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July 24, 2003

Vernon A. Williams
Secretary
Surface Transportation Board
The Mercury Building
1925 K Street, NW #700
Washington, DC 20423

ENTERED
Office of Proceedings
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Public Record

Re: STB Section 5a Application No. 118 (Sub-No. 2), et al.
EC-MAC Motor Carriers Service Associations, Inc., Et Al.

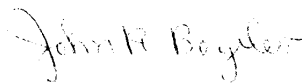
Dear Secretary Williams:

Enclosed please find the original and ten copies Western Motor Tariff Bureau, Inc.'s amendments to its revised Section 5a Agreement incorporating the modifications identified in the Surface Transportation Board's Decision served on March 27, 2003, in the above-styled proceeding.

An additional copy of the amendments is enclosed which it is requested be date-stamped or receipt otherwise acknowledged, and returned to me. A self-addressed, stamped envelope is enclosed for your convenience.

Thank you for your assistance in this matter.

Sincerely,



John R. Bagileo
Counsel for Western Motor Tariff Bureau,
Inc.

Enclosures

208510
ORIGINAL

Before The
Surface Transportation Board

Section 5a Application No. 118 (Sub-No. 2), et al.
EC-MAC Motor Carriers Service Association, Inc., et al.

Section 5a Application No. 70 (Sub-No. 12)
Western Motor Tariff Bureau, Inc.

Amendments to Section 5a Agreement Responsive to
Surface Transportation Board's Final Requirements

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Counsel for Western Motor Tariff Bureau,
Inc.

Dated: July 24, 2003
Due: July 25, 2003

Before The
Surface Transportation Board

Section 5a Application No. 118 (Sub-No. 2), et al.
EC-MAC Motor Carriers Service Association, Inc., et al.

Section 5a Application No. 70 (Sub-No. 12)
Western Motor Tariff Bureau, Inc.

Amendments to Section 5a Agreement Responsive to
Surface Transportation Board's Final Requirements

Western Motor Tariff Bureau, Inc. (WMTB), by counsel, files the following amendments to its revised Section 5a Agreement incorporating the modifications identified in the Surface Transportation Board's (STB) Decision served on March 27, 2003. A revised copy of WMTB's Section 5a Agreement is appended as Attachment A.

I.
Further Requirements of the
STB's March 27, 2003 Decision

On reconsideration, the STB's Decision conditions continued approval of motor carrier rate bureau agreements on the requirements that motor carrier members furnish a "truth-in-rates" notice, and that use of a loss-of-discount penalty for late payment be prohibited when collectively-established class rates are the basis for that provision.

In order to prevent a shipper from assuming that an undiscounted class rate collectively established under approved Section 5a procedures is a uniform or the

prevailing rate, the STB requires that a “truth-in-rates” notice be provided when the carrier lists or quotes a rate that references a collectively set rate. (STB Decision, p. 12)

In its Decision in this proceeding served on November 20, 2001, the STB indicated that the truth-in-rates notice:

[M]ust inform the recipient that the class rates are set through non-competitive, collective action by a group of carriers, but that individual carriers actually offer substantial discounts off those class rates to the majority of their shippers. The notice must also inform shippers that they can negotiate discounts from the class rates, and the notice must publicize, in large print, the range of discounts actually offered by carriers in the rate bureau. (2001 Decision, p. 8)

While not precluding loss-of-discount provisions, the STB conditioned its continued approval of rate bureau agreements by requiring, as a condition of membership in a rate bureau, that a carrier using a rate that references a collectively set class rate may not apply a loss-of-discount provision that would reinstate the collectively set rate as a penalty for late payment. (2001 Decision, pp. 9-10)

On reconsideration, the STB, in its Decision served on March 27, 2003, with minor modifications, affirmed its requirements regarding the “truth-in-rates” notice and the condition barring the use of a loss-of-discount penalty for late payment.

The revised bureau agreements implementing the foregoing requirements must be submitted to the STB by July 25, 2003. (2003 Decision, p. 12) Set forth below are the revisions to WMTB’s Section 5a Agreement in compliance with the truth-in-rates and loss-of-discount certification requirements.

