ARTICLE 1 NAME OF THE AGREEMENT

The name of this agreement shall be the APMT/Maher Cooperative Working Agreement (the “Agreement”).

ARTICLE 2 PURPOSE OF THE AGREEMENT

The purpose of the Agreement is to authorize the parties to form a joint venture limited liability company that will operate an on-dock rail transfer facility.

ARTICLE 3 PARTIES TO THE AGREEMENT

The parties to the Agreement (hereinafter “party” or “parties”) are:

1. APM Terminals Elizabeth, LLC North America Inc. ("APMT")
   5080 McLester Street
   6600-Carnegie Blvd.
   Elizabeth, NJ 07201
   Charlotte, NC 28209

2. Maher Terminals LLC ("Maher")
   1210 Corbin Street
   Four Connell Drive
   Elizabeth, NJ 07201
   Berkeley Heights, NJ 07922

3. Millennium Marine Rail LLC ("Millennium")
   1210 Corbin Street
   Four Connell Drive
   Elizabeth, NJ 07201
   P.O. Box 618
   Berkeley Heights, NJ 07922

ARTICLE 4 GEOGRAPHIC SCOPE OF THE AGREEMENT

This Agreement covers the formation and operation of a limited liability company that will operate an on-dock rail transfer facility in Elizabeth, New Jersey.