration</small>  <small>Pension Benefit Guaranty Corporation</small>	<b>Retirement Plan Information</b>  This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).  <b>► File as an attachment to Form 5500.</b>	<small>OMB No. 1210-0110</small>  <b>2009</b>  <b>This Form is Open to Public Inspection.</b>
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For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

<b>A</b> Name of plan <u>CARIBBEAN CRUISE LINE, INC. 401(K) PLAN</u>	<b>B</b> Three-digit plan number (PN) <b>►</b>	<u>001</u>
<b>C</b> Plan sponsor's name as shown on line 2a of Form 5500 <u>CARIBBEAN CRUISE LINE, INC.</u>	<b>D</b> Employer Identification Number (EIN) <u>26-3290287</u>	

<b>Part I</b>	<b>Distributions</b>
---------------	----------------------

**All references to distributions relate only to payments of benefits during the plan year.**

**1** Total value of distributions paid in property other than in cash or the forms of property specified in the instructions..... 

<b>1</b>		<u>0</u>
----------	--	----------

**2** Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):  
EIN(s): 01-0233346

**Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.**

**3** Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year..... 

<b>3</b>	
----------	--

<b>Part II</b>	<b>Funding Information</b> (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
----------------	---

**4** Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....  Yes  No  N/A  
**If the plan is a defined benefit plan, go to line 8.**

**5** If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_  
**If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.**

<b>6 a</b> Enter the minimum required contribution for this plan year .....	<b>6a</b>	
<b>b</b> Enter the amount contributed by the employer to the plan for this plan year .....	<b>6b</b>	
<b>c</b> Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	<b>6c</b>	

**If you completed line 6c, skip lines 8 and 9.**

**7** Will the minimum funding amount reported on line 6c be met by the funding deadline? .....  Yes  No  N/A

**8** If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....  Yes  No  N/A

<b>Part III</b>	<b>Amendments</b>
-----------------	-------------------

**9** If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box.....  Increase  Decrease  Both  No

<b>Part IV</b>	<b>ESOPs</b> (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

**10** Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....  Yes  No

**11 a** Does the ESOP hold any preferred stock? .....  Yes  No

**b** If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) .....  Yes  No

**12** Does the ESOP hold any stock that is not readily tradable on an established securities market? .....  Yes  No

**Part V Additional Information for Multiemployer Defined Benefit Pension Plans**

**13** Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. Complete as many entries as needed to report all applicable employers.

**a** Name of contributing employer \_\_\_\_\_

**b** EIN \_\_\_\_\_

**c** Dollar amount contributed by employer \_\_\_\_\_

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box  and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_

**e** Contribution rate information (If more than one rate applies, check this box  and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure:  Hourly  Weekly  Unit of production  Other (specify): \_\_\_\_\_

**a** Name of contributing employer \_\_\_\_\_

**b** EIN \_\_\_\_\_

**c** Dollar amount contributed by employer \_\_\_\_\_

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box  and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_

**e** Contribution rate information (If more than one rate applies, check this box  and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure:  Hourly  Weekly  Unit of production  Other (specify): \_\_\_\_\_

**a** Name of contributing employer \_\_\_\_\_

**b** EIN \_\_\_\_\_

**c** Dollar amount contributed by employer \_\_\_\_\_

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box  and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_

**e** Contribution rate information (If more than one rate applies, check this box  and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure:  Hourly  Weekly  Unit of production  Other (specify): \_\_\_\_\_

**a** Name of contributing employer \_\_\_\_\_

**b** EIN \_\_\_\_\_

**c** Dollar amount contributed by employer \_\_\_\_\_

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box  and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_

**e** Contribution rate information (If more than one rate applies, check this box  and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure:  Hourly  Weekly  Unit of production  Other (specify): \_\_\_\_\_

**a** Name of contributing employer \_\_\_\_\_

**b** EIN \_\_\_\_\_

**c** Dollar amount contributed by employer \_\_\_\_\_

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box  and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_

**e** Contribution rate information (If more than one rate applies, check this box  and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure:  Hourly  Weekly  Unit of production  Other (specify): \_\_\_\_\_

**a** Name of contributing employer \_\_\_\_\_

**b** EIN \_\_\_\_\_

**c** Dollar amount contributed by employer \_\_\_\_\_

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box  and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_

**e** Contribution rate information (If more than one rate applies, check this box  and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure:  Hourly  Weekly  Unit of production  Other (specify): \_\_\_\_\_



