



Amendment No. 3 to

NVOCC Service Arrangement UWLD24037

THIS Amendment No.3 dated the 15th day of August 2024 (this "Amendment") is by and between THE FASHION ACCESSORIES SHIPPERS ASSOCIATION, INC. d/b/a GEMINI SHIPPERS ASSOCIATION ("ASSOCIATION"), and UWL, Inc. ("UWL") (Shipper and UWL are each a "Party", and together the "Parties").

WHEREAS:-

- A. The Parties have entered an NVOCC Service Arrangement, UWLD24037 dated July 10, 2024 ("NSA")
- B. The Parties have agreed to amend the wording of the NSA on the terms set out in this Amendment.

NOW, THEREFORE, IT IS HEREBY AGREED AS FOLLOWS:


1. Appendix A of the NSA shall be deleted, and replaced with the following:

Commodity: Freight All Kinds (Non-Hazardous)									
Origin	POD	Destination	Mode	40HC Base	40HC BAF	40HC Total	PSS Effective 7/1/24 through 8/31/24	Effective	Expiry
Ho Chi Minh, VN (CY) and Haiphong, VN (CY)	Seattle, WA (CY)		CY/CY	\$ 1,500	\$ 700	\$ 2,200	\$ -	6/3/2024	6/30/2024
Ho Chi Minh, VN (CY) and Haiphong, VN (CY)	Seattle, WA (CY)	Chicago, IL (CY)	CY/CY	\$ 3,600	\$ 700	\$ 4,300	\$ -	6/3/2024	6/30/2024
Ho Chi Minh, VN (CY) and Haiphong, VN (CY)	Seattle, WA (CY)	Columbus, OH (CY)	CY/CY	\$ 4,250	\$ 700	\$ 4,950	\$ -	6/3/2024	6/30/2024
Ho Chi Minh, VN (CY) and Haiphong, VN (CY)	Seattle, WA (CY)	Kansas City, MO (CY)	CY/CY	\$ 3,900	\$ 700	\$ 4,600	\$ -	6/3/2024	6/30/2024
Ho Chi Minh, VN (CY) and Haiphong, VN (CY)	Seattle, WA (CY)	Memphis, TN (CY)	CY/CY	\$ 3,700	\$ 700	\$ 4,400	\$ -	6/3/2024	6/30/2024
Ho Chi Minh, VN (CY) and Haiphong, VN (CY)	Seattle, WA (CY)	St Paul, MN (CY)	CY/CY	\$ 3,900	\$ 700	\$ 4,600	\$ -	6/3/2024	6/30/2024
Ho Chi Minh, VN (CY) and Haiphong, VN (CY)	Seattle, WA (CY)	Vancouver, BC (CY)	CY/CY	\$ 2,300	\$ 700	\$ 3,000	\$ -	6/3/2024	6/30/2024
Ho Chi Minh, VN (CY) and Haiphong, VN (CY)	Seattle, WA (CY)		CY/CY	\$ 1,500	\$ 700	\$ 2,200	\$ 300	7/1/2024	8/31/2024
Ho Chi Minh, VN (CY) and Haiphong, VN (CY)	Seattle, WA (CY)	Chicago, IL (CY)	CY/CY	\$ 3,600	\$ 700	\$ 4,300	\$ 300	7/1/2024	8/31/2024
