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tom"> \$107,509 \$31,006 \$78,919 \$(109,925) \$107,509

**Comprehensive income**

Net income

\$107,509 \$31,006 \$78,919 \$(109,925) \$107,509

Total other comprehensive loss

(34,658) (15,691) (27,714) 43,405 (34,658)

Total comprehensive income

\$72,851 \$15,315 \$51,205 \$(66,520) \$72,851

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**Table of Contents****Condensed Consolidating Statement of Operations****For the Nine Months Ended September 30, 2012****(unaudited, in thousands)**

	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
<b>Revenue</b>					
Passenger ticket	\$	\$ 366,385	\$ 891,486	\$	\$ 1,257,871
Onboard and other		147,171	368,033		515,204
Total revenue		513,556	1,259,519		1,773,075
<b>Cruise operating expense</b>					
Commissions, transportation and other		97,393	224,247		321,640
Onboard and other		35,415	101,436		136,851
Payroll and related		64,331	156,352		220,683
Fuel		71,681	135,062		206,743
Food		30,295	64,868		95,163
Other		42,900	109,859		152,759
Total cruise operating expense		342,015	791,824		1,133,839
<b>Other operating expense</b>					
Marketing, general and administrative		73,538	117,210		190,748
Depreciation and amortization		42,038	98,862		140,900
Total other operating expense		115,576	216,072		331,648
Operating income		55,965	251,623		307,588
<b>Non-operating income (expense)</b>					
Interest expense, net	(81,273)	(22,544)	(119,727)	81,273	(142,271)
Management fee	81,273			(81,273)	
Other income	2,073	21	92		2,186
Equity in earnings of subsidiaries	165,430			(165,430)	
Total non-operating income (expense)	167,503	(22,523)	(119,635)	(165,430)	(140,085)
Net income	\$ 167,503	\$ 33,442	\$ 131,988	\$ (165,430)	\$ 167,503
<b>Comprehensive income</b>					
Net income	\$ 167,503	\$ 33,442	\$ 131,988	\$ (165,430)	\$ 167,503
Total other comprehensive loss	(3,905)	(6,994)	(12,316)	19,310	(3,905)
Total comprehensive income	\$ 163,598	\$ 26,448	\$ 119,672	\$ (146,120)	\$ 163,598

**Table of Contents****Condensed Consolidating Statement of Operations****For the Nine Months Ended September 30, 2011****(unaudited, in thousands)**

	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
<b>Revenue</b>					
Passenger ticket	\$	\$ 348,623	\$ 877,357	\$	\$ 1,225,980
Onboard and other		152,887	351,863		504,750
Total revenue		501,510	1,229,220		1,730,730
<b>Cruise operating expense</b>					
Commissions, transportation and other		91,409	228,202		319,611
Onboard and other		42,965	90,685		133,650
Payroll and related		66,053	152,964		219,017
Fuel		66,388	115,328		181,716
Food		29,351	65,985		95,336
Other		59,679	115,486		175,165
Total cruise operating expense		355,845	768,650		1,124,495
<b>Other operating expense</b>					
Marketing, general and administrative		72,706	120,472		193,178
Depreciation and amortization		41,867	97,417		139,284
Total other operating expense		114,573	217,889		332,462
Operating income		31,092	242,681		273,773
<b>Non-operating income (expense)</b>					
Interest expense, net	(83,575)	(23,182)	(121,257)	83,575	(144,439)
Management fee	83,575			(83,575)	
Other income (expense)	1,571	114	(2,219)		(534)
Equity in earnings of subsidiaries	127,229			(127,229)	
Total non-operating income (expense)	128,800	(23,068)	(123,476)	(127,229)	(144,973)
Net income	\$ 128,800	\$ 8,024	\$ 119,205	\$ (127,229)	\$ 128,800
<b>Comprehensive income (loss)</b>					
Net income	\$ 128,800	\$ 8,024	\$ 119,205	\$ (127,229)	\$ 128,800
Total other comprehensive loss	(16,329)	(9,467)	(16,820)	26,287	(16,329)
Total comprehensive income (loss)	\$ 112,471	\$ (1,443)	\$ 102,385	\$ (100,942)	\$ 112,471

**Table of Contents****Condensed Consolidating Balance Sheet**

As of September 30, 2012

(unaudited, in thousands)

	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
<b>Assets</b>					
Current assets:					
Cash and cash equivalents	\$	\$ 6,394	\$ 62,300	\$	\$ 68,694
Accounts receivable, net		1,222	13,897		15,119
Due from Affiliate	2,370,622			(2,370,622)	
Inventories		13,143	30,032		43,175
Prepaid expenses and other assets	17,597	3,828	39,211		60,636
Total current assets	2,388,219	24,587	145,440	(2,370,622)	187,624
Property and equipment, net		1,191,213	3,743,221		4,934,434
Goodwill and tradenames	602,792		8,538		611,330
Other long-term assets	59,286		99,969		159,255
Investment in subsidiaries	385,683			(385,683)	
Total assets	\$ 3,435,980	\$ 1,215,800	\$ 3,997,168	\$ (2,756,305)	\$ 5,892,643
<b>Liabilities and shareholders equity</b>					
Current liabilities:					
Current portion of long-term debt	\$ 26,703	\$	\$ 157,453	\$	\$ 184,156
Accounts payable		5,052	61,909		66,961
Accrued expenses and other liabilities	68,140	43,551	142,214		253,905
Due to Affiliate		689,012	1,711,462	(2,370,622)	29,852
Advance ticket sales			378,240		378,240
Total current liabilities	94,843	737,615	2,451,278	(2,370,622)	913,114
Long-term debt	1,310,087		1,416,655		2,726,742
Due to Affiliate			177,013		177,013
Other long-term liabilities	19,538	4,411	40,313		64,262
Total liabilities	1,424,468	742,026	4,085,259	(2,370,622)	3,881,131
Commitments and contingencies					
Shareholders equity:					
Ordinary shares	25	24	87,818	(87,842)	25
Additional paid-in capital	2,335,424	379,946	235,484	(615,430)	2,335,424
Accumulated other comprehensive income (loss)	(23,699)		(8,123)	8,123	(23,699)
Retained earnings (deficit)	(300,238)	93,804	(403,270)	309,466	(300,238)
Total shareholders equity	2,011,512	473,774	(88,091)	(385,683)	2,011,512
Total liabilities and shareholders equity	\$ 3,435,980	\$ 1,215,800	\$ 3,997,168	\$ (2,756,305)	\$ 5,892,643

**Table of Contents****Condensed Consolidating Balance Sheet**

As of December 31, 2011

(unaudited, in thousands)

