The Cruise Lines International Association Agreement

ARTICLE 3 - PARTIES TO THE AGREEMENT

The parties to this Agreement are:

ADMIRAL CRUISES
1220 Biscayne Boulevard
Miami, FL 33132

ALOHA-PACIFIC CRUISES
510 King Street
Alexandria, VA -- 22314

AMERICAN HAWAII CRUISES
550 Kearny Street
San Francisco, CA 94108

BERMUDA STAR LINE
1086 Teaneck Road
Fifth Floor
Teaneck, NJ 07660

CARNIVAL CRUISE LINES
5225 NW 87th Avenue
Miami, FL 33166

CHANDRIS FANTASY CRUISES
900 Third Avenue
New York, NY 10022

CLIPPER CRUISE LINE
Windsor Building
7711 Bonhomme Avenue
St. Louis, MO 63105-1965

COMMODORE CRUISE LINE, LTD.
1007 North America Way
Miami, FL 33132

COSTA CRUISES
World Trade Center Bldg.
80 SW 8th Street
Miami, FL 33132
CROWN CRUISE LINE
2790 North Federal Highway
P.O. Box 3000
Boca Raton, FL 33431

CRYSTAL CRUISES
2121 Avenue of the Stars
Los Angeles, CA 90067

CUNARD LINE, LTD.
555 Fifth Avenue
New York, NY 10017

CUNARD/NORWEGIAN AMERICAN CRUISES
555 Fifth Avenue
New York, NY 10017

CUNARD SEA GODDESS
555 Fifth Avenue
New York, NY 10017

DELTA QUEEN STEAMBOAT CO.
30 Robin Street Wharf
New Orleans, LA 70130

DOLPHIN CRUISE LINE
1007 North America Way
Miami, FL 33132

DOLPHIN HELLAS CRUISES
32700 Coastside Drive, Suite 107
Rancho Palo Verdes, CA 90274

EPIROTIKI LINES, INC.
551 Fifth Avenue
New York, NY 10017

HOLLAND AMERICA LINE
300 Elliott Avenue West
Seattle, WA 98119

NORWEGIAN CRUISE LINE
95 Merrick Way
Coral Gables, FL 33134
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OCEAN CRUISE LINES, INC.
1510 SE 17th Street
Ft. Lauderdale, FL 33316

OCEANIC CRUISES
 c/o SMI Group, Inc.
188 The Embarcadero, Suite 500
San Francisco, CA 94105

OCEAN QUEST INTERNATIONAL
512 S. Peters Street, #202
New Orleans, LA 70130

PEARL CRUISES OF SCANDINAVIA, INC.
1510 SE 17th Street
Ft. Lauderdale, FL 33316

PREMIER CRUISE LINES
101 George King Boulevard
Pt. Canaveral, FL 32920

PRINCESS CRUISES/(SITMAR CRUISES)
10100 Santa Monica Blvd.
Los Angeles, CA 90067

REGENCY CRUISES
260 Madison Avenue
New York, NY 10016

ROYAL CARIBBEAN CRUISE LINE, INC.
903 South America Way
Miami, FL 33132

ROYAL CRUISE LINE
1 Maritime Plaza
Suite 1400
San Francisco, CA 94111

ROYAL VIKING LINE
95 Merrick Way
Coral Gables, FL 33134

SEABOURN CRUISE LINE
55 Francisco Street
San Francisco, CA 94133
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SEA-VENTURE-CRUISES
5217-NW-79th-Avenue
Miami,-FL--33166

SOCIETY EXPEDITIONS CRUISES
3131 Elliott Avenue
Suite 700
Seattle, WA  98121

SUN LINE CRUISES
1 Rockefeller Plaza
Suite 315
New York, NY  10020

WINDSTAR SAIL CRUISES
300 Elliott Avenue West
Seattle, WA  98119

WORLD EXPLORER CRUISES
555 Montgomery Street
San Francisco, CA  94111
SIGNATURE PAGE

IN WITNESS WHEREOF, the below listed parties, constituting the Member Lines of the Cruise Lines International Association ("CLIA"), have caused this modification to First Revised Page No. 3, First Revised Page No. 4, First Revised Page No. 5 and First Revised Page No. 6 of FMC Agreement No. 10071, to be executed on their behalf by their authorized representative, James G. Godsman, President of CLIA, this 14th day of June, 1989. The modifications state the current membership of CLIA.

Admiral Cruises
Aloha Pacific Cruises
American Hawaii Cruises
Bermuda Star Line
Carnival Cruise Lines
Chandris Fantasy Cruises
Clipper Cruise Line
Commodore Cruise Line, Ltd.
Costa Cruises
Crown Cruise Line
Crystal Cruises
Cunard Line, Ltd.
Cunard/Norwegian American Cruises
Cunard Sea Goddess
Delta Queen Steamboat Co.
Dolphin Cruise Line
Dolphin Hellas Cruises
Epirotiki Lines, Inc.
Holland America Line
Norwegian Cruise Line
Ocean Cruise Lines, Inc.
Oceanic Cruises
Pearl Cruises of Scandinavia, Inc.
Premier Cruise Lines
Princess Cruises/(Sitmar Cruises)
Regency Cruises
Royal Caribbean Cruise Line, Inc.
Royal Cruise Line
Royal Viking Line
Sea Venture Cruises
Seabourn Cruise Line
Society Expeditions Cruises
Sun Line Cruises
Windstar Sail Cruises
World Explorer Cruises

[Signature]

James E. Godsman, President of CLIA and duly authorized representative of the CLIA Member Lines