

1269927

OMB APPROVAL	
OMB Number:.....	3235-0076
Expires:.....	April 30, 2008
Estimated average burden hours per response.....	16.00

FORM D

NOTICE OF SALE OF SECURITIES

PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	



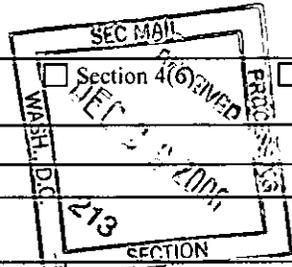
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Name of Offering: (check if this is an amendment and name has changed, and indicate change.)

U.S. Lines Holdings Limited Convertible Notes

Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506

Type of Filing: New Filing Amendment



ULOE

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer.

Name of Issuer: (check if this is an amendment and name has changed, and indicate change.)

U.S. Lines Holdings Limited

Address of Executive Offices (Number and Street, City, State, Zip Code)
M Q Services Ltd., Chancery Hall, 52 Reid Street, Hamilton HM 12, Bermuda, Attn: Ian Stone

Telephone Number (Including Area Code)
(441) 294-4684

Address of Principal Business Operations (Number and Street, City, State, Zip Code)
(if different from Executive Offices)

Telephone Number (Including Area Code)
Same as above.

Same as above.

Brief Description of Business
Container shipping and logistics.

Type of Business Organization:

- corporation
- limited partnership, to be formed
- business trust
- limited partnership, to be formed
- other (please specify): Bermuda exempted company

Actual or Estimated Date of Incorporation or Organization: Month 10 Year 03 Actual Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postage Service abbreviation for State: FN
CN for Canada; FN for other foreign jurisdiction)

GENERAL INSTRUCTIONS

Federal:
Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION
Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

J. William Charrier

Business or Residence Address (Number and Street, City, State, Zip Code)

11601 Spring Ridge Road, Potomac, MD, 20854

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Kevin W. T. Kroft

Business or Residence Address (Number and Street, City, State, Zip Code)

2008 Donna Drive, Laguna Beach, CA, 92651

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

David W. Niemiec

Business or Residence Address (Number and Street, City, State, Zip Code)

Saratoga Partners, 535 Madison Avenue, 4th Floor, New York, NY, 10022

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Michael J. Beard

Business or Residence Address (Number and Street, City, State, Zip Code)

500 Mountain Road, Laguna Beach, CA, 92651

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Rick L. Stratford

Business or Residence Address (Number and Street, City, State, Zip Code)

299 South Main Street, Suite 2250, Salt Lake City, UT, 84111

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Edward W. Aldridge

Business or Residence Address (Number and Street, City, State, Zip Code)

3621 South Harbor Boulevard, Suite 225, Santa Ana, CA, 92704

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Peterson Capital II, LLC

Business or Residence Address (Number and Street, City, State, Zip Code)

2825 East Cottonwood Parkway, Suite 400, Salt Lake City, UT, 84121

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?..... Yes No
Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual? \$5,000
3. Does the offering permit joint ownership of a single unit?..... Yes No
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

N/A

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

- | | | | | | | | | | | | | |
|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|
| <input type="checkbox"/> AL | <input type="checkbox"/> AK | <input type="checkbox"/> AZ | <input type="checkbox"/> AR | <input type="checkbox"/> CA | <input type="checkbox"/> CO | <input type="checkbox"/> CT | <input type="checkbox"/> DE | <input type="checkbox"/> DC | <input type="checkbox"/> FL | <input type="checkbox"/> GA | <input type="checkbox"/> HI | <input type="checkbox"/> ID |
| <input type="checkbox"/> IL | <input type="checkbox"/> IN | <input type="checkbox"/> IA | <input type="checkbox"/> KS | <input type="checkbox"/> KY | <input type="checkbox"/> LA | <input type="checkbox"/> ME | <input type="checkbox"/> MD | <input type="checkbox"/> MA | <input type="checkbox"/> MI | <input type="checkbox"/> MN | <input type="checkbox"/> MS | <input type="checkbox"/> MO |
| <input type="checkbox"/> MT | <input type="checkbox"/> NE | <input type="checkbox"/> NV | <input type="checkbox"/> NH | <input type="checkbox"/> NJ | <input type="checkbox"/> NM | <input type="checkbox"/> NY | <input type="checkbox"/> NC | <input type="checkbox"/> ND | <input type="checkbox"/> OH | <input type="checkbox"/> OK | <input type="checkbox"/> OR | <input type="checkbox"/> PA |
| <input type="checkbox"/> RI | <input type="checkbox"/> SC | <input type="checkbox"/> SD | <input type="checkbox"/> TN | <input type="checkbox"/> TX | <input type="checkbox"/> UT | <input type="checkbox"/> VT | <input type="checkbox"/> VA | <input type="checkbox"/> WA | <input type="checkbox"/> WV | <input type="checkbox"/> WI | <input type="checkbox"/> WY | <input type="checkbox"/> PR |