	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
<b>Assets</b>					
Current assets:					
Cash and cash equivalents	\$	\$ 7,133	\$ 51,793	\$	\$ 58,926
Accounts receivable, net		1,852	6,307		8,159
Due from Affiliate	2,451,062			(2,451,062)	
Inventories		10,983	25,251		36,234
Prepaid expenses and other assets	13,287	5,840	29,697		48,824
Total current assets	2,464,349	25,808	113,048	(2,451,062)	152,143
Property and equipment, net		1,227,082	3,413,011		4,640,093
Goodwill and tradenames	602,792				602,792
Other long-term assets	56,972		110,411		167,383
Investment in subsidiaries	215,969			(215,969)	
Total assets	\$ 3,340,082	\$ 1,252,890	\$ 3,636,470	\$ (2,667,031)	\$ 5,562,411
<b>Liabilities and shareholders equity</b>					
Current liabilities:					
Current portion of long-term debt	\$ 46,029	\$	\$ 154,553	\$	\$ 200,582
Accounts payable		608	79,719		80,327
Accrued expenses and other liabilities	26,815	44,556	136,731		208,102
Due to Affiliate		764,978	1,689,047	(2,451,062)	2,963
Advance ticket sales			325,472		325,472
Total current liabilities	72,844	810,142	2,385,522	(2,451,062)	817,446
Long-term debt	1,401,563		1,435,936		2,837,499
Other long-term liabilities	21,212	2,416	39,375		63,003
Total liabilities	1,495,619	812,558	3,860,833	(2,451,062)	3,717,948
Commitments and contingencies					
Shareholders equity:					
Ordinary shares	25	24	87,818	(87,842)	25
Additional paid-in capital	2,331,973	379,946	231,495	(611,441)	2,331,973
Accumulated other comprehensive income (loss)	(19,794)		(8,418)	8,418	(19,794)
Retained earnings (deficit)	(467,741)	60,362	(535,258)	474,896	(467,741)
Total shareholders equity	1,844,463	440,332	(224,363)	(215,969)	1,844,463
Total liabilities and shareholders equity	\$ 3,340,082	\$ 1,252,890	\$ 3,636,470	\$ (2,667,031)	\$ 5,562,411

**Table of Contents****Condensed Consolidating Statement of Cash Flows****For the Nine Months Ended September 30, 2012****(unaudited, in thousands)**

	<b>Parent</b>	<b>Guarantor Subsidiaries</b>	<b>Non-Guarantor Subsidiaries</b>	<b>Eliminations</b>	<b>Consolidated</b>
<b>Cash flows from operating activities</b>					
Net income	\$ 167,503	\$ 33,442	\$ 131,988	\$ (165,430)	\$ 167,503
Adjustments to reconcile net income to net cash provided by operating activities:					
Depreciation and amortization expense	8,712	42,041	110,028		160,781
Gain on derivatives	(2,067)				(2,067)
Write-off of deferred financing fees	918		1,440		2,358
Share-based compensation expense			495		495
Premium on debt issuance	6,000				6,000
Equity in earnings of subsidiaries	(165,430)			165,430	
Changes in operating assets and liabilities:					
Accounts receivable, net		630	(5,279)		(4,649)
Inventories		(2,160)	(4,781)		(6,941)
Prepaid expenses and other assets	2,353	2,012	(3,990)		375
Accounts payable		4,444	(17,837)		(13,393)
Accrued expenses and other liabilities	101,917	(74,976)	371		27,312
Advance ticket sales			38,749		38,749
Net cash provided by operating activities	119,906	5,433	251,184		376,523
<b>Cash flows from investing activities</b>					
Additions to property and equipment and other		(6,172)	(223,683)		(229,855)
Net cash used in investing activities		(6,172)	(223,683)		(229,855)
<b>Cash flows from financing activities</b>					
Repayments of long-term debt	(582,627)		(135,628)		(718,255)
Proceeds from long-term debt	465,743		119,247		584,990
Other	(3,022)		(613)		(3,635)
Net cash used in financing activities	(119,906)		(16,994)		(136,900)
Net increase (decrease) in cash and cash equivalents					
		(739)	10,507		9,768
Cash and cash equivalents at beginning of period		7,133	51,793		58,926
Cash and cash equivalents at end of period	\$	\$ 6,394	\$ 62,300	\$	\$ 68,694



**Table of Contents****Condensed Consolidating Statement of Cash Flows****For the Nine Months Ended September 30, 2011****(unaudited, in thousands)**

	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
<b>Cash flows from operating activities</b>					
Net income	\$ 128,800	\$ 8,024	\$ 119,205	\$ (127,229)	\$ 128,800
Adjustments to reconcile net income to net cash provided by operating activities:					
Depreciation and amortization expense	8,526	41,867	109,134		159,527
Gain on derivatives	(1,573)				(1,573)
Share-based compensation expense			906		906
Equity in earnings of subsidiaries	(127,229)			127,229	
Changes in operating assets and liabilities:					
Accounts receivable, net	1,314	(1,221)	(4,719)		(4,626)
Inventories		(1,348)	(7,450)		(8,798)
Prepaid expenses and other assets	(3,595)	(2,923)	(2,636)		(9,154)
Accounts payable		133	78		211
Accrued expenses and other liabilities	212,293	(18,565)	(170,747)		22,981
Advance ticket sales			35,272		35,272
Net cash provided by operating activities	218,536	25,967	79,043		323,546
<b>Cash flows from investing activities</b>					
Additions to property and equipment		(28,405)	(88,916)		(117,321)
Net cash used in investing activities		(28,405)	(88,916)		(117,321)
<b>Cash flows from financing activities</b>					
Repayments of long-term debt	(292,999)		(41,987)		(334,986)
Proceeds from long-term debt	75,000		47,086		122,086
Other	(537)				(537)
Net cash provided by (used in) financing activities	(218,536)		5,099		(213,437)
Net decrease in cash and cash equivalents		(2,438)	(4,774)		(7,212)
Cash and cash equivalents at beginning of period		7,833	47,214		55,047
Cash and cash equivalents at end of period	\$	\$ 5,395	\$ 42,440	\$	\$ 47,835

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**Dealer Prospectus Delivery Obligation**

Until \_\_\_\_\_, \_\_\_\_\_, all dealers that effect transactions in these securities, whether or not participating in this offering, may be required to deliver a prospectus. This is in addition to the dealers' obligations to deliver a prospectus when acting as underwriters and with respect to unsold allotments or subscriptions.

**NORWEGIAN CRUISE LINE HOLDINGS LTD.**

**UBS Investment Bank**

**Barclays**

**Citigroup**

**Deutsche Bank Securities**

**Goldman, Sachs & Co.**

**J.P. Morgan**

**DNB Markets**

**HSBC**

**SunTrust Robinson Humphrey**

**Apollo Global Securities**

**Table of Contents****Part II****INFORMATION NOT REQUIRED IN PROSPECTUS****Item 13. Expenses of Issuance and Distribution**

The following table sets forth the costs and expenses, other than underwriting discounts and commissions, payable by us in connection with the issuance and distribution of the securities being registered. All amounts are estimates, except the SEC registration fee.

SEC registration fee	\$ 29,025
NASDAQ listing fee	\$ 225,000
Transfer agent and registrar fees and expenses	*
Printing and engraving fees and expenses	*
Legal and accounting fees and expenses	*
Financial Industry Regulatory Authority, Inc. filing fee	\$ 75,000
Miscellaneous expenses	*
Total	*

\* To be completed by amendment.

**Item 14. Indemnification of directors and officers**

The Companies Act 1981 of Bermuda requires every officer, including directors, of a company in exercising powers and discharging duties, to act honestly in good faith with a view to the best interests of the company, and to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. The Companies Act provides that a Bermuda company may indemnify its directors in respect of any loss arising or liability attaching to them as a result of any negligence, default, breach of duty or breach of trust of which they may be guilty. However, the Companies Act further provides that any provision, whether in the bye-laws of a company or in any contract between the company and any officer or any person employed by the company as auditor, exempting such officer or person from, or indemnifying him against, any liability which by virtue of any rule of law would otherwise attach to him, in respect of any fraud or dishonesty of which he may be guilty in relation to the company shall be void.

We have adopted provisions in our bye-laws that, subject to certain exemptions and conditions, require us to indemnify to the full extent permitted by the Companies Act in the event each person who is involved in legal proceedings by reason of the fact that person is or was a Director, Officer or Resident Representative of the Company, or is or was serving at the request of the Company as a Director, Officer, Resident Representative, employee or agent of another company or of a partnership, joint venture, trust or other enterprise, including service with respect to an employee benefit plan against all expense, liability and loss (including attorneys' fees, judgments, fines, amounts paid or to be paid in settlement, and excise taxes or penalties arising under the Employee Retirement Income Security Act of 1974) incurred and suffered by the person in connection therewith. We are also required under our bye-laws to advance to such persons expenses incurred in defending a proceeding to which indemnification might apply, provided if the Companies Act requires, the recipient provides an undertaking agreeing to repay all such advanced amounts if it is ultimately determined that he is not entitled to be indemnified. In addition, the bye-laws specifically provide that the indemnification rights granted thereunder are non-exclusive.

