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WEST COAST INDUSTRIAL EXPRESS JOINT SERVICE AGREEMENT

FMC AGREEMENT NO. 011656-002

MODIFICATION NO. 2

2ND 1ST REVISED PAGE NO. 1

1. Full Name of the Agreement. The full name of this Agreement is the West Coast Industrial Express Joint Service Agreement.

2. Full Name of the Agreement. The purpose of this Agreement is to establish a joint service in the Trade (as defined in Article 4) through the activities authorized hereunder.

3. Parties to the Agreement. The following are the respective names and addresses of the principal offices of the parties to this Agreement:

<u>Name</u>	<u>Office Address</u>
Associated Transport Line, L.L.C. ("ATL")	Suite 975 2 Northpoint Drive Houston, TX 77060-3226
Industrial Maritime Carriers, LLC (U.S.A.) Inc. ("IMC")	Suite 3100 One Canal Place 365 Canal Street New Orleans, LA 70130-1112
ATL Investments Ltd. ("ATLI")	Suite 975 2 Northpoint Drive Houston, TX 77060-3226
West Coast Industrial Express, L.L.C. (the "Joint Service")	Suite 975 2 Northpoint Drive Houston, TX 77060-3226

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4. Geographic Scope of the Agreement. The geographic scope of this Agreement is the trade (the "Trade"), via any combination of direct, transshipment or intermodal service, between (a) U.S. Atlantic and Gulf ports and U.S. inland and coastal points via such ports and (b) ports in Panama, Ecuador, Peru and Chile, and inland and coastal points via such ports.

5. Overview of Agreement Authority.

(a) ATLI and IMC are authorized to establish the Joint Service, a joint venture, partnership or other entity jointly owned by ATLI and IMC, as an ocean common carrier in the Trade, and ATL, ATLI and IMC each is authorized to transfer assets to the Joint Service to be used in its operations, to curtail or eliminate any individual service in the Trade, to act as an agent of the Joint Service, and to take any other action decided upon in furtherance of the business and affairs of the Joint Service, including the appointment of persons to manage and operate the business and affairs of the Joint Service. ATLI and IMC shall each own one half of the Joint Service and shall make any

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GULF/SOUTH AMERICA DISCUSSION AGREEMENT
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APPENDIX A

Members

The following are the respective names and addresses of the principal offices of the parties to this Agreement and Sections to which they are members:

<u>Name</u>	<u>Office Address</u>	<u>Section(s)</u>
Associated Transport Line, L.L.C.	Suite 975 2 Northpoint Drive Houston, TX 77060-3226	ECSA, NCSA
Industrial Maritime Carriers, <u>LLC (U.S.A.) Inc.</u>	Suite <u>3100 4300</u> One Canal Place 365 Canal Street New Orleans, LA 70130-1112	WCSA, ECSA, NCSA
Seaboard Marine Ltd.	8050 N.W. 79 Avenue Miami, FL 33166	WCSA, NCSA
West Coast Industrial Express, L.L.C.	Suite 975 2 Northpoint Drive Houston, TX 77060-3226	WCSA