**14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

<b>a</b> The current year .....	<b>14a</b>	
<b>b</b> The plan year immediately preceding the current plan year .....	<b>14b</b>	
<b>c</b> The second preceding plan year .....	<b>14c</b>	

**15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

<b>a</b> The corresponding number for the plan year immediately preceding the current plan year .....	<b>15a</b>	
<b>b</b> The corresponding number for the second preceding plan year .....	<b>15b</b>	

**16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

<b>a</b> Enter the number of employers who withdrew during the preceding plan year .....	<b>16a</b>	
<b>b</b> If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers .....	<b>16b</b>	

**17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment.

**Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans**

**18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment.

**19** If the total number of participants is 1,000 or more, complete items (a) through (c)

- a** Enter the percentage of plan assets held as:  
 Stock: \_\_\_\_\_% Investment-Grade Debt: \_\_\_\_\_% High-Yield Debt: \_\_\_\_\_% Real Estate: \_\_\_\_\_% Other: \_\_\_\_\_%
- b** Provide the average duration of the combined investment-grade and high-yield debt:  
 0-3 years  3-6 years  6-9 years  9-12 years  12-15 years  15-18 years  18-21 years  21 years or more
- c** What duration measure was used to calculate item 19(b)?  
 Effective duration  Macaulay duration  Modified duration  Other (specify): \_\_\_\_\_



## Independent Auditor's Report

To the Board of Trustees and Participants  
Caribbean Cruise Line, Inc. 401(k) Plan  
Fort Lauderdale, Florida

We were engaged to audit the accompanying statements of net assets available for benefits of Caribbean Cruise Line, Inc. 401(k) Plan (the "Plan") as of December 31, 2009 and 2008, and the related statement of changes in net assets available for benefits for the year ended December 31, 2009, and the supplemental schedules of assets held and delinquent participant contributions as of and for the year ended December 31, 2009. These financial statements and supplemental schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to certain information summarized in Note 3, which was certified or provided by John Hancock Life Insurance Company U.S.A., the custodian of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan Administrator that the custodian holds the Plan's investment assets and executes investment transactions. As discussed in Note 3, the Plan Administrator has obtained certifications from the custodian regarding the completeness and accuracy of the investment information provided to the Plan Administrator by the custodian as of and for the year ended December 31, 2009, and as of December 31, 2008.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedules taken as a whole. The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified or provided by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

*McGladrey & Pullen, LLP*

West Palm Beach, Florida  
August 10, 2010

Caribbean Cruise Line, Inc. 401(k) Plan

Form 5500

Schedule H, Item 4(a) – Schedule of Delinquent Participant Contributions

Year Ended December 31, 2009

Participant contributions transferred late to Plan	Total that constitute prohibited nonexempt transactions			Total fully corrected under VFCP and PTE 2002-51
	Contributions not corrected	Contributions corrected outside VFCP	Contributions pending correction in VFCP	
Check here if late participant loan repayments are included <input checked="" type="checkbox"/>				
\$ 13,333	\$ -	\$ -	\$ 13,333	\$ -

**Caribbean Cruise Line, Inc. 401(k) Plan**

**Schedule H, Item 4(i) – Schedule of Assets (Held at End of Year)  
December 31, 2009**

Identity of Issuer and Description of Investment	Fair Value
*Guaranteed investment accounts with John Hancock Life Insurance Company U.S.A.	\$ 21,543
Pooled Separate Accounts of John Hancock Life Insurance Company U.S.A.:	
*Lifestyle Fund – Conservative Portfolio	24,459
*Lifestyle Fund – Moderate Portfolio	28,424
*Lifestyle Fund – Balanced Portfolio	69,771
*Lifestyle Fund – Growth Portfolio	57,813
*Lifestyle Fund – Aggressive Portfolio	45,964
*Short-Term Federal Fund	13,472
*PIMCO Total Return Fund	56,470
*T. Rowe Price Spectrum Income Fund	8,612
*Legg Mason Partners Global High Yield Bond Fund	90,801
*American Balanced fund	16,077
*Davis New York Venture	50,189
*Mutual Beacon Fund	10,519
*Franklin Balance Sheet Investment Fund	19,814
*Mutual Global Discovery Fund	10,273
*Domini Social Equity Fund	4,135
*Blue Chip Growth Fund	38,600
*Jennison Growth Fund	35,293
*Templeton World Fund	27,410
*EuroPacific Growth Fund	8,143
*American Century Vista Fund	1,893
*Small Cap Growth Index Fund	7,769
*AIM Small Cap Growth Fund	10
*Oppenheimer Developing Markets Fund	76,318
*T. Rowe Price Science & Technology Fund	20,438
*Money Market Fund	62,191
*Optimized Value Fund	1,386
*500 Index Fund	14,632
*Optimized All Cap Fund	2,651
*International Value Fund	11,417
*All Cap Growth Fund	2,903
*Mid-Cap Stock Fund	19
*Participant loans – interest ranging from 3.25% to 10%, due through May 2014	100,354
	<u>\$ 939,763</u>