II.
Revisions to Section 5a Agreement
Responsive to Decision Served March 27, 2003¹

A. Truth-in-Rates Requirement

For purposes of consistency and ease of identification WMTB has included provisions implementing the truth-in-rates requirement under Part IV, Article XI of its Bylaws pertaining to collectively-made tariff provisions. Accordingly, the following provisions have been added thereto:

Article XI, Tariffs

When a WMTB member motor carrier lists or quotes a rate that is based on or references an WMTB collectively-established rate, the member motor carrier must give the potential shipper the minimum truth-in-rates notice required by the Surface Transportation Board. That notice, in large type, must indicate that the rate or rate quote was collectively set by motor carrier competitors acting under immunity from the antitrust laws; that the class rate is not necessarily the prevailing market rate, and, generally, there is a wide range of discounts available.

The notice must identify any range of discounts for the past year from WMTB member motor carriers. WMTB will survey and provide annually to its member motor carriers any range of discounts available for the past year.

B. Loss-of-Discount Certification

Inasmuch as the required loss-of-discount certification is a condition of membership for a motor carrier in the collective ratemaking activities of WMTB, Article II of the Bylaws, identifying membership requirements will be modified accordingly. In addition to requiring new motor carrier applicants to submit that certification, existing

¹ As indicated in its May 23, 2003 filing with the STB, WMTB's member motor carriers do not currently have any discounts on collectively-made class rates for application on transportation within the United States. Also, no discounts are published on their collectively-established joint and proportional class rates for their joint motor-water rates.

member motor carriers will be required promptly to submit that certification as well. The new provision in the Bylaws will read as follows:

Article II, Membership

Section 8 – Certification

As a condition of membership in WMTB, a motor carrier must certify that it does not use a WMTB collectively-established rate as the basis for a loss-of-discount provision.

The certification form WMTB would provide to its member motor carriers and applicants for membership would read:

Certification

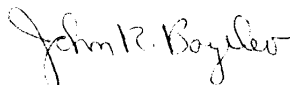
[Name of Carrier] confirms that it does not use a collectively-set class rate published in a Western Motor Tariff Bureau, Inc. class rate tariff as a basis for a loss-of-discount, late payment penalty.

By: _____
Print: _____
Title: _____

Conclusion

It is submitted that the foregoing revisions apply in all material respects with the requirements set forth in the STB's Decision served March 27, 2003, and, therefore, it is requested that final approval be given by the agency of WMTB's Section 5a Agreement No. 70 (Sub-No. 12).

Respectfully submitted,



John R. Bagileo
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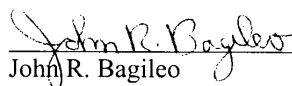
Counsel for Western Motor Tariff
Bureau, Inc.

Dated: July 24, 2003

Due: July 25, 2003

Certificate of Service

I hereby certify that I have this 24th day of July 2003, served a true and correct copy of the foregoing document upon all parties of record, by first class mail, and with postage prepaid.



John R. Bagileo

BYLAWS
OF
WESTERN MOTOR TARIFF BUREAU, INC.
PUC SECTION 271-35, MC CASE NO. 6

AMENDED APRIL 17, 2003
STATE OF HAWAII

ARTICLE I
PRINCIPAL OFFICE

The principal office for the transaction of the business of the Corporation shall be located in the City and County of Honolulu State of Hawaii, and at such place therein as shall be fixed by the Board of Directors, and the Board of Directors is hereby granted full power and authority to change said principal office from one location to another in said City and County.

ARTICLE II
MEMBERSHIP

Section 1 - Eligibility

The membership of this corporation shall be comprised of persons, firms and corporations engaged in business as common carriers by motor vehicle and filing, or participating in, a tariff or tariffs filed with the regulatory Commission of such state shall be eligible for membership in the Corporation.

Section 2 - Membership

Any such eligible individual, firm, partnership or corporation may become a member of the Corporation by executing an agreement to abide by the Articles of Incorporation, Bylaws and applicable Rules of Procedure of the Corporation.

