ARTICLE 3. PARTIES TO THE AGREEMENT

The Members of the Association are:

BERNUTH LINES, LTD.
3201 N.W. 24th Street Road
Miami, Florida 33142
Nationality: Grand Cayman Island

CROWLEY AMERICAN TRANSPORT, INC
9487 Regency Square Blvd.
P.O. Box 2110
Jacksonville, FL 32203-2110
Nationality: Delaware

CARIBBEAN GENERAL MARITIME LTD.
(CAGEMA)
Dr. Monrose Bldg, Brazil Street, Box 288
Castries, St. Lucia
Nationality: St. Lucia

CGM INTERLINE CONNECTION, NV
BP 680 Rue General de Gaulle
Marigot, St. Martin, 97150
French West Indies
Nationality: Puerto Rico

KENT LINE INTERNATIONAL LIMITED
P.O. Box 66, 300 Union Street
Saint John, New Brunswick
Canada, E2L 3X1
Nationality: Canada

KING OCEAN SERVICES, S.A.
7570 Northwest 14th Street
Miami, Florida 33126
Nationality: Panama

A.P. MOLLER/MAERSK LINE
Esplanaden 50
DK-1096 Copenhagen K
Denmark
Nationality: Denmark

NPR, INC. d/b/a NAVIERAS
212 Fernwood Avenue
Edison, NJ 08837
Nationality: Delaware

SEABOARD MARINE, LTD.
8050 NW 79 Avenue
Miami, Florida 33166
Nationality: Liberia

SEAFREIGHT LINE, LTD.
2800 NW 105 Avenue
Miami, Florida 33172
Nationality: Florida

TECMARINE LINES, INC.
9900 N.W. 25th Street
Miami, Florida 33172
Nationality: Florida

TROPICAL SHIPPING & CONSTRUCTION CO., LTD.
821 Avenue “E”
Riviera Beach, Florida 33404
Nationality: Bahamas
ARTICLE 3. PARTIES TO THE AGREEMENT

The Members of the Association (members) are:

BERNUTH LINES, LTD.
3201 N.W. 24th Street Road
Miami, Florida 33142
Nationality: Grand Cayman Island

CROWLEY AMERICAN TRANSPORT, INC
9487 Regency Square Blvd.
P.O. Box 2110
Jacksonville, FL 32203-2110
Nationality: Delaware

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Miami, Florida 33126
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Miami, Florida 33172
Nationality: Florida

TROPICAL SHIPPING &
CONSTRUCTION CO., LTD.
821 Avenue “E”
Riviera Beach, Florida 33404
Nationality: Bahamas
ARTICLE 8. VOTING PROCEDURES

Decisions reached by the Committee shall be by mutual agreement of all members entitled to vote, it being fully understood that no member is required to adhere, other than voluntarily, to any decision reached. A member of a voting Section as defined herein not providing an active service within a Trade in that Section, will not be entitled to vote on any matter relating to that Trade during the period of the member's non-service. Any discussions between or among any two or more members of a voting Section in which they are entitled to vote, in which agreements are reached, shall be by mutual agreement of those members participating, it being fully understood that no member is required to adhere, other than voluntarily, to any decision reached.

The Association membership is:

Section 1 (Leeward/Windward Islands & Trinidad to/from Continental United States)

Bernuth Lines, Ltd. A.P. Moller/Maersk Line
Caribbean General Maritime Ltd. (CAGEMA) NPR, Inc. d/b/a Navieras
Crowley American Transport, Inc. Seaboard Marine, Ltd.
CGM Interline Connection, NV Seafreight Line, Ltd.
Kent Line International Limited Tecmarine Lines, Inc.
King Ocean Services, S.A. Tropical Shipping & Construction Co., Ltd.

Section 2 (Leeward/Windward Islands & Trinidad to/from Puerto Rico)

Caribbean General Maritime Ltd. (CAGEMA) NPR, Inc. d/b/a Navieras
CGM Interline Connection, NV Tecmarine Lines, Inc.
Kent Line International Limited Tropical Shipping & Construction Co., Ltd.