\*Party-in-interest as defined by ERISA.

**Caribbean Cruise Line, Inc. 401(k) Plan**

**Statements of Net Assets Available for Benefits  
December 31, 2009 and 2008**

	2009	2008
<b>Assets:</b>		
Investments (Notes 3 and 4):		
Guaranteed investment accounts, at fair value	\$ 21,543	\$ 29,887
Pooled separate accounts, at fair value	817,866	646,893
Participant loans receivable	100,354	110,417
<b>Total investments</b>	<u>939,763</u>	<u>787,197</u>
 Cash	 6,447	 7,274
<b>Total assets</b>	<u>946,210</u>	<u>794,471</u>
 <b>Liabilities:</b>		
Accrued expenses	17,895	9,000
Excess contributions payable	24,426	-
<b>Total liabilities</b>	<u>42,321</u>	<u>9,000</u>
 <b>Net assets available for benefits</b>	 <u>\$ 903,889</u>	 <u>\$ 785,471</u>

See Notes to Financial Statements.

Caribbean Cruise Line, Inc. 401(k) Plan

Statement of Changes in Net Assets Available for Benefits  
Year Ended December 31, 2009

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Contributions:	
Employee contributions	\$ 76,561
<b>Total contributions</b>	<b>76,561</b>
Investment results (Note 3):	
Net appreciation in fair value of investments	176,735
Interest	6,149
<b>Total investment income</b>	<b>182,884</b>
Deductions:	
Benefits paid directly to participants	117,146
Administrative expenses (Note 8)	23,881
<b>Total deductions</b>	<b>141,027</b>
<b>Net increase</b>	<b>118,418</b>
Net assets available for benefits:	
Beginning of year	785,471
End of year	\$ 903,889

See Notes to Financial Statements.

## Caribbean Cruise Line, Inc. 401(k) Plan

### Notes to Financial Statements

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#### Note 1. Description of Plan

The following description of the Caribbean Cruise Line, Inc. 401(k) Plan (the "Plan"), formerly Plaza Resorts, Inc. 401(k) Plan, provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions:

General: The Plan is a defined contribution plan covering all regular and leased employees of Caribbean Cruise Line, Inc., Plaza Resorts, Inc., Aruba Development Corporation and VCS, Inc, (collectively the "Companies") who have completed one year of service. Effective January 1, 2009, the Plan was amended to name Caribbean Cruise Line, Inc. as Plan Sponsor and, accordingly, the Plan was renamed Caribbean Cruise Line, Inc. 401(k) Plan. Eligible employees may enter the Plan on the first day of the Plan year or on the first day of the quarter coinciding with or following satisfactorily meeting eligibility criteria. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Contributions: Each year, participants may contribute up to 90% of pretax annual compensation, as defined in the Plan, subject to maximum dollar limitations established by the Internal Revenue Service. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. The Companies may make a matching contribution equal to a discretionary percentage of participants' contributions for those participants who have completed one year of service. For the year ended December 31, 2009, the Companies made no matching contributions.

Participant accounts: Each participant's account is credited with the participant's contribution and allocations of the Companies' contributions, forfeitures, if any, and Plan earnings, and charged with allocations of investment custodian fees paid by the Plan and Plan losses. Allocations are based on participant compensation and deferrals or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting: Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Companies matching contribution portion of their accounts is based on years of continuous service. A participant is 20% vested after one year and is 100% vested after five years of credited service. Regardless of years of service, participants are 100% vested upon becoming disabled or upon death. Upon termination of employment the nonvested portion of a participant's account is forfeited.