Section 3 - Resignations

Any member may withdraw from this Corporation by giving forty-five (45) days' written notice of intention to do so and making payment of all obligations due the Corporation up to the effective date of the withdrawal.

Section 4 - Termination For Failure To Pay Dues: Reinstatement

If any member shall fail to pay his or her dues, fees or charges within sixty (60) days from the time the same shall become due, he shall be so notified in writing by the General Manager, and if such

delinquency in payment is not cured within the next succeeding thirty (30) days, his membership in the Corporation shall be terminated. Reinstatement of membership, if desired, will be made upon payment of all delinquent dues, fees or charges, in addition to all charges and costs resulting to the Corporation from such cancellation and reinstatement.

Section 5 - Automatic Termination

Membership in this Corporation shall terminate automatically in the event that the member ceases to be a common carrier by motor vehicle.

Section 6 - Effect of Termination

Upon termination of membership of any member of the Corporation for any reason whatsoever, whether voluntary or involuntary, all the rights of such member in the Corporation or in its property shall cease.

Section 7 - Termination Charges

Termination of membership, whether voluntary or involuntary, requires changes in certain affected tariff(s) and is considered an individual action on the part of the carrier. Charges for this action shall be established as set forth in Article XIV, Section 2(F).

Section 8 - Certification

As a condition of membership in WMTB, a motor carrier must certify that it does not use a WMTB collectively-established rate as the basis for a loss-of-discount provision.

The certification form WMTB would provide to its member motor carriers and applicants for membership would read:

Certification

[Name of Carrier] confirms that it does not use a collectively-set class rate published in a Western Motor Tariff Bureau, Inc. class rate tariff as a basis for a loss-of-discount, late payment penalty.

By: _____
Print: _____
Title: _____

ARTICLE III SERVICES OF THE CORPORATION

The Corporation will provide the following services for its members:

1. Maintain procedures, organization and facilities for the single and/or joint consideration, initiation, investigation, and establishment of rates, changes in rates, charges, classifications, divisions, allowances, rules, regulations and practices pertaining thereto;
2. Compile, publish, distribute and file or cause to be compiled, published and distributed and filed with the Public Utilities Commission, State of Hawaii (hereinafter referred to as Commission) all necessary tariffs;
3. Investigate, procure, analyze, compile, publish and disseminate statistics; reports and information which pertain to any of the purposes for which the Corporation is organized;
4. To do all things not otherwise specifically set out herein which are necessary or helpful to the providing of the foregoing service; and
5. Nothing contained in these Bylaws shall permit any agreement with respect to the pooling or division of traffic, service or earnings.

ARTICLE IV MEMBERSHIP MEETINGS

Section 1

The annual meeting of the membership of the Corporation shall be held in either January, February, March or April of each year, in the State of Hawaii as determined by the Board of Directors and set forth in the Notice of Annual Meeting, on such day and at such hour and place as may be designated by the President, or ranking Vice President in the absence of the President. Notice of such meeting shall be given to each member by mail at least fifteen (15) days, excluding Saturdays, Sundays, holidays and date of mailing, before the date of such meeting. Said notice of meeting shall set forth the general nature of the business to be transacted at such meeting.

Section 2

Special meetings of the membership may be called by the President; the Board of Directors; or at the written request of at least five percent (5%) of the members. Such meetings shall be held at such time and place as may be designated by the President, or ranking Vice President in the absence of the President, and notice of such meeting shall be given by mail at least fifteen (15) days, excluding Saturdays, Sundays, holidays and date of mailing, before the date of such meeting. Said notice of meeting shall set forth the general nature of the business to be transacted at the called special meeting.

Section 3

In no event will the business to be conducted at any annual or special meeting of the membership include the discussion or consideration of, or the voting upon any matter concerning rates or rules governing tariffs, except to the extent such meeting satisfies the requirements of Section III of the Rules of Procedure.

Section 4

The presence of 65 or more members at any regular or special meeting duly called and noticed in accordance with these Bylaws shall constitute a quorum for the transaction of business at such meetings.

Section 5

Decisions shall be made by a majority vote of the members present and voting at regular and special meetings, as the case may be.

