

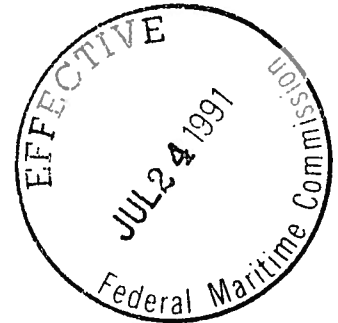
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SIGNATURE PAGE

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IN WITNESS WHEREOF, the below listed parties,
constituting the Member Lines of the Cruise Lines International
Association ("CLIA"), have caused this modification to Fourth
Revised Page No. 3, Third Revised Page No. 4, and Fifth Revised
Pages 5 and 6 of FMC Agreement No. 10071, to be executed on their
behalf by their authorized representative, James G. Godzman,
President of CLIA, this Twenty-Fourth day of June, 1991. The
modifications state the current membership of CLIA.

Admiral Cruises
American Hawaii Cruises
Carnival Cruise Lines
Chandris Cruises
Clipper Cruise Line
Club Med Sales, Inc.
Commodore Cruise Line, Ltd.
Costa Cruises
Crown Cruise Line
Crystal Cruises
Cunard Line, Ltd.
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
Paquet French Cruises
Premier Cruise Lines
Princess Cruises
Regency Cruises
Renaissance Cruises, Inc.
Royal Caribbean Cruise Line, Inc.
Royal Cruise Line
Royal Viking Line



Seabourn Cruise Line
Seawind Cruise Line
Seven Seas Cruise Line, Ltd.
Society Expeditions Cruises
Sun Line Cruises
Windstar Sail Cruises
World Explorer Cruises



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

FMC/signpg
07/23/91

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ARTICLE 3 - PARTIES TO THE AGREEMENT

FEB 11 1991

The parties to this Agreement are:

ADMIRAL CRUISES
1050 Caribbean Way
Miami, FL 33132

AMERICAN HAWAII CRUISES
550 Kearny Street
San Francisco, CA 94108

CARNIVAL CRUISE LINES
3655 NW 87th Avenue
Miami, FL 33178

CHANDRIS CRUISES
900 Third Avenue
New York, NY 10022

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

CLUB MED SALES, INC.
40 West 57th Street
New York, NY 10019

COMMODORE CRUISE LINE, LTD.
800 Douglas Road, Suite 600
Coral Gables, FL 33134

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

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

DIAMOND CRUISE
2875 NE 191st Street, Suite #304
N. Miami Beach, FL 33180

DOLPHIN CRUISE LINE
901 South America Way
Miami, FL 33132-2073

DOLPHIN HELLAS CRUISES
757 Deep Valley Drive
Rolling Hills Estates, 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

OCEAN CRUISE LINES, INC.
1510 SE 17th Street
Ft. Lauderdale, FL 33316

OCEANIC CRUISES
c/o Tourism Marketing Specialists
5757 W. Century Boulevard, Suite 390
Los Angeles, CA 90045

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

PAQUET FRENCH CRUISES
1510 SE 17th Street
Ft. Lauderdale, FL 33316

PREMIER CRUISE LINES
400 Challenger Road
Cape Canaveral, FL 32920

PRINCESS CRUISES
10100 Santa Monica Blvd.
Los Angeles, CA 90067

REGENCY CRUISES
260 Madison Avenue
New York, NY 10016

RENAISSANCE CRUISES, INC.
1800 Eller Drive, Suite 300
Ft. Lauderdale, FL 33335-0307

ROYAL CARIBBEAN CRUISE LINE, INC.
1050 Caribbean 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

SEAWIND CRUISE LINE
75 Valencia Avenue, Suite 906
Coral Gables, FL 33134

SEVEN SEAS CRUISE LINE, LTD.
Hibiya Central Building, 14th Floor
2-9 Nishi-Shinbashi 1-chome
Minato-Ku, Tokyo 105, Japan

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

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

WINDSTAR CRUISES
300 Elliott Avenue West
Seattle, WA 98119

WORLD EXPLORER CRUISES
555 Montgomery Street
San Francisco, CA 94111