Forfeitures: Amounts forfeited are either applied as a reduction of the Companies' match, reallocated to participants or used to defray the administrative expenses of the Plan. A participant must be employed on the last day of the Plan year to be eligible to receive an allocation of forfeited account balances. As of December 31, 2009 and 2008 there were \$6,447 and \$7,274, respectively, of unapplied forfeitures. Forfeitures in the amount of \$870 were allocated to participants to restore account balances due to a break in service.

Investment options: Upon enrollment in the Plan, participants direct the investment of their contributions into various pooled separate accounts or guaranteed investment accounts offered by the Plan. Participants may change their investment options daily via the Internet or phone.

## Caribbean Cruise Line, Inc. 401(k) Plan

### Notes to Financial Statements

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#### Note 1. Description of Trust (Continued)

Participant loans: Participants may borrow from their accounts. Loan amounts may be a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance, whichever is less. The loans are secured by the balance in the participant's account, and bear fixed interest rates that range from 3.25% to 10.0%, which were commensurate with local prevailing rates at the date of each loan, as determined by the Plan Administrator. Principal and interest is paid ratably through payroll deductions. Loan terms range from 1-5 years or up to 15 years for the purchase of a primary residence.

Payment of benefits: On termination of service due to death, disability, or retirement, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account or annual installments over a fixed period. For termination of service for other reasons, a participant may elect to receive the value of the vested interest in his or her account as a lump-sum distribution.

Administrative expenses: Plan administrative expenses are paid either by the Plan or the Plan's Sponsor as provided by the Plan document.

#### Note 2. Summary of Significant Accounting Policies

Basis of accounting: The financial statements of the Plan are prepared under the accrual method of accounting.

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The guaranteed investment accounts are not fully benefit-responsive and are reported at fair value as determined by the insurance company (see Note 5).

Use of estimates: The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results may differ from those estimates.

Investment valuation and income recognition: The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded as earned on an accrual basis. Net appreciation or depreciation includes the plan's gains and losses on investments bought and sold as well as held during the year.

Payment of benefits: Benefits are recorded when paid.

Recent accounting pronouncements: The Financial Accounting Standards Board ("FASB") issued new guidance on accounting for uncertainty in income taxes. The Plan adopted this new guidance for the year ended December 31, 2009. The Plan Administrator had evaluated the Plan's tax positions and concluded that the Plan had maintained its tax exempt status and had taken no uncertain tax positions that require adjustment to the financial statements. Therefore, no provision or liability for income taxes has been included in the financial statements.



## Caribbean Cruise Line, Inc. 401(k) Plan

### Notes to Financial Statements

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#### Note 2. Summary of Significant Accounting Policies (Continued)

In April 2009, the FASB issued additional guidance on the disclosure requirements of fair value measurements including defining major categories of debt and equity securities. The Plan adopted the enhanced disclosure requirements of this standard as of December 31, 2009.

In September 2009, the FASB issued an amendment that provides guidance on how entities should estimate fair value of certain alternative investments. The fair value of investments within the scope of this guidance can now be determined using net asset value ("NAV") per share as a practical expedient, when the fair value is not readily determinable, unless it is probable the investment will be sold at something other than NAV. It also requires disclosure of certain attributes by major category of alternative investments, regardless of whether the practical expedient was used. The Plan adopted this guidance as of December 31, 2009. The adoption of this guidance did not have a material impact on the Plan's financial statements.

In January 2010, the FASB issued ASU No. 2010-6, *Fair Value Measurements and Disclosures – Improving Disclosures About Fair Value Measurements*, which requires new disclosures and reasons for transfers between Level 1 and Level 2 measurements under the fair value hierarchy. This amendment also clarifies that disclosures about inputs and valuation techniques are required for both Level 2 and Level 3 measurements. With the exception of the following sentences, the amendment is effective and not yet adopted for periods beginning on or after December 15, 2009. The amendment further clarifies that the reconciliation of Level 3 measurements should separately present purchases, sales, issuances and settlements instead of netting these changes. This portion of the amendment is effective for periods beginning on or after December 15, 2010 and has not yet been adopted.

Subsequent events: The Plan Administrator has evaluated subsequent events through August 10, 2010, the date the financial statements were available to be issued.