Full Name (Last name first, if individual)

N/A

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

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| <input type="checkbox"/> IL | <input type="checkbox"/> IN | <input type="checkbox"/> IA | <input type="checkbox"/> KS | <input type="checkbox"/> KY | <input type="checkbox"/> LA | <input type="checkbox"/> ME | <input type="checkbox"/> MD | <input type="checkbox"/> MA | <input type="checkbox"/> MI | <input type="checkbox"/> MN | <input type="checkbox"/> MS | <input type="checkbox"/> MO |
| <input type="checkbox"/> MT | <input type="checkbox"/> NE | <input type="checkbox"/> NV | <input type="checkbox"/> NH | <input type="checkbox"/> NJ | <input type="checkbox"/> NM | <input type="checkbox"/> NY | <input type="checkbox"/> NC | <input type="checkbox"/> ND | <input type="checkbox"/> OH | <input type="checkbox"/> OK | <input type="checkbox"/> OR | <input type="checkbox"/> PA |
| <input type="checkbox"/> RI | <input type="checkbox"/> SC | <input type="checkbox"/> SD | <input type="checkbox"/> TN | <input type="checkbox"/> TX | <input type="checkbox"/> UT | <input type="checkbox"/> VT | <input type="checkbox"/> VA | <input type="checkbox"/> WA | <input type="checkbox"/> WV | <input type="checkbox"/> WI | <input type="checkbox"/> WY | <input type="checkbox"/> PR |

Full Name (Last name first, if individual)

N/A

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... All States

- | | | | | | | | | | | | | |
|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|
| <input type="checkbox"/> AL | <input type="checkbox"/> AK | <input type="checkbox"/> AZ | <input type="checkbox"/> AR | <input type="checkbox"/> CA | <input type="checkbox"/> CO | <input type="checkbox"/> CT | <input type="checkbox"/> DE | <input type="checkbox"/> DC | <input type="checkbox"/> FL | <input type="checkbox"/> GA | <input type="checkbox"/> HI | <input type="checkbox"/> ID |
| <input type="checkbox"/> IL | <input type="checkbox"/> IN | <input type="checkbox"/> IA | <input type="checkbox"/> KS | <input type="checkbox"/> KY | <input type="checkbox"/> LA | <input type="checkbox"/> ME | <input type="checkbox"/> MD | <input type="checkbox"/> MA | <input type="checkbox"/> MI | <input type="checkbox"/> MN | <input type="checkbox"/> MS | <input type="checkbox"/> MO |
| <input type="checkbox"/> MT | <input type="checkbox"/> NE | <input type="checkbox"/> NV | <input type="checkbox"/> NH | <input type="checkbox"/> NJ | <input type="checkbox"/> NM | <input type="checkbox"/> NY | <input type="checkbox"/> NC | <input type="checkbox"/> ND | <input type="checkbox"/> OH | <input type="checkbox"/> OK | <input type="checkbox"/> OR | <input type="checkbox"/> PA |
| <input type="checkbox"/> RI | <input type="checkbox"/> SC | <input type="checkbox"/> SD | <input type="checkbox"/> TN | <input type="checkbox"/> TX | <input type="checkbox"/> UT | <input type="checkbox"/> VT | <input type="checkbox"/> VA | <input type="checkbox"/> WA | <input type="checkbox"/> WV | <input type="checkbox"/> WI | <input type="checkbox"/> WY | <input type="checkbox"/> PR |

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt.....	\$ _____	\$ _____
Equity.....	\$ _____	\$ _____
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Series B Preferred Stock		
Convertible Securities (including warrants).....	\$2,439,895	\$1,219,948
Partnership Interests.....	\$ _____	\$ _____
Other (Specify).....	\$ _____	\$ _____
Total	<u>\$2,439,895</u>	<u>\$1,219,948</u>

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors.....	21	\$1,219,948
Non-accredited Investors.....	0	\$ N/A
Total (for filings under Rule 504 only)	N/A	\$ N/A

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505.....	N/A	\$ _____
Regulation A	N/A	\$ _____
Rule 504.....	N/A	\$ _____
Total	N/A	\$ _____

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees.....	<input type="checkbox"/>	\$ _____
Printing and Engraving Costs.....	<input type="checkbox"/>	\$ _____
Legal Fees.....	<input checked="" type="checkbox"/>	\$ 80,000
Accounting Fees.....	<input type="checkbox"/>	\$ _____
Engineering Fees.....	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/>	\$ _____
Other Expenses (identify).....	<input type="checkbox"/>	\$ _____
Total	<input checked="" type="checkbox"/>	<u>\$80,000</u>

