



**Amendment No. 5 to**

**NVOCC Service Arrangement UWLD24037**

THIS Amendment No.5 dated the 1st day of October 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)		CY/CY	\$ 1,500	\$ 700	\$ 2,200	\$ 300	9/1/2024	9/30/2024
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	10/1/2024	12/31/2024
Ho Chi Minh, VN (CY) and Haiphong, VN (CY)	Seattle, WA (CY)		CY/CY	\$ 1,500	\$ 700	\$ 2,200	TBD	11/1/2024	12/31/2024
Ho Chi Minh, VN (CY) and Haiphong, VN (CY)	Seattle, WA (CY)	Chicago, IL (CY)	CY/CY	\$ 3,600	\$ 700	\$ 4,300	TBD	11/1/2024	12/31/2024
Ho Chi Minh, VN (CY) and Haiphong, VN (CY)	Seattle, WA (CY)	Columbus, OH (CY)	CY/CY	\$ 4,250	\$ 700	\$ 4,950	TBD	11/1/2024	12/31/2024
Ho Chi Minh, VN (CY) and Haiphong, VN (CY)	Seattle, WA (CY)	Kansas City, MO (CY)	CY/CY	\$ 3,900	\$ 700	\$ 4,600	TBD	11/1/2024	12/31/2024
Ho Chi Minh, VN (CY) and Haiphong, VN (CY)	Seattle, WA (CY)	Memphis, TN (CY)	CY/CY	\$ 3,700	\$ 700	\$ 4,400	TBD	11/1/2024	12/31/2024
Ho Chi Minh, VN (CY) and Haiphong, VN (CY)	Seattle, WA (CY)	St Paul, MN (CY)	CY/CY	\$ 3,900	\$ 700	\$ 4,600	TBD	11/1/2024	12/31/2024
Ho Chi Minh, VN (CY) and Haiphong, VN (CY)	Seattle, WA (CY)	Vancouver, BC (CY)	CY/CY	\$ 2,300	\$ 700	\$ 3,000	TBD	11/1/2024	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	\$ 700	\$ 3,000	\$ 300	10/1/2024	10/31/2024
Ho Chi Minh, VN (CY) and Haiphong, VN (CY)	Seattle, WA (CY)	Kansas City, MO (CY)	CY/CY	\$ 5,539	\$ 700	\$ 6,239	\$ 300	10/1/2024	10/31/2024
Ho Chi Minh, VN (CY) and Haiphong, VN (CY)	Seattle, WA (CY)		CY/CY	\$ 2,300	TBD	TBD	TBD	11/1/2024	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	11/1/2024	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 Arbitraries		
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
<b>Notes:</b>		
<b>The above rate levels are subject to:</b>		
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.		
<b>The above rate levels are NOT subject to:</b>		
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		
<b>ELECTRONIC SIGNATURE</b>		
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:		
<b>E-mail Address:</b>	<a href="mailto:ablocker@geminishippers.com">ablocker@geminishippers.com</a>	

**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: 9/20/2024
SIGNATURE: _____	SIGNATURE: 
OFFICER NAME: _____	OFFICER NAME: Julie Adams
TITLE : _____	TITLE: Director of Contract Management