In addition, we intend to enter into separate contractual indemnification arrangements with our directors. These arrangements provide for indemnification and the advancement of expenses to these directors in circumstance and subject to limitations substantially similar to those described above. Section 98A of the Companies Act and our bye-laws permit us to purchase and maintain insurance for the benefit of any officer or director in respect of any loss or liability attaching to him in respect of any negligence, default, breach of duty or breach of trust, whether or not we may otherwise indemnify such officer or director.

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The underwriting agreement filed as an exhibit to this Registration Statement contains provisions regarding the indemnification of the Company's directors and officers against certain liabilities under the Securities Act of 1933, as amended, and regarding contribution with respect to payments that the underwriters, dealers or agents or their controlling persons may be required to make in respect of those liabilities.

### **Item 15. Recent sales of unregistered securities**

In the past three years, we have not sold securities without registration under the Securities Act.

In connection with the consummation of this offering, we will be reorganized by creating a new holding company structure (the Corporate Reorganization). The Issuer will become our new parent company, and will own 100% of the ordinary shares of NCL Corporation Ltd. As part of the Corporate Reorganization, NCL Corporation Ltd.'s outstanding ordinary shares will be exchanged for ordinary shares of the Issuer and the issuance of these securities will be effected without registration under the Securities Act in reliance on the exemption from registration provided under Section 4(2) promulgated thereunder.

### **Item 16. Exhibits and financial statement schedules**

- (a) See Exhibit Index.
- (b) Financial statement schedules are not submitted because they are not applicable or because the required information is included in the consolidated financial statements or the notes thereto.

### **Item 17. Undertakings**

The undersigned registrant hereby undertakes to provide to the underwriters at the closing specified in the underwriting agreement certificates in such denominations and registered in such names as required by the underwriters to permit prompt delivery to each purchaser.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act, and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question of whether such indemnification is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue. The undersigned registrant hereby undertakes that:

- (i) for purposes of determining any liability under the Securities Act, the information omitted from the form of prospectus filed as part of this registration statement in reliance upon Rule 430A and contained in a form of prospectus filed by the registrant pursuant to Rule 424(b)(1) or (4) or 497(h) under the Securities Act shall be deemed to be part of this registration statement as of the time it was declared effective; and
- (ii) for the purpose of determining any liability under the Securities Act, each post-effective amendment that contains a form of prospectus shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

**Table of Contents****SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Miami, Florida, on January 2, 2013.

**NORWEGIAN CRUISE LINE HOLDINGS LTD.**

By: \*  
 Name: **Kevin M. Sheehan**  
 Title: **President and Chief Executive Officer**

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the capacities and on the date indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
*	President and Chief Executive	January 2, 2013
<b>Kevin M. Sheehan</b>	Officer  (Principal Executive Officer)	
*	Executive Vice President and Chief	January 2, 2013
<b>Wendy A. Beck</b>	Financial Officer  (Principal Financial Officer and Principal Accounting Officer)	
*	Director, Chairman of the Board	January 2, 2013
<b>Tan Sri Lim Kok Thay</b>		
*	Director	January 2, 2013
<b>David Chua Ming Huat</b>		
*	Director	January 2, 2013
<b>Marc J. Rowan</b>		
*	Director	January 2, 2013
<b>Steve Martinez</b>		
*	Director	January 2, 2013
<b>Adam M. Aron</b>		
*	Director, Chairman of the Audit Committee	January 2, 2013
<b>Walter L. Revell</b>		
*	Director	January 2, 2013

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**Karl Peterson**

\*By: /s/ DANIEL S. FARKAS  
**Daniel S. Farkas**

**Attorney-In-Fact**

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<b>Exhibit Number</b>	<b>Description of Exhibit</b>
1.1*	Form of Underwriting Agreement
3.1	Memorandum of Association of Norwegian Cruise Line Holdings Ltd.
3.2*	Form of Amended and Restated Bye-Laws of Norwegian Cruise Line Holdings Ltd.
4.1	Indenture, dated November 12, 2009, by and among NCL Corporation Ltd. as Issuer and Norwegian Dawn Limited, Norwegian Sun Limited, Norwegian Spirit, Ltd. and Norwegian Star Limited as subsidiary guarantors and U.S. Bank National Association as Indenture Trustee with respect to \$450.0 million 11.75% Senior Notes due 2016 (incorporated herein by reference to Exhibit 2.5 to NCL Corporation Ltd. s annual report on Form 20-F filed on February 24, 2010 (File No. 333-128780))
4.2	Registration Rights Agreement, dated November 12, 2009, by and among NCL Corporation Ltd. and Norwegian Star Limited, Norwegian Spirit, Ltd., Norwegian Sun Limited and Norwegian Dawn Limited, as guarantors and Deutsche Bank Securities Inc., Barclays Capital, Inc., Citigroup Global Markets Inc., J.P. Morgan Securities Inc. with respect to \$450.0 million 11.75% Senior Notes due 2016 (incorporated herein by reference to Exhibit 2.6 to NCL Corporation Ltd. s annual report on Form 20-F filed on February 24, 2010 (File No. 333-128780))
4.3	Indenture, dated November 9, 2010, by and among NCL Corporation Ltd. as Issuer and U.S. Bank National Association as Indenture Trustee with respect to \$250.0 million 9.50% Senior Notes due 2018 (incorporated herein by reference to Exhibit 4.3 to amendment no. 1 to NCL Corporation Ltd. s registration statement on Form S-1 filed on December 15, 2010 (File No. 333-170141))
4.4	Registration Rights Agreement, dated November 9, 2010, by and among NCL Corporation Ltd. and Deutsche Bank Securities Inc. with respect to \$250.0 million 9.50% Senior Notes due 2018 (incorporated herein by reference to Exhibit 4.4 to amendment no. 1 to NCL Corporation Ltd. s registration statement on Form S-1 filed on December 15, 2010 (File No. 333-170141))
4.5	Supplemental Indenture, dated February 29, 2012, to Indenture, dated November 9, 2010, by and between NCL Corporation Ltd. as Issuer and U.S. Bank National Association as Indenture Trustee, with respect to \$100.0 million 9.50% Senior Notes due 2018 (incorporated herein by reference to Exhibit 4.6 to NCL Corporation Ltd. s registration statement on Form F-4 filed on March 22, 2012 (File No. 333-180281))
4.6	Registration Rights Agreement, dated February 29, 2012, by and between NCL Corporation Ltd. and Deutsche Bank Securities Inc. with respect to \$100.0 million 9.50% Senior Notes due 2018 (incorporated herein by reference to Exhibit 4.5 to NCL Corporation Ltd. s registration statement on Form F-4 filed on March 22, 2012 (File No. 333-180281))
4.7*	Form of Certificate of Ordinary Shares
5.1**	Form of opinion of Cox Hallett Wilkinson Limited
8.1**	Form of tax opinion of O Melveny & Myers LLP
9.1*	Form of Charitable Trust Deed
10.1	298.0 million Pride of America Loans, dated as of April 4, 2003, by and among Ship Holding LLC and a syndicate of international banks and related Guarantee by NCL Corporation Ltd. (incorporated herein by reference to Exhibit 4(e) to NCL Corporation Ltd. s registration statement on Form F-4 filed on October 3, 2005 (File No. 333-128780)) +

