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 648 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.