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WHEREAS, the Council has successfully fulfilled its purposes under the terms of the original agreement as executed November 22, 1973, and the members wish to continue the agreement in force indefinitely;

NOW THEREFORE, the undersigned carrier members, subject to all conditions and terms expressed in this Agreement hereby agree to form the International Council of Containership Operators, and agree as follows:

ARTICLE I - NAME

The name of this organization shall be the International Council of Containership Operators.

The situs of the Council for purposes of communication and correspondence shall be the city in which the carrier member represented by the Council's Chairman is located.

ARTICLE 2 - PURPOSE

The purpose of the Council shall be to provide a forum for the open discussion within the requirements of all applicable laws of macroeconomic trends and industry level developments, in particular the regulatory, legislative, technical, infrastructure and environmental issues and public information initiatives relevant to the carrier members in providing scheduled containership common carrier service in international commerce by those persons with ultimate responsibility for the policies and actions of the respective carrier members.

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ARTICLE 3 - PARTIES

The parties to this Agreement are set forth in Appendix A.

ARTICLE 4 - GEOGRAPHIC SCOPE

The geographic scope of this Agreement shall extend between all United States ports and points and all foreign ports and points, although it is understood that carrier members may conduct activities in trades other than those involving the United States and that activities outside the scope of the Shipping Act of 1984, as amended (the "Act"), are not as a result of the filing or effectiveness of this Agreement brought within the scope of the Act, the exemption from the antitrust laws provided by the Act, or the jurisdiction of the United States Federal Maritime Commission ("Commission").

ARTICLE 5 - AGREEMENT AUTHORITY

_____ The members recognize a need for the exchange of information to facilitate long-range maritime industry planning with respect to a range of industry level or macroeconomic non-commercial factors such as, environmental controls, intermodal regulations, technological developments, fuel and energy requirements, monetary and fiscal policies, port development, government-controlled fleets and governmental programs which affect maritime activities, and intend to exchange such information within the requirements of all applicable laws . If any discussion or exchange of information results in any proposals and/or agreements of collective action, those proposals or agreements shall be subject to the requirements of all applicable laws and to the right of each member carrier to independent action and to necessary approvals or requirements of Governments. Nothing herein shall be construed as obligating any carrier member to provide or exchange information with other carrier members or the Council. Copies of all documents constituting information provided or data exchanged between the parties under authority of this agreement which concerns the foreign commerce of the United States will be promptly furnished to the Commission.

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ARTICLE 6 - OFFICIALS OF THE AGREEMENT

1. The Council shall elect by majority vote a Chairman and a Secretary of the Council who shall serve until such time as a new Chairman and Secretary are elected by the Council.

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2. An Executive Committee consisting of not less than four nor more than twelve representatives may be established to direct the affairs of the Council. The Chairman and Secretary of the Council shall also act as the Chairman and Secretary of the Executive Committee, if established. The Council shall designate the other members of the Committee, if established, by a majority vote, and each member of the Committee so designated shall hold office until a new member is designated to replace him. The Committee, if established, shall schedule and arrange for Council meetings, establish the agenda for all meetings, prepare a budget, if needed, approve and arrange payment of any Council expenses, and undertake such other duties as may be assigned it by the Council.

3. The Chairman shall preside at all meetings of the Council and Committee. If no Executive Committee is established, the Chairman shall undertake the duties that would otherwise be assigned to the Executive Committee, including responsibility for the preparation of the agenda (if any) for Council meetings, for the preparation of a budget, if needed, and for the payment of any expenses incurred by the Council. He shall have the further responsibility of automatically processing applications for membership unless there is a question as to the eligibility of the applicant under the terms of the Agreement, in which case the Chairman shall consult with the Secretary and the Council's legal counsel.

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4. The Secretary shall keep the minutes of Council and, if applicable, Executive Committee meetings and file the same with the Commission. He shall also circulate to all carrier members, minutes of Council and, if applicable, Executive Committee meetings, subsequent to their filing. The Secretary shall also file with the Commission copies of all documents constituting information provided or data

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exchanged between the parties under authority of the Agreement which concern the foreign commerce of the United States. The Secretary is authorized to file amendments or modifications to this Agreement with such government agencies as required and may delegate such authority. The Secretary need not be the representative of a carrier within the meaning of Article 7(2), and if not shall not have a vote in the Council or on the Executive Committee.

5. The parties hereby authorize their counsel, K&L Gates LLP, from time to time as may be necessary, to execute and file on their behalf, amendments to this Agreement, as approved by the carrier members.

ARTICLE 7 - MEMBERSHIP, WITHDRAWAL, READMISSION AND EXPULSION

1. Any operator of containerships providing scheduled common carrier service in international commerce may become a party to this Agreement and a member of the Council by signing a copy of the Agreement which will be provided upon request and an amendment reflecting the membership change will be filed with the Commission.

2. This Council shall be composed of one representative from each carrier member who shall be the chief executive officer, managing director or other person at the highest management level of the carrier member.

3. Any member may withdraw from this Agreement by giving written notification to the Chairman, and an appropriate Agreement amendment will be filed with the Commission.

ARTICLE 8 - VOTING

1. This Agreement may be amended by the affirmative vote of a two-thirds majority of the carrier members.

2. Any Agreement entered into by members of the Council will only bind those members who elect to be parties to such an Agreement.

Deleted: 4. An Executive Committee consisting of not less than four nor more than twelve representatives shall be established to direct the affairs of the Council. The Council shall designate the members of this committee by a majority vote, and the members of the Committee so elected shall hold office throughout the duration of the Agreement. The Committee shall schedule and arrange for Council meetings, establish the agenda for all meetings, approve and arrange payment of any Council expenses. A Chairman and Secretary of the Executive Committee shall be appointed by the vote of a majority of the Committee. The elected officers will also function in their appointed capacities at Council meetings.

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Deleted: 2. Members of the Executive Committee, as specified in Article 6, shall be elected by majority vote.

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ARTICLE 9 - DURATION

This Agreement shall become effective concurrently with its effective date and will continue in full force until terminated by action of the carrier members or the Commission.

ARTICLE 10 - NEUTRAL BODY POLICING

Not Applicable.

ARTICLE 11 - PROHIBITED ACTS

The members of the Council shall not engage in conduct prohibited by 10(c)(1) or 10(c)(3) of the Shipping Act of 1984, as amended.