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<b>Exhibit Number</b>	<b>Description of Exhibit</b>
10.2	Supplemental Amendments, dated June 1, 2005, to 298.0 million Pride of America Loans, dated as of April 4, 2003, by and among Pride of America Ship Holding, Inc., NCL Corporation Ltd. and a syndicate of international banks (incorporated herein by reference to Exhibit 4.6 to NCL Corporation Ltd. s annual report on Form 20-F filed on March 29, 2006 (File No. 333-128780))
10.3	Seventh Supplemental Deed to 258.0 million Pride of America Loan and Sixth Supplemental Deed to 40.0 million Pride of America Loan, both dated November 13, 2006, to 298.0 million Pride of America Loans, dated as of April 4, 2003, as amended, by an agreement dated April 20, 2004, by and among Pride of America Ship Holding, Inc. and a syndicate of international banks and related Guarantee by NCL Corporation Ltd. (incorporated herein by reference to Exhibit 4.27 to NCL Corporation Ltd. s annual report on Form 20-F filed on March 6, 2007 (File No. 333-128780)) +
10.4	Eighth Supplemental Deed to 258.0 million Pride of America Loan and Seventh Supplemental Deed to 40.0 million Pride of America Loan, each dated December 21, 2007, to 298.0 million Pride of America Loans, dated as of April 4, 2003, as amended, by and among Pride of America Ship Holding, Inc., NCL Corporation Ltd. and a syndicate of international banks and related amended and restated Guarantees by NCL Corporation Ltd. (incorporated herein by reference to Exhibit 4.58 to NCL Corporation Ltd. s annual report on Form 20-F filed on March 13, 2008 (File No. 333-128780)) +
10.5	Ninth Supplemental Deed to 258.0 million Pride of America Loan and Eighth Supplemental Deed to 40.0 million Pride of America Loan, each dated April 2, 2009, to 298.0 million Pride of America Loans, dated as of April 4, 2003, as amended, by and among Pride of America Ship Holding, Inc., NCL Corporation Ltd. and a syndicate of international banks and related amended and restated Guarantee by NCL Corporation Ltd. (incorporated herein by reference to Exhibit 4.36 to Amendment No. 1 to NCL Corporation Ltd. s annual report on Form 20-F filed on May 25, 2010 (File No. 333-128780)) +
10.6	Tenth Supplemental Deed to 258.0 million Pride of America Loan and Ninth Supplemental Deed to 40.0 million Pride of America Loan, each dated July 22, 2010, to 298.0 million Pride of America Loans, dated as of April 4, 2003, as amended, by and among Pride of America Ship Holding, LLC, NCL Corporation Ltd. and a syndicate of international banks (incorporated herein by reference to Exhibit 10.6 to amendment no. 4 to NCL Corporation Ltd. s registration statement on Form S-1 filed on June 9, 2011 (File No. 333-170141)) +
10.7	Eleventh Supplemental Deed to 258.0 million Pride of America Loan and Tenth Supplemental Deed to 40.0 million Pride of America Loan, each dated November 18, 2010, to 298.0 million Pride of America Loans, dated as of April 4, 2003, as amended, by and among Pride of America Ship Holding, LLC, NCL Corporation Ltd. and a syndicate of international banks (incorporated herein by reference to Exhibit 10.7 to amendment no. 4 to NCL Corporation Ltd. s registration statement on Form S-1 filed on June 9, 2011 (File No. 333-170141))
10.8	Twelfth Supplemental Deed to 258.0 million Pride of America Loan and Eleventh Supplemental Deed to 40.0 million Pride of America Loan, each dated as of June 1, 2012, to 298.0 million Pride of America Loans, dated as of April 4, 2003, as amended, by and among Pride of America Ship Holding, LLC, NCL Corporation Ltd. and a syndicate of international banks and related amended and restated Guarantees by NCL Corporation Ltd. (incorporated herein by reference to Exhibit 10.1 to NCL Corporation Ltd. s report on Form 6-K filed on November 2, 2012 (File No. 333-128780)) +
10.9	Merchant Services Bankcard Agreement, dated as of March 26, 2004, among NCL Corporation Ltd., Chase Merchant Services, LLC and JPMorgan Chase Bank (incorporated herein by reference to Exhibit 10(a) to NCL Corporation Ltd. s registration statement on Form F-4 filed on October 3, 2005 (File No. 333-128780))

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<b>Exhibit Number</b>	<b>Description of Exhibit</b>
10.10	Facility Agreement, dated as of September 23, 2005, in connection with Letters of Credit required by the Merchant Services Bankcard Agreement, by and among NCL Corporation Ltd. and a syndicate of international banks (incorporated herein by reference to Exhibit 4.9 to NCL Corporation Ltd. s annual report on Form 20-F filed on March 29, 2006 (File No. 333-128780))
10.11	[Intentionally omitted]
10.12	[Intentionally omitted]
10.13	\$334.1 million Norwegian Jewel Loan, dated as of April 20, 2004, by and among Norwegian Jewel Limited and a syndicate of international banks and related Guarantee by NCL Corporation Ltd. (incorporated herein by reference to Exhibit 4(h) to NCL Corporation Ltd. s registration statement on Form F-4 filed on October 3, 2005 (File No. 333-128780)) +
10.14	First Supplemental Deed, dated as of September 30, 2005, to \$334.1 million Norwegian Jewel Loan, by and among Norwegian Jewel Limited, NCL Corporation Ltd. and a syndicate of international banks (incorporated herein by reference to Exhibit 4.11 to NCL Corporation Ltd. s annual report on Form 20-F filed on March 29, 2006 (File No. 333-128780))
10.15	Second Supplemental Deed, dated April 4, 2006, and Third Supplemental Deed, dated November 13, 2006, to \$334.1 million Norwegian Jewel Loan, dated as of April 20, 2004, as amended, by and among Norwegian Jewel Limited and a syndicate of international banks and related Guarantee by NCL Corporation Ltd. (incorporated herein by reference to Exhibit 4.30 to NCL Corporation Ltd. s annual report on Form 20-F filed on March 6, 2007 (File No. 333-128780)) +
10.16	Fourth Supplemental Deed, dated December 21, 2007, to \$334.1 million Norwegian Jewel Loan, dated as of April 20, 2004, as amended, by and among Norwegian Jewel Limited, NCL Corporation Ltd. and a syndicate of international banks and related amended and restated Guarantee by NCL Corporation Ltd. (incorporated herein by reference to Exhibit 4.57 to NCL Corporation Ltd. s annual report on Form 20-F filed on March 13, 2008 (File No. 333-128780)) +
10.17	Fifth Supplemental Deed, dated April 2, 2009, to \$334.1 million Norwegian Jewel Loan, dated as of April 20, 2004, as amended, by and among Norwegian Jewel Limited, NCL Corporation Ltd. and a syndicate of international banks and related amended and restated Guarantee by NCL Corporation Ltd. (incorporated herein by reference to Exhibit 4.35 to Amendment No. 1 to NCL Corporation Ltd. s annual report on Form 20-F filed on May 25, 2010 (File No. 333-128780)) +
10.18	Sixth Supplemental Deed, dated July 22, 2010, to \$334.1 million Norwegian Jewel Loan, dated as of April 20, 2004, as amended, by and among Norwegian Jewel Limited, NCL Corporation Ltd. and a syndicate of international banks (incorporated herein by reference to Exhibit 10.17 to amendment no. 4 to NCL Corporation Ltd. s registration statement on Form S-1 filed on June 9, 2011 (File No. 333-170141)) +
10.19	Seventh Supplemental Deed, dated November 18, 2010, to \$334.1 million Norwegian Jewel Loan, dated as of April 20, 2004, as amended, by and among Norwegian Jewel Limited, NCL Corporation Ltd. and a syndicate of international banks (incorporated herein by reference to Exhibit 10.18 to amendment no. 4 to NCL Corporation Ltd. s registration statement on Form S-1 filed on June 9, 2011 (File No. 333-170141))
10.20	Eighth Supplemental Deed, dated June 1, 2012, to \$334.1 million Norwegian Jewel Loan, dated as of April 20, 2004, as amended, by and among Norwegian Jewel Limited, NCL Corporation Ltd. and a syndicate of international banks and related amended and restated Guarantee by NCL Corporation Ltd. (incorporated herein by reference to Exhibit 10.2 to NCL Corporation Ltd. s report on Form 6-K filed on November 2, 2012 (File No. 333-128780)) +