ARTICLE V

VOTING

Section 1

Each member of this Corporation shall be entitled to one (1) vote.

Section 2

No proxy voting shall be permitted at any meeting where tariff rates or rules are discussed. At any other meeting, any member voting for one or more other members must possess a written authorization of its

authority. The proxy must contain the date, signature of the member that is releasing the vote, and a general description of the matter(s) covered by the proxy. The member granting the proxy shall provide a copy to the Corporation.

Section 3

Except in the case of the annual meeting of the membership of the Corporation or special meetings of the membership under Article IV Section 1 and Section 2, Committee members and directors of the Corporation may attend corporate meetings by telephone or electronic means. Any action or vote taken by such director attending telephonically or electronically will have the same force and effect as if such person were physically present. Any person wishing to attend a Corporation meeting telephonically or electronically shall give the Corporation reasonable notice.

The Board of Directors of Western Motor Tariff Bureau is authorized to and will set a time for the proxies for the general membership meeting to be received in the principal office of the WMTB for verification and record. The time for receipt of said proxies shall in no event be greater than five full business days prior to the date of the annual membership meeting. Proxies must be mailed, hand delivered or transmitted by facsimile. Proxies transmitted by telegram, cable gram or email are not valid. Any proxy not timely received shall be considered invalid.

ARTICLE VI

DIRECTORS

Section 1

The affairs of this Corporation shall be managed by a Board of Directors consisting of between seven (7) and thirteen (13) members, each of whom shall be an individual member, a partner of a partnership member, or the representative of a corporate member, each serving without remuneration.

Section 2

The Directors shall be elected at each annual meeting of the membership. Directors shall hold office for one (1) year, or until their respective successors are elected.

Section 3

Vacancies in the Board of Directors shall be filled by the remaining Directors, and each Director so appointed to fill a vacancy shall hold office until the next annual meeting of the membership, or until his or her successor is elected.

Section 4

A regular meeting of the Board of Directors shall be held for the purpose of organization immediately following the annual meeting of the membership. No notice of such meeting shall be required.

Section 5

Regular meetings of the Board of Directors shall be held at least once each quarter at such time and place

as shall be designated from time to time by the President or the Board of Directors.

Section 6

Special meetings of the Board of Directors may be called at any time by the President, or, if he or she is absent or unable or refuses to act, by either Vice President, or by any three (3) Directors.

Section 7

Regular and special meetings of the Board of Directors may be held in the City and County of Honolulu, State of Hawaii, or at such other place as the Board of Directors may designate. Notice of the time and place of meetings of the Board of Directors, other than the organization meeting, shall be given to each Director by mail at least forty-eight (48) hours before the time of such meeting, or by telephone or other acceptable electronic means at least twenty-four (24) hours before the time of such meeting.

Section 8

Five (5) members or 75%, whichever is less, of the Board of Directors shall constitute a quorum for the transaction of business. Each Director shall be entitled to one (1) vote, and, a quorum being present, a majority vote of those present shall be necessary for the adoption of any resolution or the transaction of any business.

Section 9

Meetings of the Board of Directors shall not consider any matter concerning tariffs or other rate related matters and such meetings shall be limited to overseeing the operations and administration of the Corporation, the selection, retention and performance of officers of the Corporation and other similar matters.

ARTICLE VII

OFFICERS

Section 1

The officers of this Corporation shall be President, First Vice President, Second Vice President, Secretary and Treasurer. Such officers shall be elected by the Board of Directors from their own number at the organization meeting of the Board of Directors held following the annual meeting of the membership, and each officer so elected shall serve for one (1) year or until his or her successor shall be elected and qualified.

The Board of Directors may appoint such other officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as the Board of Directors from time to time may determine. Such additional officers need not be Directors.

Section 2

PRESIDENT: The President shall be the chief executive officer of the Corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and affairs of the Corporation, shall preside at all membership meetings and at all meetings of the Board of Directors

and shall have the general powers and duties of management usually vested in the office of President of a Corporation.

Section 3

VICE PRESIDENT: In the absence or disability of the President, the Vice Presidents in order of their rank shall perform all the duties of the President, and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors.

