

201107

**TITLE PAGE**

1. **AGREEMENT BY AND BETWEEN COOPER/T. SMITH, STEVEDORING SERVICES OF AMERICA AND CSA EQUIPMENT COMPANY, LLC.**
2. **FEDERAL MARITIME COMMISSION NUMBER.**
3. **THE GENERIC CLASSIFICATION OF THIS AGREEMENT IN CONFORMITY WITH 46 CFR Section 572.104 IS AN AGREEMENT JOINTLY TO OPERATE AS A MARINE TERMINAL OPERATOR.**
4. **NOT APPLICABLE.**
5. **NOT APPLICABLE.**

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**ARTICLE 1 - FULL NAME OF THE AGREEMENT**

**Cooper/T. Smith Stevedoring Company, Inc., Stevedoring  
Services of America, Inc. and CSA Equipment Company, LLC, Joint  
Terminal Services Agreement.**

**ARTICLE 2 – PURPOSE OF AGREEMENT**

The maintenance of a joint venture for the purpose of providing terminal services in the State of Alabama. Cooper/T. Smith Stevedoring Company, Inc., and Stevedoring Services of America, Inc. have formed CSA Equipment Company, LLC as a joint company to operate their terminal business. The two owners will share equally expenses and profits of CSA and will equally control CSA.

**ARTICLE 3 - PARTIES TO THE AGREEMENT**

**Cooper/T. Smith Stevedoring Company, Inc., a Louisiana corporation**

**118 North Royal Street, Suite 1100**

**Mobile, Alabama 36633**

**Stevedoring Services of America, Inc., a Washington corporation**

**1131 SW Klickitat Way**

**Seattle, WA 98134**

**CSA Equipment Company, LLC, an Alabama Corporation**

**118 North Royal Street, Suite 1100**

**Mobile, Alabama 36633**

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**ARTICLE 4 - GEOGRAPHIC SCOPE OF THE AGREEMENT**

**State of Alabama**

**ARTICLE 5 - AGREEMENT AUTHORITY**

**This agreement is between Cooper/T. Smith, Stevedoring Services of America and CSA Equipment Services, LLC, to operate as a joint venture to provide terminal services for ocean carriers and their consignees in the foreign and domestic commerce of the United States at rates set forth in the tariffs of the Alabama State Docks Commission.**

**ARTICLE 6 - OFFICIALS OF AGREEMENT AND DELEGATION OF  
AUTHORITY**

**Mason D. Wilkins, Jr. has been designated as President of CSA Equipment Services, LLC, and is responsible for the daily management of the joint venture. Cooper/T. Smith, Stevedoring Services of America and CSA Equipment Services, LLC, have authorized Mason D. Wilkins, Jr. to file agreements and modifications, and to submit associated supporting materials when and if necessary, and to delegate such authority in writing.**

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**ARTICLE 7 - MEMBERSHIP, WITHDRAWAL, READMISSION AND EXPULSION.**

**None**

**ARTICLE 8 - VOTING**

Decisions are to be made by a simple majority of the member companies of the joint venture.

**ARTICLE 9 - DURATION AND TERMINATION OF THE AGREEMENT**

**This Agreement shall continue until terminated on 90-day notice by any member of the Agreement.**

**IN WITNESS WHEREOF, the Parties hereby have caused this Agreement to be executed by their duly authorized representatives.**

**COOPER/T. SMITH STEVEDORING COMPANY, INC.**

**DATED:** 9/15/00      **BY:** B.H. Greene

**ITS:** VICE PRESIDENT

**STEVEDORING SERVICES OF AMERICA, INC.**

**DATED:** 9/15/00      **BY:** Carl J. Nutt

**ITS:** \_\_\_\_\_

**CSA EQUIPMENT COMPANY, LLC**

**DATED:** 9/15/00      **BY:** Mark D. Williams

**ITS:** PRESIDENT