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<b>Exhibit Number</b>	<b>Description of Exhibit</b>
10.21	308.1 million Pride of Hawaii i Loan, dated as of April 20, 2004, as amended, by and among Pride of Hawaii i, Inc. and a syndicate of international banks and related Guarantee by NCL Corporation Ltd. (incorporated herein by reference to Exhibit 4(i) to NCL Corporation Ltd. s registration statement on Form F-4 filed on October 3, 2005 (File No. 333-128780)) +
10.22	Second Supplemental Deed, dated as of September 30, 2005, to 308.1 million Pride of Hawaii i Loan, by and among Pride of Hawaii i, Inc., NCL Corporation Ltd. and a syndicate of international banks (incorporated herein by reference to Exhibit 4.13 to NCL Corporation Ltd. s annual report on Form 20-F filed on March 29, 2006 (File No. 333-128780))
10.23	Third Supplemental Deed, dated November 13, 2006, to 308.1 million Pride of Hawaii i Loan, dated as of April 20, 2004, as amended, by and among Pride of Hawaii i, Inc. and a syndicate of international banks and related Guarantee by NCL Corporation Ltd. (incorporated herein by reference to Exhibit 4.31 to NCL Corporation Ltd. s annual report on Form 20-F filed on March 6, 2007 (File No. 333-128780)) +
10.24	Fourth Supplemental Deed, dated December 21, 2007, to 308.1 million Pride of Hawaii i Loan, dated as of April 20, 2004, as amended, by and among Pride of Hawaii i, Inc., NCL Corporation Ltd. and a syndicate of international banks and related amended and restated Guarantee by NCL Corporation Ltd. (incorporated herein by reference to Exhibit 4.59 to NCL Corporation Ltd. s annual report on Form 20-F filed on March 13, 2008 (File No. 333-128780)) +
10.25	Fifth Supplemental Deed, dated February 10, 2008, to 308.1 million Pride of Hawaii i Loan, dated as of April 20, 2004, as amended, by and among Pride of Hawaii i, Inc., NCL Corporation Ltd. and a syndicate of international banks (incorporated herein by reference to Exhibit 4.60 to NCL Corporation Ltd. s annual report on Form 20-F filed on March 13, 2008 (File No. 333-128780)) +
10.26	Sixth Supplemental Deed, dated April 2, 2009, to 308.1 million Pride of Hawaii i Loan, dated as of April 20, 2004, as amended, by and among Pride of Hawaii i, Inc., NCL Corporation Ltd. and a syndicate of international banks and related amended and restated Guarantee by NCL Corporation Ltd. (incorporated herein by reference to Exhibit 4.37 to Amendment No. 1 to NCL Corporation Ltd. s annual report on Form 20-F filed on May 25, 2010 (File No. 333-128780)) +
10.27	Seventh Supplemental Deed, dated October 19, 2009, to 308.1 million Pride of Hawaii i Loan, dated as of April 20, 2004, as amended, by and among Pride of Hawaii i, Inc., NCL Corporation Ltd. and a syndicate of international banks (incorporated herein by reference to Exhibit 10.25 to amendment no. 4 to NCL Corporation Ltd. s registration statement on Form S-1 filed on June 9, 2011 (File No. 333-170141))
10.28	Eighth Supplemental Deed, dated July 22, 2010, to 308.1 million Pride of Hawaii i Loan, dated as of April 20, 2004, as amended, by and among Pride of Hawaii i, LLC, NCL Corporation Ltd. and a syndicate of international banks (incorporated herein by reference to Exhibit 10.26 to amendment no. 4 to NCL Corporation Ltd. s registration statement on Form S-1 filed on June 9, 2011 (File No. 333-170141)) +
10.29	Ninth Supplemental Deed, dated November 18, 2010, to 308.1 million Pride of Hawaii i Loan, dated as of April 20, 2004, as amended, by and among Pride of Hawaii i, LLC, NCL Corporation Ltd. and a syndicate of international banks (incorporated herein by reference to Exhibit 10.27 to amendment no. 4 to NCL Corporation Ltd. s registration statement on Form S-1 filed on June 9, 2011 (File No. 333-170141))
10.30	Tenth Supplemental Deed, dated June 1, 2012, to 308.1 million Pride of Hawaii i Loan, dated as of April 20, 2004, as amended, by and among Pride of Hawaii i, LLC, NCL Corporation Ltd. and a syndicate of international banks and related amended and restated Guarantee by NCL Corporation Ltd. (incorporated herein by reference to Exhibit 10.3 to NCL Corporation Ltd. s report on Form 6-K filed on November 2, 2012 (File No. 333-128780)) +

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<b>Exhibit Number</b>	<b>Description of Exhibit</b>
10.31	Up to 624.0 million Norwegian Pearl and Norwegian Gem Revolving Loan Facility Agreement, dated October 7, 2005, by and among NCL Corporation Ltd. and a syndicate of international banks (incorporated herein by reference to Exhibit 4.24 to NCL Corporation Ltd. s annual report on Form 20-F filed on March 29, 2006 (File No. 333-128780))
10.32	First Supplemental Deed, dated November 13, 2006, to up to 624.0 million Norwegian Pearl and Norwegian Gem Revolving Loan Facility Agreement, dated October 7, 2005, as amended, by and among NCL Corporation Ltd. and a syndicate of international banks (incorporated herein by reference to Exhibit 4.32 to NCL Corporation Ltd. s annual report on Form 20-F filed on March 6, 2007 (File No. 333-128780)) +
10.33	Second Supplemental Deed, dated December 21, 2007, to 624.0 million Norwegian Pearl and Norwegian Gem Revolving Loan Facility Agreement, dated as of October 7, 2005, as amended, by and among NCL Corporation Ltd., Norwegian Pearl, Ltd., Norwegian Gem, Ltd. and a syndicate of international banks and related amended and restated Guarantees by Norwegian Pearl, Ltd. and Norwegian Gem, Ltd. (incorporated herein by reference to Exhibit 4.55 to NCL Corporation Ltd. s annual report on Form 20-F filed on March 13, 2008 (File No. 333-128780)) +
10.34	Third Supplemental Deed, dated April 2, 2009, to 624.0 million Norwegian Pearl and Norwegian Gem Revolving Loan Facility Agreement, dated as of October 7, 2005, as amended, by and among NCL Corporation Ltd., Norwegian Pearl, Ltd., Norwegian Gem, Ltd. and a syndicate of international banks (incorporated herein by reference to Exhibit 4.34 to Amendment No. 1 to NCL Corporation Ltd. s annual report on Form 20-F filed on May 25, 2010 (File No. 333-128780)) +
10.35	Fourth Supplemental Deed, dated July 22, 2010, to 624.0 million Norwegian Pearl and Norwegian Gem Revolving Loan Facility Agreement, dated as of October 7, 2005, as amended, by and among NCL Corporation Ltd., Norwegian Pearl, Ltd., Norwegian Gem, Ltd. and a syndicate of international banks (incorporated herein by reference to Exhibit 10.32 to amendment no. 4 to NCL Corporation Ltd. s registration statement on Form S-1 filed on June 9, 2011 (File No. 333-170141)) +
10.36	Fifth Supplemental Deed, dated June 1, 2012, to 624.0 million Norwegian Pearl and Norwegian Gem Revolving Loan Facility Agreement, dated as of October 7, 2005, as amended, by and among NCL Corporation Ltd., Norwegian Pearl, Ltd., Norwegian Gem, Ltd. and a syndicate of international banks (incorporated herein by reference to Exhibit 10.4 to NCL Corporation Ltd. s report on Form 6-K filed on November 2, 2012 (File No. 333-128780)) +
10.37	Shipbuilding Contract for Hull No. D33, dated September 7, 2006, by and between F3 Two, Ltd. and Aker Yards S.A., and AOM No. 1, dated September 7, 2006, AOM No. 2, dated September 7, 2006, AOM No. 3, dated September 7, 2006, and AOM No. 4, dated September 7, 2006 (incorporated herein by reference to Exhibit 4.44 to NCL Corporation Ltd. s annual report on Form 20-F filed on March 6, 2007 (File No. 333-128780)) +
10.38	Side Letter Agreement, dated as of September 7, 2006, by and between, F3 One, Ltd., F3 Two, Ltd. and Aker Yards S.A. (incorporated herein by reference to Exhibit 4.45 to NCL Corporation Ltd. s annual report on Form 20-F filed on March 6, 2007 (File No. 333-128780)) +
10.39	Amendment No. 1, dated May 22, 2007, to Shipbuilding Contract for Hull No. D33, dated September 7, 2006, by and between F3 Two, Ltd. and Aker Yards S.A. (incorporated herein by reference to Exhibit 4.66 to NCL Corporation Ltd. s annual report on Form 20-F filed on March 13, 2008 (File No. 333-128780)) +