Ho Chi Minh, VN (CY) and Haiphong, VN (CY)	Seattle, WA (CY)	Columbus, OH (CY)	CY/CY	\$ 4,250	\$ 700	\$ 4,950	\$ 300	7/1/2024	8/31/2024
Ho Chi Minh, VN (CY) and Haiphong, VN (CY)	Seattle, WA (CY)	Kansas City, MO (CY)	CY/CY	\$ 3,900	\$ 700	\$ 4,600	\$ 300	7/1/2024	8/31/2024
Ho Chi Minh, VN (CY) and Haiphong, VN (CY)	Seattle, WA (CY)	Memphis, TN (CY)	CY/CY	\$ 3,700	\$ 700	\$ 4,400	\$ 300	7/1/2024	8/31/2024
Ho Chi Minh, VN (CY) and Haiphong, VN (CY)	Seattle, WA (CY)	St Paul, MN (CY)	CY/CY	\$ 3,900	\$ 700	\$ 4,600	\$ 300	7/1/2024	8/31/2024
Ho Chi Minh, VN (CY) and Haiphong, VN (CY)	Seattle, WA (CY)	Vancouver, BC (CY)	CY/CY	\$ 2,300	\$ 700	\$ 3,000	\$ 300	7/1/2024	8/31/2024
Ho Chi Minh, VN (CY) and Haiphong, VN (CY)	Seattle, WA (CY)	Chicago, IL (CY)	CY/CY	\$ 3,600	\$ 700	\$ 4,300	\$ 300	9/1/2024	9/30/2024
Ho Chi Minh, VN (CY) and Haiphong, VN (CY)	Seattle, WA (CY)	Columbus, OH (CY)	CY/CY	\$ 4,250	\$ 700	\$ 4,950	\$ 300	9/1/2024	9/30/2024
Ho Chi Minh, VN (CY) and Haiphong, VN (CY)	Seattle, WA (CY)	Kansas City, MO (CY)	CY/CY	\$ 3,900	\$ 700	\$ 4,600	\$ 300	9/1/2024	9/30/2024
Ho Chi Minh, VN (CY) and Haiphong, VN (CY)	Seattle, WA (CY)	Memphis, TN (CY)	CY/CY	\$ 3,700	\$ 700	\$ 4,400	\$ 300	9/1/2024	9/30/2024
Ho Chi Minh, VN (CY) and Haiphong, VN (CY)	Seattle, WA (CY)	St Paul, MN (CY)	CY/CY	\$ 3,900	\$ 700	\$ 4,600	\$ 300	9/1/2024	9/30/2024
Ho Chi Minh, VN (CY) and Haiphong, VN (CY)	Seattle, WA (CY)	Vancouver, BC (CY)	CY/CY	\$ 2,300	\$ 700	\$ 3,000	\$ 300	9/1/2024	9/30/2024
Ho Chi Minh, VN (CY) and Haiphong, VN (CY)	Seattle, WA (CY)		CY/CY	\$ 1,500	TBD	TBD	TBD	10/1/2024	12/31/2024
Ho Chi Minh, VN (CY) and Haiphong, VN (CY)	Seattle, WA (CY)	Chicago, IL (CY)	CY/CY	\$ 3,600	TBD	TBD	TBD	10/1/2024	12/31/2024
Ho Chi Minh, VN (CY) and Haiphong, VN (CY)	Seattle, WA (CY)	Columbus, OH (CY)	CY/CY	\$ 4,250	TBD	TBD	TBD	10/1/2024	12/31/2024
Ho Chi Minh, VN (CY) and Haiphong, VN (CY)	Seattle, WA (CY)	Kansas City, MO (CY)	CY/CY	\$ 3,900	TBD	TBD	TBD	10/1/2024	12/31/2024
Ho Chi Minh, VN (CY) and Haiphong, VN (CY)	Seattle, WA (CY)	Memphis, TN (CY)	CY/CY	\$ 3,700	TBD	TBD	TBD	10/1/2024	12/31/2024