Section 4

SECRETARY: The Secretary shall keep, or cause to be kept, a book of minutes at the principal office (or such other place as the Board of Directors may order) of all meetings of Directors and members.

The Secretary shall keep, or cause to be kept, the seal of the Corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

Section 5

TREASURER: The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation.

The Treasurer shall deposit, or cause to be deposited, all monies and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors. He or she shall disburse, or cause to be disbursed, the funds of the Corporation as may be ordered by the Board of Directors and shall render to the President and Directors, when they request it, an account of all of his or her transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

ARTICLE VIII

GENERAL MANAGER

The Board of Directors shall appoint a General Manager who shall direct and manage the tariff publishing activities of the Corporation.

ARTICLE IX

COMMITTEES

PART I

DIRECTOR APPOINTED COMMITTEES

The Board of Directors shall have the power to appoint members of any standing or special committees (other than rate committees as provided for in Parts II and III of this Article IX) determined to be necessary or desirable for the conduct of the affairs of the Corporation; provided, however, that any such committees

shall have no power with respect to ratemaking or ratemaking procedures.

PART II

GENERAL RATE COMMITTEES

Section 1

All members participating in a tariff or related group of tariffs of the Corporation shall constitute the General Rate Committee for such tariff or related group of tariffs as specified in Section 4 of Part II of this Article I.

Section 2

The Chairman and Vice Chairman of each Standing Rate Committee shall serve as the same officers of the related General Rate Committee. The General Manager of the Corporation, or such other employee of the Corporation as shall be designated by the General Manager, shall serve as Secretary of each General Rate Committee, without voting rights.

Section 3

Twenty percent (20%), but not less than three, of the members participating in a tariff or related group of tariffs of the Corporation shall constitute a quorum of the Hawaii General Rate Committee for that tariff at any meeting where tariff rates or rules are discussed. At any other meeting, the quorum requirement shall be three (3) of the members participating in the tariff or related group of tariffs.

Section 4

The Hawaii General Rate Committees shall be:

1. Statewide Household Goods Carriers Committee
2. Oahu Dump Truck Carriers Committee
3. Island of Kauai Carriers Committee
4. Oahu General Freight and Break Bulk & Delivery Carriers Committee
5. County of Maui Carriers Committee
6. Island of Hawaii Carriers Committee
7. Statewide Passenger Carriers Committee

PART III
STANDING RATE COMMITTEES

Section 1

Each General Rate Committee specified in Section 4 of Part II of this Article I shall elect from its membership a Standing Rate Committee, consisting of not less than three nor more than twenty-one members, at an annual meeting which shall be held at the call of the chairman and upon notice given by mail to the members of each such General Rate Committee at least fifteen (15) days, excluding Saturdays, Sundays, holidays and date of mailing before the date of such meeting. Each person elected to a Standing Rate Committee shall be an individual member, a partner of a partnership member, or the representative of a corporate member participating in such tariff or related group of tariffs.

Section 2

Each Standing Rate Committee shall select from its membership a Chairman and at least one but not more than three Vice Chairmen. The officers of each Standing Rate Committee shall likewise be considered to be the officers of the corresponding General Rate Committee. The General Manager of the Corporation, or such other full-time employee of the Corporation as shall be designated by the General Manager, shall serve as Secretary of each such committee but shall have no voting rights.

Section 3

A majority of the members, but not less than three, shall constitute a quorum of each Hawaii Standing Rate Committee, except that the Board of Directors may, by resolution, specifically designate a required quorum with reference to Standing Rate Committees which are composed of segments as specifically provided for in Section 4 of Part III of this Article I, provided that no such designated quorum shall be less than a majority but not less than three of the members of such segment.

Section 4

The Board of Directors at its option may establish two or more segments of any one Standing Rate Committee as a whole, provided that such segments are established only on a geographical basis, and further provided that any member of each segment shall also be a member of the Standing Rate Committee as a whole. Any such segment shall meet formally on a regular basis in the same manner and in conformance with the same procedures otherwise applicable in this Article IX.