## Caribbean Cruise Line, Inc. 401(k) Plan

### Notes to Financial Statements

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#### Note 3. Investment Information Certified and Provided by Custodian

The following is a summary of the investment information as of December 31, 2009 and 2008, and for the year ended December 31, 2009, included throughout the Plan's financial statements and supplemental schedules, that was prepared by or derived from information provided by John Hancock Life Insurance Company ("John Hancock"), the custodian under the Plan, and furnished to the Plan Administrator. The Plan Administrator has obtained certifications from the custodian that information provided to the Plan Administrator by the custodian related to the following investments and investment activity is complete and accurate to the best of their knowledge. Accordingly, as permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to this information, except for comparing such certified information to information included in the Plan's financial statements and supplemental schedules.

The following table presents the fair value of investments held by the Plan as of December 31, 2009 and 2008 that were certified by John Hancock. Investments that represent 5% or more of the Plan's net assets at either December 31, 2009 or 2008 are separately identified:

	2009	2008
Guaranteed investment accounts of John Hancock	\$ 21,543	\$ 29,887
Pooled separate accounts of John Hancock:		
Lifestyle Fund – Balanced Portfolio	69,771	53,811
Lifestyle Fund – Growth Portfolio*	57,813	38,178
Money Market Fund	62,191	146,340
Legg Mason Partners Global High Yield Bond Fund*	90,801	185
PIMCO Total Return Fund*	56,470	33,052
Davis New York Venture*	50,189	35,539
Oppenheimer Developing Markets Fund*	76,318	24,372
Short-Term Federal Fund*	13,472	96,343
Other	340,841	219,073
Participant loans receivable	100,354	110,417
	<u>\$ 939,763</u>	<u>\$ 787,197</u>

\* Amounts represent less than 5% of net assets at December 31, 2009 or 2008, but are included for comparative purposes.

John Hancock has also certified to the completeness and accuracy of \$176,735 of net appreciation in fair value of pooled separate accounts and \$6,149 of interest income related to the aforementioned investments for the year ended December 31, 2009.

## Caribbean Cruise Line, Inc. 401(k) Plan

### Notes to Financial Statements

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#### Note 4. Fair Value Measurements

Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 820, *Fair Value Measurements and Disclosures*, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described below:

- Level 1 – Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
- Level 2 – Inputs to the valuation methodology include:
  - Quoted prices for similar assets or liabilities in active markets;
  - Quoted prices for identical or similar assets or liabilities in inactive markets;
  - Inputs other than quoted prices that are observable for the asset or liability;
  - Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

- Level 3 – Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2009 and 2008.

The Plan's investments in insurance company pooled separate accounts are calculated based on the observable net asset value of the underlying investments. The investments in the guaranteed investment accounts are reported at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the credit-worthiness of the issuer. Participant loans receivable are valued at amortized cost, which approximates fair value.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

**Caribbean Cruise Line, Inc. 401(k) Plan**

**Notes to Financial Statements**

**Note 4. Fair Value Measurements (Continued)**

The following tables set forth by level and major category, within the fair value hierarchy, the Plan's assets measured at fair value as of December 31, 2009 and 2008.

	December 31, 2009			
	Level 1	Level 2	Level 3	Total
Pooled separate accounts of John Hancock:				
Money Market Fund	\$ -	\$ 62,191	\$ -	\$ 62,191
Equity funds				
Income funds	-	169,355	-	169,355
Growth funds	-	218,023	-	218,023
Blend funds	-	323,896	-	323,896
Value funds	-	44,401	-	44,401
Guaranteed investment accounts of John Hancock	-	21,543	-	21,543
Participant loans receivable	-	-	100,354	100,354
<b>Total assets at fair value</b>	<b>\$ -</b>	<b>\$ 839,409</b>	<b>\$ 100,354</b>	<b>\$ 939,763</b>

	December 31, 2008			
	Level 1	Level 2	Level 3	Total
Pooled separate accounts of John Hancock:				
Money Market Fund	\$ -	\$ 146,340	\$ -	\$ 146,340
Equity funds				
Income funds	-	137,360	-	137,360
Growth funds	-	106,614	-	106,614
Blend funds	-	231,370	-	231,370
Value funds	-	25,209	-	25,209
Guaranteed investment accounts of John Hancock	-	29,887	-	29,887
Participant loans receivable	-	-	110,417	110,417
<b>Total assets at fair value</b>	<b>\$ -</b>	<b>\$ 676,780</b>	<b>\$ 110,417</b>	<b>\$ 787,197</b>

**Caribbean Cruise Line, Inc. 401(k) Plan**

**Notes to Financial Statements**

**Note 4. Fair Value Measurements (Continued)**

The table below sets forth a summary of changes in the fair value of the Plan's Level 3 assets for the year ended December 31, 2009.