Ho Chi Minh, VN (CY) and Haiphong, VN (CY)	Seattle, WA (CY)	St Paul, MN (CY)	CY/CY	\$ 3,900	TBD	TBD	TBD	10/1/2024	12/31/2024
Ho Chi Minh, VN (CY) and Haiphong, VN (CY)	Seattle, WA (CY)	Vancouver, BC (CY)	CY/CY	\$ 2,300	TBD	TBD	TBD	10/1/2024	12/31/2024
Commodity: Freight All Kinds (Non-Hazardous)									
Origin	POD	Destination	Mode	40HC Base	40HC BAF	40HC Total	PSS Effective 7/1/24 through 8/31/24	Effective	Expiry
Ho Chi Minh, VN (CY) and Haiphong, VN (CY)	Seattle, WA (CY)		CY/CY	\$ 1,500	TBD	TBD	TBD	1/1/2025	3/31/2025
Ho Chi Minh, VN (CY) and Haiphong, VN (CY)	Seattle, WA (CY)	Chicago, IL (CY)	CY/CY	\$ 3,600	TBD	TBD	TBD	1/1/2025	3/31/2025
Ho Chi Minh, VN (CY) and Haiphong, VN (CY)	Seattle, WA (CY)	Columbus, OH (CY)	CY/CY	\$ 4,250	TBD	TBD	TBD	1/1/2025	3/31/2025
Ho Chi Minh, VN (CY) and Haiphong, VN (CY)	Seattle, WA (CY)	Kansas City, MO (CY)	CY/CY	\$ 3,900	TBD	TBD	TBD	1/1/2025	3/31/2025
Ho Chi Minh, VN (CY) and Haiphong, VN (CY)	Seattle, WA (CY)	Memphis, TN (CY)	CY/CY	\$ 3,700	TBD	TBD	TBD	1/1/2025	3/31/2025
Ho Chi Minh, VN (CY) and Haiphong, VN (CY)	Seattle, WA (CY)	St Paul, MN (CY)	CY/CY	\$ 3,900	TBD	TBD	TBD	1/1/2025	3/31/2025
Ho Chi Minh, VN (CY) and Haiphong, VN (CY)	Seattle, WA (CY)	Vancouver, BC (CY)	CY/CY	\$ 2,300	TBD	TBD	TBD	1/1/2025	3/31/2025
Ho Chi Minh, VN (CY) and Haiphong, VN (CY)	Seattle, WA (CY)		CY/CY	\$ 1,500	TBD	TBD	TBD	4/1/2025	5/31/2025
Ho Chi Minh, VN (CY) and Haiphong, VN (CY)	Seattle, WA (CY)	Chicago, IL (CY)	CY/CY	\$ 3,600	TBD	TBD	TBD	4/1/2025	5/31/2025
Ho Chi Minh, VN (CY) and Haiphong, VN (CY)	Seattle, WA (CY)	Columbus, OH (CY)	CY/CY	\$ 4,250	TBD	TBD	TBD	4/1/2025	5/31/2025
Ho Chi Minh, VN (CY) and Haiphong, VN (CY)	Seattle, WA (CY)	Kansas City, MO (CY)	CY/CY	\$ 3,900	TBD	TBD	TBD	4/1/2025	5/31/2025
Ho Chi Minh, VN (CY) and Haiphong, VN (CY)	Seattle, WA (CY)	Memphis, TN (CY)	CY/CY	\$ 3,700	TBD	TBD	TBD	4/1/2025	5/31/2025
Ho Chi Minh, VN (CY) and Haiphong, VN (CY)	Seattle, WA (CY)	St Paul, MN (CY)	CY/CY	\$ 3,900	TBD	TBD	TBD	4/1/2025	5/31/2025
Ho Chi Minh, VN (CY) and Haiphong, VN (CY)	Seattle, WA (CY)	Vancouver, BC (CY)	CY/CY	\$ 2,300	TBD	TBD	TBD	4/1/2025	5/31/2025

