

NCL CORPORATION LTD.
CONSOLIDATED STATEMENTS OF OPERATIONS
(unaudited, in thousands of dollars)

	Three Months Ended March 31,	
	2012	2011
Revenue		
Passenger ticket	\$ 351,330	\$ 337,202
Onboard and other	164,100	158,308
Total revenue	<u>515,430</u>	<u>495,510</u>
Cruise operating expense		
Commissions, transportation and other	90,615	88,845
Onboard and other	39,201	37,870
Payroll and related	73,348	70,317
Fuel	65,526	58,026
Food	31,380	30,982
Other	51,957	57,430
Total cruise operating expense	<u>352,027</u>	<u>343,470</u>
Other operating expense		
Marketing, general and administrative	71,162	68,279
Depreciation and amortization	45,797	46,257
Total other operating expense	<u>116,959</u>	<u>114,536</u>
Operating income	<u>46,444</u>	<u>37,504</u>
Non-operating income (expense)		
Interest expense, net	(46,170)	(47,869)
Other income	3,010	2,432
Total non-operating income (expense)	<u>(43,160)</u>	<u>(45,437)</u>
Net income (loss)	<u>\$ 3,284</u>	<u>\$ (7,933)</u>

NCL CORPORATION LTD.
CONSOLIDATED BALANCE SHEETS
(unaudited, in thousands, except share data)

	March 31, 2012	December 31, 2011
Assets		
Current assets:		
Cash and cash equivalents	\$ 63,973	\$ 58,926
Accounts receivable, net	7,987	8,159
Inventories	39,674	36,234
Prepaid expenses and other assets	73,036	48,824
Total current assets	184,670	152,143
Property and equipment, net	4,616,199	4,640,093
Goodwill and tradenames	610,292	602,792
Other long-term assets	169,780	167,383
Total assets	<u>\$ 5,580,941</u>	<u>\$ 5,562,411</u>
Liabilities and shareholders' equity		
Current liabilities:		
Current portion of long-term debt	\$ 153,631	\$ 200,582
Accounts payable	72,275	80,327
Accrued expenses and other liabilities	239,424	211,065
Advance ticket sales	411,281	325,472
Total current liabilities	876,611	817,446
Long-term debt	2,763,776	2,837,499
Other long-term liabilities	70,858	63,003
Total liabilities	<u>3,711,245</u>	<u>3,717,948</u>
Commitments and contingencies		
Shareholders' equity:		
Ordinary shares, \$.0012 par value; 40,000,000 shares authorized; 21,000,000 shares issued and outstanding	25	25
Additional paid-in capital	2,335,240	2,331,973
Accumulated other comprehensive income (loss)	(1,112)	(19,794)
Retained earnings (deficit)	(464,457)	(467,741)
Total shareholders' equity	<u>1,869,696</u>	<u>1,844,463</u>
Total liabilities and shareholders' equity	<u>\$ 5,580,941</u>	<u>\$ 5,562,411</u>

NCL CORPORATION LTD.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited, in thousands)

	Three Months Ended	
	March 31,	
	2012	2011
Cash flows from operating activities		
Net income (loss)	\$ 3,284	\$ (7,933)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation and amortization expense	52,470	51,753
Gain on derivatives	(3,766)	(3,241)
Share-based compensation expense	165	297
Premium on debt issuance	6,000	-
Changes in operating assets and liabilities:		
Accounts receivable, net	172	(2,881)
Inventories	(3,440)	(4,511)
Prepaid expenses and other assets	(3,630)	(15,396)
Accounts payable	(8,052)	(2,226)
Accrued expenses and other liabilities	32,156	34,064
Advance ticket sales	83,075	86,544
Net cash provided by operating activities	<u>158,434</u>	<u>136,470</u>
Cash flows from investing activities		
Additions to property and equipment and other	<u>(24,333)</u>	<u>(19,901)</u>
Net cash used in investing activities	<u>(24,333)</u>	<u>(19,901)</u>
Cash flows from financing activities		
Repayments of long-term debt	(277,776)	(135,613)
Proceeds from long-term debt	151,005	13,221
Other	<u>(2,283)</u>	<u>(25)</u>
Net cash used in financing activities	<u>(129,054)</u>	<u>(122,417)</u>
Net increase (decrease) in cash and cash equivalents	5,047	(5,848)
Cash and cash equivalents at beginning of period	<u>58,926</u>	<u>55,047</u>
Cash and cash equivalents at end of period	<u><u>\$ 63,973</u></u>	<u><u>\$ 49,199</u></u>

NCL CORPORATION LTD.
NON-GAAP RECONCILING INFORMATION
(unaudited)

The following table sets forth selected statistical information:

	Three Months Ended March 31,	
	2012	2011
Passengers carried	384,877	372,641
Passenger Cruise Days	2,581,687	2,510,738
Capacity Days	2,398,374	2,343,768
Occupancy Percentage	107.6%	107.1%

Gross Yield and Net Yield were calculated as follows (in thousands, except Capacity Days and Yield data):

	Three Months Ended March 31,		
	2012	2012 Constant Currency	2011
Passenger ticket revenue	\$ 351,330	\$ 352,114	\$ 337,202
Onboard and other revenue	164,100	164,100	158,308
Total revenue	515,430	516,214	495,510
Less:			
Commissions, transportation and other expense	90,615	90,825	88,845
Onboard and other expense	39,201	39,201	37,870
Net Revenue	\$ 385,614	\$ 386,188	\$ 368,795
Capacity Days	2,398,374	2,398,374	2,343,768
Gross Yield	\$ 214.91	\$ 215.23	\$ 211.42
Net Yield	\$ 160.78	\$ 161.02	\$ 157.35

Gross Cruise Cost, Net Cruise Cost and Net Cruise Cost Excluding Fuel were calculated as follows
(in thousands, except Capacity Days and per Capacity Day data):

	Three Months Ended March 31,		
	2012	2012 Constant Currency	2011
Total cruise operating expense	\$ 352,027	\$ 352,464	\$ 343,470
Marketing, general and administrative expense	71,162	71,309	68,279
Gross Cruise Cost	423,189	423,773	411,749
Less:			
Commissions, transportation and other expense	90,615	90,825	88,845
Onboard and other expense	39,201	39,201	37,870
Net Cruise Cost	293,373	293,747	285,034
Less: Fuel expense	65,526	65,526	58,026
Net Cruise Cost Excluding Fuel	\$ 227,847	\$ 228,221	\$ 227,008
Capacity Days	2,398,374	2,398,374	2,343,768
Gross Cruise Cost per Capacity Day	\$ 176.45	\$ 176.69	\$ 175.68
Net Cruise Cost per Capacity Day	\$ 122.32	\$ 122.48	\$ 121.61
Net Cruise Cost Excluding Fuel per Capacity Day	\$ 95.00	\$ 95.16	\$ 96.86

NCL CORPORATION LTD.
NON-GAAP RECONCILING INFORMATION
(unaudited)

Adjusted EBITDA was calculated as follows (in thousands):

	Three Months Ended	
	March 31,	
	2012	2011
Net income (loss)	\$ 3,284	\$ (7,933)
Interest expense, net	46,170	47,869
Depreciation and amortization expense	45,797	46,257
EBITDA	95,251	86,193
Other income	(3,010)	(2,432)
Other ⁽¹⁾	1,300	1,067
Adjusted EBITDA	<u>\$ 93,541</u>	<u>\$ 84,828</u>

⁽¹⁾ Includes non-cash compensation.