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<b>Exhibit Number</b>	<b>Description of Exhibit</b>
10.40	AOM No. 5, dated November 6, 2007, AOM No. 11, dated November 6, 2007, AOM No. 12, dated November 6, 2007, AOM No. 13, Revision C, dated November 6, 2007, AOM No. 13, Revision D, dated December 15, 2007, AOM No. 14, dated November 6, 2007, AOM No. 16, dated November 6, 2007, AOM No. 18, dated November 6, 2007, AOM No. 18 A, dated December 15, 2007, AOM No. 19, dated November 6, 2007, AOM No. 22, dated November 6, 2007, AOM No. 25, dated November 6, 2007, AOM No. 28 A, dated December 15, 2007, to Shipbuilding Contract for Hull No. D33, dated September 7, 2006, by and between F3 Two, Ltd. and Aker Yards S.A. (incorporated herein by reference to Exhibit 4.68 to NCL Corporation Ltd. s annual report on Form 20-F filed on March 13, 2008 (File No. 333-128780)) +
10.41	662.9 million Syndicated Loan Facility, dated September 22, 2006, by and among F3 Two, Ltd. and a syndicate of international banks and related Guarantee by NCL Corporation Ltd., for the construction of Hull D33 at Aker Yards S.A. (incorporated herein by reference to Exhibit 4.34 to our annual report on Form 20-F filed on March 6, 2007 (File No. 333-128780)) +
10.42	First Supplemental Deed, dated December 21, 2007, to 662.9 million F3 Two Loan, dated as of September 22, 2006, as amended, by and among F3 Two, Ltd., NCL Corporation Ltd. and a syndicate of international banks and related amended and restated Guarantee by NCL Corporation Ltd. (incorporated herein by reference to Exhibit 4.63 to NCL Corporation Ltd. s annual report on Form 20-F filed on March 13, 2008 (File No. 333-128780)) +
10.43	Second Supplemental Deed, dated April 24, 2008, to 662.9 million F3 Two Loan, dated as of September 22, 2006, as amended, by and among F3 Two, Ltd., NCL Corporation Ltd. and a syndicate of international banks (incorporated herein by reference to Exhibit 4.70 to NCL Corporation Ltd. s annual report on Form 20-F filed on April 7, 2009 (File No. 333-128780)) +
10.44	Third Supplemental Deed, dated April 2, 2009, to 662.9 million F3 Two Loan, dated as of September 22, 2006, as amended, by and among F3 Two, Ltd., NCL Corporation Ltd. and a syndicate of international banks and related amended and restated Guarantee by NCL Corporation Ltd. (incorporated herein by reference to Exhibit 4.33 to Amendment No. 1 to NCL Corporation Ltd. s annual report on Form 20-F filed on May 25, 2010 (File No. 333-128780)) +
10.45	Fourth Supplemental Deed, dated June 9, 2010, to 662.9 million F3 Two Loan, dated as of September 22, 2006, as amended, by and among Norwegian Epic, Ltd., NCL Corporation Ltd. and a syndicate of international banks (incorporated herein by reference to Exhibit 10.41 to amendment no. 4 to NCL Corporation Ltd. s registration statement on Form S-1 filed on June 9, 2011 (File No. 333-170141)) +
10.46	Fifth Supplemental Deed, dated July 22, 2010, to 662.9 million F3 Two Loan, dated as of September 22, 2006, as amended, by and among Norwegian Epic, Ltd., NCL Corporation Ltd. and a syndicate of international banks (incorporated herein by reference to Exhibit 10.42 to amendment no. 4 to NCL Corporation Ltd. s registration statement on Form S-1 filed on June 9, 2011 (File No. 333-170141)) +
10.47	Sixth Supplemental Deed, dated June 1, 2012, to 662.9 million F3 Two Loan, dated as of September 22, 2006, as amended, by and among F3 Two, Ltd., NCL Corporation Ltd. and a syndicate of international banks and related amended and restated Guarantee by NCL Corporation Ltd. (incorporated herein by reference to Exhibit 10.5 to NCL Corporation Ltd. s report on Form 6-K filed on November 2, 2012 (File No. 333-128780)) +
10.48	Office Lease Agreement, dated as of November 27, 2006, by and between NCL (Bahamas) Ltd. and Hines Reit Airport Corporate Center LLC and related Guarantee by NCL Corporation Ltd., and First Amendment, dated November 27, 2006 (incorporated herein by reference to Exhibit 4.46 to NCL Corporation Ltd. s annual report on Form 20-F filed on March 6, 2007 (File No. 333-128780)) +