Commodity: Freight All Kinds (Non-Hazardous)										
NAC: Flexsteel										
Origin	POD	Destination	Mode	40HC Base	40HC BAF	40HC Total	PSS Effective 7/1/24 through 8/31/24	Effective	Expiry	
Ho Chi Minh, VN (CY) and Haiphong, VN (CY)	Seattle, WA (CY)		CY/CY	\$ 2,300	\$ 700	\$ 3,000	\$ 300	7/10/2024	8/31/2024	
Ho Chi Minh, VN (CY) and Haiphong, VN (CY)	Seattle, WA (CY)	Kansas City, MO (CY)	CY/CY	\$ 5,539	\$ 700	\$ 6,239	\$ 300	7/10/2024	8/31/2024	
Ho Chi Minh, VN (CY) and Haiphong, VN (CY)	Seattle, WA (CY)		CY/CY	\$ 2,300	\$ 700	\$ 3,000	\$ 300	9/1/2024	9/30/2024	
Ho Chi Minh, VN (CY) and Haiphong, VN (CY)	Seattle, WA (CY)	Kansas City, MO (CY)	CY/CY	\$ 5,539	\$ 700	\$ 6,239	\$ 300	9/1/2024	9/30/2024	
Ho Chi Minh, VN (CY) and Haiphong, VN (CY)	Seattle, WA (CY)		CY/CY	\$ 2,300	TBD	TBD	TBD	10/1/2024	12/31/2024	
Ho Chi Minh, VN (CY) and Haiphong, VN (CY)	Seattle, WA (CY)	Kansas City, MO (CY)	CY/CY	\$ 5,539	TBD	TBD	TBD	10/1/2024	12/31/2024	
Ho Chi Minh, VN (CY) and Haiphong, VN (CY)	Seattle, WA (CY)		CY/CY	\$ 2,300	TBD	TBD	TBD	1/1/2025	3/31/2025	
Ho Chi Minh, VN (CY) and Haiphong, VN (CY)	Seattle, WA (CY)	Kansas City, MO (CY)	CY/CY	\$ 5,539	TBD	TBD	TBD	1/1/2025	3/31/2025	
Ho Chi Minh, VN (CY) and Haiphong, VN (CY)	Seattle, WA (CY)		CY/CY	\$ 2,300	TBD	TBD	TBD	4/1/2025	4/30/2025	
Ho Chi Minh, VN (CY) and Haiphong, VN (CY)	Seattle, WA (CY)	Kansas City, MO (CY)	CY/CY	\$ 5,539	TBD	TBD	TBD	4/1/2025	4/30/2025	
Origin Arbitrarities										
Arbitrary Port	Via Port			40HC Rate						
Da Nang, VN (CY)	Ho Chi Minh, VN (CY)			\$ 800						
Jakarta, ID (CY)	Ho Chi Minh, VN (CY)			\$ 1,160						
Laem Chabang, TH (CY)	Ho Chi Minh, VN (CY)			\$ 1,015						
Phnom Penh, KH (CY)	Ho Chi Minh, VN (CY)			\$ 481						
Port Kelang, MY (CY)	Ho Chi Minh, VN (CY)			\$ 1,060						
Sihanoukville, KH (CY)	Ho Chi Minh, VN (CY)			\$ 1,205						
Notes:										
The above rate levels are subject to:										
1. Quarterly Floating Bunker Adjustment Factor (BAF), as per UWL's governing tariff										
2. Government regulation origin Origin Terminal Handling Charge (OTHC)										
3. Destination detention shall apply at 14 calendar days.										
The above rate levels are NOT subject to:										
Destination Terminal Security Charge to USA or Canada										
Emergency Revenue Charge										
Emergency Surcharge										
Equipment Maintenance FEE										
Forwarding Agent Commission										
Forwarding Agent Commission NON Manifested										
Manual Ship Instructions										
Panama Canal Charge to USA or Canada										
Peak Season Surcharge (PSS)										
Port Charges Origin - Shanghai Port Surcharge										
Reefer Premium ON THC Destination & Origin										
TPEB Security Manifest Documentation Charge to USA or Canada										
Suez Canal Charge to USA or Canada										
Terminal Security Charge Origin and Destination										
Terminal Handling Charge Destination										
Value added surcharge Origin										
Weighing Charges Destination										
Wharfage Destination										
General Rate Increase (GRI) for the entire contracted period										
The rates and charges set forth in this Contract shall be subject to any changes of general applicability to any accessorial charge (i.e., surcharges, origin receiving charges, terminal handling charges, bunker, currency adjustment, etc.) or general rate increases in UWL's governing tariffs at any time during the term of this Contract.										
All local charges at origin (to include but not limited to Origin THC, Telex Release Fee, Documentation Fee, etc.) as well as destination charges (to include but not limited to US Customs entry fees, Importer Security Filing (ISF) fees, drayage coordination, cargo insurance and others), whether performed by UWL or another party nominated by the Shipper, are not governed by this agreement										
ELECTRONIC SIGNATURE										
The Parties are authorized to sign this agreement and any subsequent amendments via electronic mail format (e-mail). In the event the Parties hereto agree to sign this agreement or enter into any amendment of this agreement via email, the Parties hereto agree that this agreement or any such amendment or modification can be signed by use of an electronic signature and once signed electronically the agreement shall be fully binding on the Parties. For purposes of this agreement the term "electronic signature" means an e-mail approval attached to, or logically associated with, this Agreement and the Merchant hereby designates the following individuals with authority to electronically sign the agreement or any amendments or modifications hereto:										
E-mail Address:				ablocker@geminishippers.com						

2. Save as expressly amended by this Amendment, the terms of the NSA shall continue in full force and effect.

IN WITNESS WHEREOF, the Parties have executed this Addendum through their responsible representatives duly authorized as of the dates hereinafter written.

COMPANY NAME:	UWL, INC. 1340 DEPOT STREET SUITE 300 ROCKY RIVER, OH 44116 USA
DATE:	DATE: 8/15/2024
SIGNATURE: _____	SIGNATURE: 
OFFICER NAME: _____	OFFICER NAME: Julie Adams
TITLE : _____	TITLE: Director of Contract Management