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."..... \$2,359,895

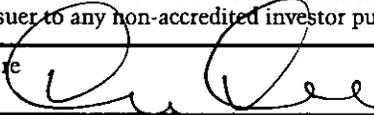
C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments to Others
Salaries and fees.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase of real estate.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase, rental or leasing and installation of machinery and equipment.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Construction or leasing of plant building and facilities.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger).....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Repayment of indebtedness.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Working capital.....	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$2,359,895
Other (specify): _____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
_____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
_____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Column Totals.....	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ 2,359,895
Total Payments Listed (column totals added).....		<input checked="" type="checkbox"/> \$2,359,895

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) U.S. Lines Holdings Limited	Signature 	Date December 21, 2006
Name of Signer (Print or Type) Kevin Kroft	Title of Signer (Print or Type) Chief Financial Officer	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

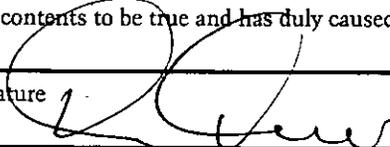
E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? Yes No

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) U.S. Lines Holdings Limited	Signature 	Date December 21, 2006
Name of Signer (Print or Type) Kevin Kroft	Title of Signer (Print or Type) Chief Financial Officer	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1 State	2 Intend to sell to non-accredited investors in State (Part B - Item 1)		3 Type of security and aggregate offering price offered in state (Part C - Item 1)	4 Type of investor and Amount purchased in State (Part C - Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E - Item 1)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL		X	Convertible Notes \$52,715	1	\$26,358				X
AK									
AZ									
AR									
CA		X	Convertible Notes \$596,555	3	\$298,278				X
CO									
CT									
DE									
DC									
FL									
GA		X	Convertible Notes \$18,078	1	\$9,039				X
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD		X	Convertible Notes \$420,787	4	\$210,394				X
MA		X	Convertible Notes \$85,841	2	\$42,921				X
MI									
MN									
MS									
MO									
MT									
NE									
NV									
NH		X	Convertible Notes \$57,227	1	\$28,614	0			X
NJ									
NM									
NY		X	Convertible Notes	4	\$100,571	0			X

1	2 Intend to sell to non-accredited investors in State (Part B - Item 1)	3 Type of security and aggregate offering price offered in state (Part C - Item 1)	4 Type of investor and Amount purchased in State (Part C - Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E - Item 1)
		\$201,141					
NC							
ND							
OH							
OK							
OR							
PA							
RI							
SC							
SD							
TN							
TX							
UT	X	Convertible Notes \$421,573	1	\$210,787		X	
VT							
VA							
WA							
WV							
WI							
WY							
PR							

FORM U-2 UNIFORM CONSENT TO SERVICE OF PROCESS

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned U.S. Lines Holdings Limited, a Bermuda exempt company, for purposes of complying with the laws of the States indicated hereunder relating to either the registration or sale of securities, hereby irrevocably appoints the officers of the States so designated hereunder and their successors in such offices, its attorney in those States so designated upon whom may be served any notice, process or pleading in any action or proceeding against it arising out of, or in connection with, the sale of securities or out of violation of the aforesaid laws of the States so designated; and the undersigned does hereby consent that any such action or proceeding against it may be commenced in any court of competent jurisdiction and proper venue within the States so designated hereunder by service of process upon the officers so designated with the same effect as if the undersigned was organized or created under the laws of that State and have been served lawfully with process in that State.

It is requested that a copy of any notice, process or pleading served hereunder be mailed to:

U.S. Lines Holdings Limited
M Q Services Ltd.
Chancery Hall
52 Reid Street
Hamilton HM 12
Bermuda
Suite 310
Attn: Ian Stone

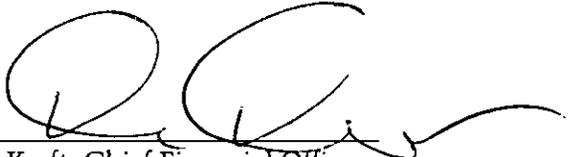
Place an "X" before the names of all the States for which the person executing this form is appointing the designated Officer of the State as its attorney in that State for receipt of service of process:

<input checked="" type="checkbox"/>	ALABAMA	Secretary of State.	<input type="checkbox"/>	HAWAII	Commissioner of Securities.
<input type="checkbox"/>	ALASKA	Commissioner of Commerce and Economic Development.	<input type="checkbox"/>	IDAHO	Director, Department of Finance.
<input type="checkbox"/>	ARIZONA	Corporation Commission.	<input type="checkbox"/>	ILLINOIS	Secretary of State.
<input type="checkbox"/>	ARKANSAS	State Securities Commissioner.	<input type="checkbox"/>	INDIANA	Secretary of State.
<input checked="" type="checkbox"/>	CALIFORNIA	Commissioner of Corporations.	<input type="checkbox"/>	IOWA	Commissioner of Insurance.
<input type="checkbox"/>	COLORADO	Securities Commissioner.	<input type="checkbox"/>	KANSAS	Secretary of State.
<input type="checkbox"/>	CONNECTICUT	Banking Commissioner of Department of Banking.	<input type="checkbox"/>	KENTUCKY	Director, Division of Securities.
<input type="checkbox"/>	DELAWARE	Securities Commissioner.	<input type="checkbox"/>	LOUISIANA	Commissioner of Securities.
<input type="checkbox"/>	DISTRICT OF COLUMBIA	Public Service Commission.	<input type="checkbox"/>	MAINE	Securities Administrator.
<input type="checkbox"/>	FLORIDA	Department of Banking and Finance.	<input checked="" type="checkbox"/>	MARYLAND	Securities Commissioner.
<input checked="" type="checkbox"/>	GEORGIA	Commissioner of Securities.	<input checked="" type="checkbox"/>	MASSACHUSETTS	Secretary of Commonwealth

<input type="checkbox"/>	GUAM	Administrator, Department of Finance.	<input type="checkbox"/>	MICHIGAN	Administrator, Corporation and Securities Bureau, Department of Commerce.
<input type="checkbox"/>	MINNESOTA	Commissioner of Commerce.	<input type="checkbox"/>	PENNSYLVANIA	Pennsylvania does not require filing of a Consent to Service of Process.
<input type="checkbox"/>	MISSISSIPPI	Secretary of State.	<input type="checkbox"/>	PUERTO RICO	Commissioner of Financial Institutions.
<input type="checkbox"/>	MISSOURI	Securities Commissioner.	<input type="checkbox"/>	RHODE ISLAND	Director of Business Regulation.
<input type="checkbox"/>	MONTANA	State Auditor.	<input type="checkbox"/>	SOUTH CAROLINA	Securities Commissioner
<input type="checkbox"/>	NEBRASKA	Director of Banking and Finance.	<input type="checkbox"/>	SOUTH DAKOTA	Director of the Division of Securities.
<input type="checkbox"/>	NEVADA	Secretary of State.	<input type="checkbox"/>	TENNESSEE	Commissioner of Insurance.
<input checked="" type="checkbox"/>	NEW HAMPSHIRE	Secretary of State.	<input type="checkbox"/>	TEXAS	Securities Commissioner.
<input type="checkbox"/>	NEW JERSEY	Chief, Securities Bureau.	<input checked="" type="checkbox"/>	UTAH	Director, Division of Securities.
<input type="checkbox"/>	NEW MEXICO	Director, Securities Division.	<input type="checkbox"/>	VERMONT	Commissioner of Banking, Insurance and Securities.
<input checked="" type="checkbox"/>	NEW YORK	Secretary of State.	<input type="checkbox"/>	VIRGINIA	Clerk, State Corporation Commission.
<input type="checkbox"/>	NORTH CAROLINA	Secretary of State.	<input type="checkbox"/>	WASHINGTON	Director of the Department of Financial Institutions.
<input type="checkbox"/>	NORTH DAKOTA	Securities Commissioner.	<input type="checkbox"/>	WEST VIRGINIA	Commissioner of Securities.
<input type="checkbox"/>	OHIO	Secretary of State.	<input type="checkbox"/>	WISCONSIN	Commissioner of Securities.
<input type="checkbox"/>	OKLAHOMA	Securities Administrator.	<input type="checkbox"/>	WYOMING	Secretary of State.
<input type="checkbox"/>	OREGON	Director, Department of Insurance and Finance.			

Dated this 21st day of December, 2006.

U.S. Lines Holdings Limited

By: 
Kevin Kroft, Chief Financial Officer

CORPORATION ACKNOWLEDGMENT

State of ~~New Jersey~~ CALIFORNIA)
County of ORANGE) ss.

On this 27th day of December, 2006, before me, MIKE ANTENESSE, NOTARY PUBLIC personally appeared Kevin Kroft, known personally to me to be the Chief Financial Officer of the above-named corporation and acknowledged that he, as an officer being authorized to do so, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as an officer.

IN WITNESS WHEREOF I have hereunto set my hand and official seal.




Notary Public/Commissioner of Oaths

(SEAL)

My Commission Expires 12/7/10