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<b>Exhibit Number</b>	<b>Description of Exhibit</b>
10.49	Amendment No. 1, dated December 1, 2006, Amendment No. 2, dated March 20, 2007, Amendment No. 3, dated July 31, 2007, and Amendment No. 4, dated December 10, 2007, to Office Lease Agreement, dated December 1, 2006, as amended, by and between Hines Reit Airport Corporate Center LLC and NCL (Bahamas) Ltd. (incorporated herein by reference to Exhibit 4.64 to NCL Corporation Ltd. s annual report on Form 20-F filed on March 13, 2008 (File No. 333-128780)) +
10.50	Amendment No. 5, dated February 2, 2010, to Office Lease Agreement, dated December 1, 2006, as amended, by and between Hines Reit Airport Corporate Center LLC and NCL (Bahamas) Ltd. (incorporated herein by reference to Exhibit 10.45 to amendment no. 2 to NCL Corporation Ltd. s registration statement on Form S-1 filed on January 31, 2011 (File No. 333-170141))
10.51	Amendment No. 6, dated April 1, 2012, and Amendment No. 7, dated June 19, 2012, to Office Lease Agreement, dated December 1, 2006, as amended, by and between Hines Reit Airport Corporate Center LLC and NCL (Bahamas) Ltd. (incorporated herein by reference to Exhibit 10.6 to NCL Corporation Ltd. s report on Form 6-K filed on November 2, 2012 (File No. 333-128780)) +
10.52	Reimbursement and Distribution Agreement, dated August 17, 2007, by and among NCL Investment Limited, Star Cruises Limited and NCL Corporation Ltd. (incorporated herein by reference to Exhibit 4.49 to NCL Corporation Ltd. s annual report on Form 20-F filed on March 13, 2008 (File No. 333-128780))
10.53	Shareholders Agreement, dated August 17, 2007, by and among NCL Investment Ltd., Star Cruises Limited and NCL Corporation Ltd. (incorporated herein by reference to Exhibit 4.48 to NCL Corporation Ltd. s annual report on Form 20-F filed on March 13, 2008 (File No. 333-128780))
10.54	Joinder, dated January 7, 2008, to the Shareholders Agreement, dated August 17, 2007, by and among NCL Corporation Ltd. and Star NCLC Holdings Ltd. (incorporated herein by reference to Exhibit 4.52 to NCL Corporation Ltd. s annual report on Form 20-F filed on March 13, 2008 (File No. 333-128780))
10.55	Joinder, dated January 7, 2008, to the Shareholders Agreement, dated August 17, 2007, by and among NCL Corporation Ltd. and NCL Investment II Ltd. (incorporated herein by reference to Exhibit 4.53 to NCL Corporation Ltd. s annual report on Form 20-F filed on March 13, 2008 (File No. 333-128780))
10.56	Joinder, dated January 8, 2008, to the Shareholders Agreement, dated August 17, 2007, by and among NCL Corporation Ltd. and TPG Viking I, L.P., TPG Viking II, L.P. and TPG Viking AIV III, L.P. (incorporated herein by reference to Exhibit 4.51 to NCL Corporation Ltd. s annual report on Form 20-F filed on March 13, 2008 (File No. 333-128780))
10.57*	Form of Amended and Restated Shareholders Agreement
10.58	[Intentionally omitted]
10.59	\$750.0 million Credit Agreement, dated October 28, 2009, by and among NCL Corporation Ltd., various lenders and Nordea Bank Norge ASA (incorporated herein by reference to Exhibit 4.39 to  Amendment No. 1 to NCL Corporation Ltd. s annual report on Form 20-F filed on May 25, 2010 (File No. 333-128780)) +
10.60	First Amendment, dated May 31, 2012, to \$750.0 million Credit Agreement, dated October 28, 2009, as amended, by and among NCL Corporation Ltd., various lenders and Nordea Bank Norge ASA (incorporated herein by reference to Exhibit 10.7 to NCL Corporation Ltd. s report on Form 6-K filed on November 2, 2012 (File No. 333-128780)) +

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<b>Exhibit Number</b>	<b>Description of Exhibit</b>
10.61	First Lien Intercreditor Agreement, dated November 12, 2009, by and among Nordea Bank Norge ASA and U.S. Bank National Association (incorporated herein by reference to Exhibit 4.38 to NCL Corporation Ltd. s annual report on Form 20-F filed on February 24, 2010 (File No. 333-128780))
10.62	Shipbuilding Contract for Hull No. S.678, dated September 24, 2010, by and among Meyer Werft GMBH, Breakaway One, Ltd. and NCL Corporation Ltd. (incorporated herein by reference to Exhibit 10.55 to amendment no. 2 to NCL Corporation Ltd. s registration statement on Form S-1 filed on January 31, 2011 (File No. 333-170141)) +
10.63	Shipbuilding Contract for Hull No. S.692, dated September 24, 2010, by and among Meyer Werft GMBH, Breakaway Two, Ltd. and NCL Corporation Ltd. (incorporated herein by reference to Exhibit 10.56 to amendment no. 2 to NCL Corporation Ltd. s registration statement on Form S-1 filed on January 31, 2011 (File No. 333-170141)) +
10.64	Shipbuilding Contract for Hull identified therein, dated September 14, 2012, by and among Meyer Werft GMBH, Breakaway Three, Ltd. and NCL Corporation Ltd. (incorporated herein by reference to Exhibit 10.8 to NCL Corporation Ltd. s report on Form 6-K filed on November 2, 2012 (File No. 333-128780)) +
10.65	Addendum No. 1, dated October 12, 2012, to Shipbuilding Contract for Hull identified therein, dated September 14, 2012, as amended, by and among Meyer Werft GMBH, Breakaway Three, Ltd. and NCL Corporation Ltd. (incorporated herein by reference to Exhibit 10.9 to NCL Corporation Ltd. s report on Form 6-K filed on November 2, 2012 (File No. 333-128780)) +
10.66	Addendum No. 2, dated October 15, 2012, to Shipbuilding Contract for Hull identified therein, dated September 14, 2012, as amended, by and among Meyer Werft GMBH, Breakaway Three, Ltd. and NCL Corporation Ltd. (incorporated herein by reference to Exhibit 10.10 to NCL Corporation Ltd. s report on Form 6-K filed on November 2, 2012 (File No. 333-128780)) +
10.67	Shipbuilding Contract for Hull identified therein, dated September 14, 2012, by and among Meyer Werft GMBH, Breakaway Four, Ltd. and NCL Corporation Ltd. (incorporated herein by reference to Exhibit 10.11 to NCL Corporation Ltd. s report on Form 6-K filed on November 2, 2012 (File No. 333-128780)) +
10.68	Addendum No. 1, dated October 15, 2012, to Shipbuilding Contract for Hull identified therein, dated September 14, 2012, as amended, by and among Meyer Werft GMBH, Breakaway Four, Ltd. and NCL Corporation Ltd. (incorporated herein by reference to Exhibit 10.12 to NCL Corporation Ltd. s report on Form 6-K filed on November 2, 2012 (File No. 333-128780)) +
10.69	529.8 million Breakaway One Credit Agreement, dated November 18, 2010, by and among Breakaway One, Ltd. and a syndicate of international banks and related Guarantee by NCL Corporation Ltd. (incorporated herein by reference to Exhibit 10.57 to amendment no. 4 to NCL Corporation Ltd. s registration statement on Form S-1 filed on June 9, 2011 (File No. 333-170141)) +
10.70	First Amendment, dated May 31, 2012, to 529.8 million Breakaway One Credit Agreement, dated November 18, 2010, as amended, by and among Breakaway One, Ltd. and a syndicate of international banks (incorporated herein by reference to Exhibit 10.13 to NCL Corporation Ltd. s report on Form 6-K filed on November 2, 2012 (File No. 333-128780)) +
10.71	529.8 million Breakaway Two Credit Agreement, dated as of November 18, 2010, by and among Breakaway Two, Ltd. and a syndicate of international banks and related Guarantee by NCL Corporation Ltd. (incorporated herein by reference to Exhibit 10.58 to amendment no. 4 to NCL Corporation Ltd. s registration statement on Form S-1 filed on June 9, 2011 (File No. 333-170141)) +