	Participant Loans
Balance, beginning of year	\$ 110,417
Gains/losses	-
Purchases, sales, issuances and settlements (net)	(10,063)
Balance, end of year	<u>\$ 100,354</u>

The following table sets forth additional disclosures of the Plan's investments whose fair value is estimated using net asset value per share as of December 31, 2009:

	Fair Value	Unfunded Commitment	Redemption Frequency	Redemption Notice Period	Redemption Restriction
Pooled separate accounts:					
Income funds (a)	\$ 169,355	\$ -	Semi-monthly	None	None
Growth funds (b)	218,023	-	Semi-monthly	None	None
Blend funds (c)	323,896	-	Semi-monthly	None	None
Value funds (d)	44,401	-	Semi-monthly	None	None
Total	<u>\$ 755,675</u>	<u>\$ -</u>			

- (a) These funds primarily seek to maximize current income and total return. Investments are made in U.S government, foreign government, and fixed income securities.
- (b) These funds seek long-term growth of capital, seeking investments whose price will continue to increase over several years. Funds are typically invested in equity securities in both domestic and international companies.
- (c) These funds seek conservation of capital and current income and long-term growth of capital and income. These funds invest in a broad range of securities including stocks and bonds and securities issued by the U.S government.
- (d) These funds seek long-term total return and growth, typically invested in common and preferred stocks of companies both domestic and foreign.

Participants who take redemptions from individual funds are not allowed to transfer back into those funds until the semi-monthly period has expired. New contributions are allowed during this time period.

## Caribbean Cruise Line, Inc. 401(k) Plan

### Notes to Financial Statements

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#### Note 5. Investment Contract with Insurance Company

The Plan has an investment contract with John Hancock Life Insurance Company U.S.A. ("John Hancock"). John Hancock maintains the contributions in pooled accounts. The accounts are credited with earnings on the underlying investments and charged for Trust withdrawals and administrative expenses charged by John Hancock.

The Plan also offers guaranteed interest investment options (guaranteed accounts) that earn guaranteed interest at specified rates for specified contract periods of 3 years, 5 years or 10 years. Contributions to these accounts are invested in the general assets of John Hancock and are guaranteed by John Hancock. The average yield earned on the guaranteed accounts for the year ended December 31, 2009 was 3.02%. The contract rates for contributions to these accounts at December 31, 2009 and 2008 were as follows:

	2009	2008
3 year contract	0.15%	2.40%
5 year contract	0.80%	2.60%
10 year contract	1.40%	3.45%

Due to the restriction that only allows participants to move up to 20% of their beginning-of-the-plan-year balance out of guaranteed accounts on four contract-specified days within the Plan year without penalty, investments in these guaranteed accounts have been determined to not be fully benefit-responsive.

#### Note 6. Plan Termination

Although it has not expressed any intent to do so, the Companies have the right under the Plan to discontinue their contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of a Plan termination, participants will become 100% vested in their accounts. Any unallocated assets of the Plan shall be allocated to participant accounts and distributed in such a manner as the Companies may determine.

#### Note 7. Tax Status

Effective December 5, 2002, the Plan adopted a volume submitter plan sponsored by DATAIR. The volume submitter plan has received an opinion letter from the Internal Revenue Service as to the volume submitter plan's qualified status. The volume submitter plan opinion letter has been relied upon by this Plan. The Plan Administrator believes the Plan is designed and is being operated in compliance with the applicable provisions of the Internal Revenue Code.

#### Note 8. Related Party Transactions

Certain Plan investments are shares of pooled separate accounts and guaranteed interest accounts managed by John Hancock. John Hancock is the custodian as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Fees paid to John Hancock by the Plan for investment services amounted to \$13,390 for the year ended December 31, 2009.

## **Caribbean Cruise Line, Inc. 401(k) Plan**

### **Notes to Financial Statements**

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#### **Note 9. Risks and Uncertainties**

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reporting in the statements of net assets available for benefits.

#### **Note 10. Prohibited Transactions**

During 2009, the Company inadvertently failed to deposit approximately \$13,333 of participant deferrals within the required timeframe as stated by the United States Department of Labor ("DOL"). The DOL considers late deposits to be prohibited transactions. The Company will file Form 5330 and pay applicable excise tax. The excise tax payments will be made from the Company's assets and not from the assets of the Plan.