Section 3 (Guyana and Suriname to/from Continental United States)

Bernuth Lines, Ltd. A.P. Moller/Maersk Line
Caribbean General Maritime Ltd. (CAGEMA) Seaboard Marine, Ltd.
Kent Line International Limited Seafreight Line, Ltd.
King Ocean Services, S.A. Tecmarine Lines, Inc.
A.P. Moller/Maersk Line

Section 4 (Haiti to/from Continental U.S.)
Section 5 (Jamaica to/from Continental U.S.)
ARTICLE 8. VOTING PROCEDURES

Decisions reached under Article 8 shall be by mutual agreement of all members entitled to vote, it being fully understood that no member is required to adhere, other than voluntary, to any decision reached. A member of a voting Section as defined herein not providing an active service within a Trade in that Section, will not be entitled to vote on any matter relating to that Trade during the period of the member's non-service. Any discussions between or among any two or more members of a voting Section in which they are entitled to vote, in which agreements are reached, shall be by mutual agreement of those members participating, it being fully understood that no member is required to adhere, other than voluntary, to any decision reached.

The Association membership is:

Section 1 (Leeward/Windward Islands & Trinidad to/from Continental United States)

Bernuth Lines, Ltd.
Caribbean General Maritime Ltd. d/b/a (CAGEMA)
Crowley American Transport, Inc.
CGM Interline Connection, NV
Kent Line International Limited
King Ocean Services, S.A.
A P. Moller/Maersk Line
NPR, Inc. d/b/a Navieras
Seaboard Marine, Ltd.
SeaFreight Line, Ltd.
Tecmarine Lines, Inc.
Tropical Shipping & Construction Co., Ltd.

Section 2 (Leeward/Windward Islands & Trinidad to/from Puerto Rico)

Caribbean General Maritime Ltd. d/b/a (CAGEMA)
Crowley American Transport, Inc.
CGM Interline Connection, NV
Kent Line International Limited
NPR, Inc. d/b/a Navieras
Tecmarine Lines, Inc.
Tropical Shipping & Construction Co., Ltd.

Section 3 (Guyana and Suriname to/from Continental United States)

Bernuth Lines, Ltd.
Caribbean General Maritime Ltd. d/b/a (CAGEMA)
Kent Line International Limited
King Ocean Services, S.A.
A P. Moller/Maersk Line
SeaFreight Line, Ltd.
Tecmarine Lines, Inc.

Section 4 (Haiti to/from Continental U.S.)

Section 5 (Jamaica to/from Continental U.S.)
IN WITNESS WHEREOF, the Members have executed these revisions to Article 3, Article 4, and Article 8 as of this 8 Day of April 1999.

BERNUTH LINES, LTD.
By: Philip F. Busby, Executive Director

CROWLEY AMERICAN TRANSPORT, INC.
By: Philip F. Busby, Executive Director

CARIBBEAN GENERAL MARITIME LTD.
By: Philip F. Busby, Executive Director

d/b/a CAGEMA

INTERLINE CONNECTION, NV
By: Philip F. Busby, Executive Director

KENT LINE INTERNATIONAL LIMITED
By: Philip F. Busby, Executive Director

KING OCEAN SERVICES, S.A.
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SEAFREIGHT LINE, LTD.
By: Philip F. Busby, Executive Director

TECMARINE LINES, INC.
By: Philip F. Busby, Executive Director

TROPICAL SHIPPING & CONSTRUCTION CO., LTD.
By: Philip F. Busby, Executive Director

vlm.4.7.99
CARIBBEAN SHIPOWNERS ASSOCIATION
FMC Agreement No. 202-010979

In witness whereof, the member has caused this agreement to be executed below
by its duly authorized representative this 7th day of April, 1999.

A.P. MOLLER/MAERSK LINE
Nationality (State or Country of Incorporation): DENMARK

[Signature]

Please Print Name: Kim Gadegaard Title: Vice President

CARIBBEAN SHIPOWNERS ASSOCIATION

[Signature]

Philip F. Busby, Executive Director