Section 5

Standing Rate Committee members shall hold office for one (1) year, or until their respective successors are elected. Vacancies in the Standing Rate Committee shall be filled by the remaining Standing Rate Committee members, and each Standing Rate Committee member so appointed to fill a vacancy shall hold office until the next annual meeting of the General Rate Committee, or until his or her successor is elected.

Section 6

Any person elected to any Standing Rate Committee may designate an alternate to serve in the absence of the elected person, provided such alternate is employed on a full-time basis by the same member that employs the elected person. Said designation shall be in writing and filed with the Corporation.

PART IV
EMPLOYEES COMMITTEES

Section 1

Employees and employee committees of the Corporation will neither initiate a proposal, vote upon a proposal, nor determine whether to adopt, reject, or otherwise dispose of a proposal effecting a change in any tariff item published by or for the account of any member.

Section 2

Employees and employee committees may provide expert analysis and technical assistance in developing or evaluating rate or rule proposals. Any advice concerning an independent action proposal shall remain confidential.

ARTICLE X
PROTEST PROHIBITED

The Corporation shall not oppose a carrier exercising its right of independent action.

ARTICLE XI
TARIFFS

The Corporation, in its name and on behalf of its members, shall compile, publish, and distribute, and shall file with the Commission the tariffs or other publications required by it.

When a WMTB member motor carrier lists or quotes a rate that is based on or references an WMTB collectively-established rate, the member motor carrier must give the potential shipper the minimum truth-in-rates notice required by the Surface Transportation Board. That notice, in large type, must indicate that the rate or rate quote was collectively set by motor carrier competitors acting under immunity from the antitrust laws; that the class rate is not necessarily the prevailing market rate, and, generally, there is a wide range of discounts available.

The notice must identify any range of discounts for the past year from WMTB member motor carriers. WMTB will survey and provide annually to its member motor carriers any range of discounts available for the past year.

ARTICLE XII
CORPORATION RULES AND REGULATIONS

Section 1

The Board of Directors shall, as it deems necessary, adopt from time to time, and amend, Rules of Procedure for the regulation of the activities conducted by, or under control of, the Corporation as set forth in Article III of these Bylaws.

Section 2

The Rules of Procedure shall include a provision with regard to independent action which is consistent with Article XIII of these Bylaws.

ARTICLE XIII

INDEPENDENT ACTION

There is reserved to each member the free and unrestrained right to take independent action either before, during or after any determination is arrived at under any procedure of this Corporation. Each and every provision of these Bylaws and the procedures established pursuant thereto which might otherwise be construed as a limitation or restraint of the right of any member to take such independent action is hereby declared to be advisory and not mandatory or binding upon the rights of privileges of such member, and the Corporation shall not discourage members from publishing individual tariffs.

ARTICLE XIV

DUES AND PARTICIPATION CHARGES

Section 1

Each member shall pay monthly dues in the amount of \$20.00, except that members who participate in the Corporation tariffs only on a joint-rate basis shall pay monthly dues in the amount of \$5.00, and except that, for those members who participate only in governing publications issued by the Corporation and for which a flat charge is provided as set forth in Appendix A, hereof, there will be no monthly dues.

Section 2

- (A) Except as may otherwise be specifically provided herein, individual carrier participation in any particular Corporation tariff shall be based on the proportional relationship of the individual carrier's gross common carrier revenue, excluding common carrier revenue not earned within the scope of the Corporation's tariffs in which the carrier participates, and the total revenue of all carriers participating in the particular tariff or related group of tariffs, equated to the total participation charge established for the particular tariff or related group of tariffs. See Appendix A hereof for tariff list and charges for such tariffs.
- (B) The Board of Directors may designate certain publications issued by the Corporation as taking a flat participation charge rather than a gross revenue charge.
- (C) Tariffs published in the name of the Corporation but in which only one member's local rates are contained shall be billed in accordance with the provisions of Paragraph (F) of this section. Billing shall be made for all changes to such tariffs, including reissuance of the tariff if and when necessary.
- (D) It shall be the responsibility of the Hawaii member carriers to furnish accurate revenue figures of the preceding calendar year to the Corporation on an annual basis as requested. In the event that carrier does not have the necessary revenue figures from the preceding calendar year, charges shall be based on estimated figures furnished by the carrier for the current year, subject to correction to actual figures at the end of the current calendar year.
- (E) Except as may be otherwise specifically provided, participation charges shall include all changes made in the tariffs in which the member carrier participates, including reissuance of said tariffs.

provided that such changes or reissuance do not reflect an individual action on the part of the participating carrier or carriers.

