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ARTICLE 1: FULL NAME OF THE AGREEMENT

The full name of the Agreement is the Venezuelan Discussion Agreement (the "Agreement").

ARTICLE 2: PURPOSE OF THE AGREEMENT

The purpose of the Agreement is the authorization of discussion, consultation, agreement and development of consensus in order to foster commerce, service and stability in the Trade while maintaining the parties' freedom of competitive action.

ARTICLE 3: PARTIES TO THE AGREEMENT

Nordana Line
c/o Weco Agencies (Texas) Inc.
12777 Jones Road
Suite 300
Houston, TX 77070

A.P. MOLLER MAERSK-SEALAND
Esplanaden 50
DK 1098 Copenhagen
Denmark

FMC Agreement No.: 011383-033 Effective Date: Thursday, November 9, 2000
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HAMBURG-SÜDAMERIKANISCHE
DAMPFSCHIFFAHRTSGESELLSCHAFT KG
d/b/a Crowley American Transport
Ost-West-Strasse 59
2000 Hamburg 11 Germany

AMERICAN PRESIDENT LINES, LTD.
1111 Broadway, 6th Floor
Oakland, California 94607

SEABOARD MARINE LTD.
8050 N.W. 79th Avenue
Miami, Florida 33166

KING OCEAN SERVICES, S.A.
7570 N.W. 14th Street
Miami, Florida 33126

SeaFreight Line
c/o Seafreight Agencies, Inc.
2800 N.W. 105th Avenue
Miami, Florida 33122

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ARTICLE 4: GEOGRAPHIC SCOPE OF THE AGREEMENT

The geographic scope of this Agreement shall include the trade between United States (including Puerto Rico) ports, and inland and coastal points via such ports, and ports in Venezuela, and inland and coastal points via such ports (the "Trade").

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VENEZUELAN DISCUSSION AGREEMENT
FMC Agreement No. 203-011383-033
(2d Edition)

SIGNATURE PAGE

IN WITNESS WHEREOF, the parties to Agreement No. 202-011383 hereby agree this 9th day of November, 2000 to amend the Agreement as per the attached pages and to file same with the U.S. Federal Maritime Commission.

NORDANA LINE

By: _____
Name: Wayne R. Rohde
Title: Attorney-in-Fact

A.P. MOLLER MAERSK-SEALAND

By: _____
Name: Wayne R. Rohde
Title: Attorney-in-Fact

LYKES LINES LIMITED, LLC

By: _____
Name: Wayne R. Rohde
Title: Attorney-in-Fact

AMERICAN PRESIDENT LINES, LTD.

By: _____
Name: Wayne R. Rohde
Title: Attorney-in-Fact

HAMBURG-SŰDAMERIKANISCHE DAMPFSCHIFFFAHRTSGESELLSCHAFT KG d/b/a Columbus Line and d/b/a Crowley American Transport

By: _____
Name: Wayne R. Rohde
Title: Attorney-in-Fact

SEAFREIGHT LINE

By: _____
Name: Wayne R. Rohde
Title: Attorney-in-Fact

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VENEZUELAN DISCUSSION AGREEMENT
FMC Agreement No. 203-011383-033
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SIGNATURE PAGE (continued)

SEABOARD MARINE LTD.

By: _____
Name: Wayne R. Rohde
Title: Attorney-in-Fact

KING OCEAN SERVICES, S.A.

By: _____
Name: Wayne R. Rohde
Title: Attorney-in-Fact

CROWLEY LINER SERVICES, INC.

By: _____
Name: Wayne R. Rohde
Title: Attorney-in-Fact

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