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<b>Exhibit Number</b>	<b>Description of Exhibit</b>
10.72	First Amendment, dated December 21, 2010, to 529.8 million Breakaway Two Credit Agreement, dated as of November 18, 2010, by and among Breakaway Two, Ltd. and a syndicate of international banks and a related Guarantee by NCL Corporation Ltd. (incorporated herein by reference to Exhibit 10.59 to amendment no. 2 to NCL Corporation Ltd. s registration statement on Form S-1 filed on January 31, 2011 (File No. 333-170141))
10.73	Second Amendment, dated May 31, 2012, to 529.8 million Breakaway Two Credit Agreement, dated as of November 18, 2010, by and among Breakaway Two, Ltd. and a syndicate of international banks (incorporated herein by reference to Exhibit 10.14 to NCL Corporation Ltd. s report on Form 6-K filed on November 2, 2012 (File No. 333-128780)) +
10.74	126.1 million Pride of Hawaii i Credit Agreement, dated November 18, 2010, by and among Pride of Hawaii, LLC and a syndicate of international banks and related Guarantee by NCL Corporation Ltd. (incorporated herein by reference to Exhibit 10.60 to amendment no. 4 to NCL Corporation Ltd. s registration statement on Form S-1 filed on June 9, 2011 (File No. 333-170141)) +
10.75	First Amendment, dated November 29, 2011, to 126.1 million Pride of Hawaii i Credit Agreement, dated November 18, 2010, as amended, by and among Pride of Hawaii, LLC and a syndicate of international banks (incorporated herein by reference to Exhibit 4.59 to NCL Corporation Ltd. s annual report on Form 20-F filed on February 22, 2012 (File No. 333-128780))
10.76	Second Amendment, dated May 31, 2012, to 126.1 million Pride of Hawaii i Credit Agreement, dated November 18, 2010, as amended, by and among Pride of Hawaii, LLC and a syndicate of international banks (incorporated herein by reference to Exhibit 10.15 to NCL Corporation Ltd. s report on Form 6-K filed on November 2, 2012 (File No. 333-128780)) +
10.77	126.1 million Norwegian Jewel Credit Agreement, dated November 18, 2010, by and among Norwegian Jewel Limited and a syndicate of international banks and related Guarantee by NCL Corporation Ltd. (incorporated herein by reference to Exhibit 10.61 to amendment no. 4 to NCL Corporation Ltd. s registration statement on Form S-1 filed on June 9, 2011 (File No. 333-170141)) +
10.78	First Amendment, dated November 29, 2011, to 126.1 million Norwegian Jewel Credit Agreement, dated November 18, 2010, as amended, by and among Norwegian Jewel Limited and a syndicate of international banks (incorporated herein by reference to Exhibit 4.58 to NCL Corporation Ltd. s annual report on Form 20-F filed on February 22, 2012 (File No. 333-128780))
10.79	Second Amendment, dated May 31, 2012, to 126.1 million Norwegian Jewel Credit Agreement, dated November 18, 2010, as amended, by and among Norwegian Jewel Limited and a syndicate of international banks (incorporated herein by reference to Exhibit 10.16 to NCL Corporation Ltd. s report on Form 6-K filed on November 2, 2012 (File No. 333-128780)) +
10.80	590.5 million Breakaway Three Credit Agreement, dated October 12, 2012, by and among Breakaway Three, Ltd. and various other lenders therein defined and a related Guaranty by NCL Corporation Ltd. (incorporated herein by reference to Exhibit 10.17 to NCL Corporation Ltd. s report on Form 6-K filed on November 2, 2012 (File No. 333-128780)) +
10.81	590.5 million Breakaway Four Credit Agreement, dated October 12, 2012, by and among Breakaway Four, Ltd. and various other lenders therein defined and a related Guaranty by NCL Corporation Ltd. (incorporated herein by reference to Exhibit 10.18 to NCL Corporation Ltd. s report on Form 6-K filed on November 2, 2012 (File No. 333-128780)) +
10.82	Employment Agreement by and between NCL (Bahamas) Ltd. and Kevin M. Sheehan, entered into on May 8, 2009, and effective on November 6, 2008 (incorporated herein by reference to Exhibit 10.62 to amendment no. 3 to NCL Corporation Ltd. s registration statement on Form S-1 filed on February 11, 2011 (File No. 333-170141))

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<b>Exhibit Number</b>	<b>Description of Exhibit</b>
10.83	Employment Agreement by and between NCL (Bahamas) Ltd. and Wendy A. Beck, entered into on October 21, 2010 (incorporated herein by reference to Exhibit 10.63 to amendment no. 3 to NCL Corporation Ltd. s registration statement on Form S-1 filed on February 11, 2011 (File No. 333-170141))
10.84	Employment Agreement by and between NCL (Bahamas) Ltd. and Andrew Stuart, entered into on July 9, 2008 (incorporated herein by reference to Exhibit 10.64 to amendment no. 3 to NCL Corporation Ltd. s registration statement on Form S-1 filed on February 11, 2011 (File No. 333-170141))
10.85	Employment Agreement by and between NCL (Bahamas) Ltd. and Maria Miller, entered into on June 1, 2009 (incorporated herein by reference to Exhibit 10.65 to amendment no. 3 to NCL Corporation Ltd. s registration statement on Form S-1 filed on February 11, 2011 (File No. 333-170141))
10.86	Employment Agreement by and between NCL (Bahamas) Ltd. and Robert Becker, entered into on March 17, 2008 (incorporated herein by reference to Exhibit 10.66 to amendment no. 3 to NCL Corporation Ltd. s registration statement on Form S-1 filed on February 11, 2011 (File No. 333-170141))
10.87	NCL (Bahamas) Ltd. Senior Management Retirement Savings Plan, amended and restated as of January 1, 2008 (incorporated herein by reference to Exhibit 10.67 to amendment no. 3 to NCL Corporation Ltd. s registration statement on Form S-1 filed on February 11, 2011 (File No. 333-170141))
10.88	NCL (Bahamas) Ltd. Supplemental Executive Retirement Plan, amended and restated as of January 1, 2008 (incorporated herein by reference to Exhibit 10.68 to amendment no. 3 to NCL Corporation Ltd. s registration statement on Form S-1 filed on February 11, 2011 (File No. 333-170141))
10.89*	Form of Indemnification Agreement entered into by Norwegian Cruise Line Holdings Ltd. and each of its directors, executive officers and certain other officers
10.90	Memorandum of Agreement, dated June 1, 2012, and Addendum No. 1 thereto, dated June 1, 2012, entered into by and among Norwegian Sky, Ltd. and the parties named therein (incorporated herein by reference to Exhibit 10.19 to NCL Corporation Ltd. s report on Form 6-K filed on November 2, 2012 (File No. 333-128780)) +
10.91	Driving Demand Bonus Program
10.92	Form of Profits Sharing Agreement Award Notice
10.93*	Norwegian Cruise Line Holdings Ltd. 2013 Performance Incentive Plan
10.94*	Form of Contribution and Exchange Agreement by and among Norwegian Cruise Line Holdings, Ltd., TPG Viking I, L.P., TPG Viking II, L.P. and TPG Viking AIV III, L.P.
10.95*	Form of Contribution and Exchange Agreement by and among Norwegian Cruise Line Holdings, Ltd., NCL Investment Limited and NCL Investment II Ltd.
10.96*	Form of Contribution and Exchange Agreement by and between Norwegian Cruise Line Holdings, Ltd., and Star NCLC Holdings Ltd.
10.97*	Form of Amended and Restated United States Tax Agreement for NCL Corporation Ltd.
21.1**	List of Subsidiaries of Norwegian Cruise Line Holdings Ltd.

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<b>Exhibit Number</b>	<b>Description of Exhibit</b>
23.1	Consent of PricewaterhouseCoopers LLP
23.2**	Consent of Cox Hallett Wilkinson Limited (included in Exhibit 5.1)
23.3**	Consent of O Melveny & Myers LLP (included in Exhibit 8.1)
24.1**	Powers of attorney

+ Confidential treatment has been requested with respect to certain portions of this exhibit. Omitted portions have been filed separately with the SEC.

\* To be filed by amendment.

\*\* Previously filed.