- (F) Charges for individual action shall be computed on the basis of a standard charge for printing, based on the number of copies printed, plus compilation time and plus mailing charges, including mailing to the particular subscription list involved.
- (G) Participation charges shall be recomputed on July 1st of each year in accordance with tariff list of charges in Appendix A. Participation charges in a tariff(s) may be changed on a date other than July 1st of each year only after two calendar months' advance notice has been given to the affected members.
- (H) The Board of Directors may establish a reasonable charge for the furnishing of docket bulletin services or tariffs, to be computed on the basis of a standard charge for printing, based on the number of copies printed, plus compilation time and plus mailing costs.

Section 3

This Article XIV applies only to Hawaii members and shall have no force and effect as to amending authorized Bylaws of the Corporation applicable in interstate commerce nor any other state.

ARTICLE XV

AMENDMENTS

Section 1 - Power of Members

Subject to any necessary regulatory approval, these Bylaws may be amended or repealed, and Appendix A hereto may be amended, at any regular or special meeting of the membership by majority vote of the members present, provided that the substance of any proposed amendment shall have been submitted to the membership with the notice of such meeting. As to those amendments requiring prior regulatory approval such amendment shall be effective only upon regulatory approval.

Section 2 - Power of Directors

Subject to any necessary regulatory approval and subject to the right of the members as provided in Section 1 of this Article XV, these Bylaws may be amended or repealed, and Appendix A hereto may be amended, by the Board of Directors, unless such action would:

- (a) Change the authorized number of Directors, change any maximum or minimum number of Directors, change the Board from a fixed to a variable size or vice versa, or increase the term of office of any Director;
- (b) Increase the quorum required for the conduct of business at a meeting of members or change the proxy rights of members;
or
- (c) Materially and adversely affect the rights of members as to voting.

As to those amendments requiring prior regulatory approval such amendment shall be effective only upon regulatory approval.

Section 3 - Integration

These Bylaws shall be read, interpreted and construed together with such other Bylaws of the Corporation as shall have been duly adopted and not revoked by the Corporation; provided, however, that these Bylaws shall exclusively govern all matters relating to tariff and rates under the jurisdiction of the Public Utilities Commission, State of Hawaii; and, provided further, that in the event of any actual inconsistency in any Bylaws of the Corporation which relates to the general rights of members or other matters of corporate governance, as opposed to ratemaking activities or the composition, activity or conduct of ratemaking committees, these Bylaws last duly enacted or amended shall be controlling and shall govern.

ARTICLE XVI

INSPECTION OF RECORDS

The Corporation shall make available for inspection by the Commission its books and records.

ARTICLE XVII

CORPORATE REDEMPTIONS, PARTIAL LIQUIDATIONS AND DISSOLUTION

Section 1 - Redemptions and Liquidations

Upon the recommendation by the Board of Directors and the affirmative vote by a majority of the members, in person or by special proxy, of the membership of the Corporation as a whole a plan of liquidation may be adopted concerning the disposition of the appropriate assets and the cessation of the active conduct of business by the Corporation in the jurisdiction or jurisdictions within which the members generally conduct their business. As a part of such plan of liquidation, all of the memberships of the members shall be redeemed, if the activities of the Corporation shall so cease. In the event of such redemption, the rights of the members shall be determined as provided in these Bylaws, provided that the timing and manner of distributions by the Corporation to such redeemed members shall be governed by the plan of liquidation, as the same may be amended by 1) a simple majority of the Membership, either by written ballot or at a duly held meeting of the membership, in person or by general proxy, or 2) by a vote of at least seventy-five percent (75%) of the Directors then in office at a duly held meeting of the Board of Directors.

Section 2 - Liquidation and Dissolution

Upon the recommendation by the Board of Directors and the affirmative vote by a majority of the members, in person or by special proxy, of the membership of the Corporation as a whole, a plan of complete liquidation and dissolution may be adopted concerning the disposition of all of the assets and the complete cessation of the active conduct of all business by the Corporation. As a part of such

plan of liquidation, all of the assets of the Corporation shall be distributed to the members as provided in these Bylaws, provided that the timing and manner of distributions by the Corporation to the members shall be governed by the plan of complete liquidation, as the same may be amended by 1) a simple majority of the Membership, either by written ballot or at a duly held meeting of the membership, in person or by general proxy, or 2) by a vote of at least seventy-five percent (75%) of the Directors then in office at a duly held meeting of the Board of Directors.

Section 3 - Rights of the Members to the Assets of the Corporation

Except as provided in this Article XVII, no member of this Corporation shall be entitled to a distribution of assets from this Corporation by way of dividend, redemption, or otherwise. In the event of the liquidation of the Corporation, only those members of the Corporation who were members in good standing for the twelve month period preceding the date of the adoption of the plan of liquidation shall be entitled to an interest in the assets of the Corporation ("Qualified Members"). The amount of assets to be allocated to each qualified Member shall be determined as follows:

- A) The Board of Directors shall cause to be ascertained all revenues paid by all Qualified Members to the Corporation from January 1, 1985 through the date the plan of liquidation is adopted ("Qualified Revenues"). Qualified Revenues of each Qualified Member shall be rounded to the nearest \$100.00. The average of annual Qualified Revenues of each member shall then be multiplied times the total number of years that the Qualified Member shall have been a member of the Corporation ("Applicable Revenues").
- B) The ratio of the Applicable Revenues paid by a Qualified Member to the sum of Applicable Revenues paid by all Qualified Members shall determine the ratio of assets allocable to the Qualified Member.#
- C) An accounting of the fair market value of the assets and liabilities shall be made by the certified public accountant of the Corporation as of the date set forth in the plan of liquidation.
- D) The net asset value of the Corporation as so determined, after the adequate provisions for the debts and liabilities of the Corporation, shall be divided among the Membership in the ratios of the assets allocable to them as determined above.

Amended April 17, 2003

Section 271-35, MCB Case No. 8

APPENDIX A TO BYLAWS
OF
WESTERN MOTOR TARIFF BUREAU, INC.

HAWAII INTRASTATE TARIFFS BASED ON YEARLY GROSS REVENUE				
TARIFF	HAW PUC	REVENUE - IN DOLLARS		CHARGE PER MONTH (Except as Shown)
		GROSS REVENUE PER CALENDAR		
		OVER	NOT OVER	
1-B (Household Goods) State of Hawaii	13	12,000	25,000	\$ 5.00
		25,000	50,000	9.00
		50,000	100,000	11.00
		100,000	150,000	17.00
		150,000	200,000	28.00
		200,000	300,000	39.00
		300,000	400,000	49.00
		400,000	500,000	59.00
		500,000	600,000	68.00
		600,000	750,000	76.00
		750,000	1,000,000	83.00
		1,000,000	1,500,000	90.00
		1,500,000	2,000,000	97.00
		2,000,000	3,000,000	104.00
		3,000,000	4,000,000	111.00
		4,000,000	5,000,000	118.00
		5,000,000	--	125.00

2-B (Dump Truck) State of Hawaii	28	0	12,000	\$ 5.00
		12,000	25,000	9.00
		25,000	50,000	11.00
		50,000	100,000	17.00
		100,000	150,000	28.00
		150,000	200,000	39.00
		200,000	300,000	49.00
		300,000	400,000	59.00
		400,000	500,000	68.00
		500,000	600,000	76.00
		600,000	750,000	83.00
		750,000	1,000,000	90.00
		1,000,000	1,500,000	97.00
		1,500,000	2,000,000	104.00
		2,000,000	3,000,000	111.00
		3,000,000	4,000,000	118.00
		4,000,000	5,000,000	125.00
5,000,000	--	125.00		

*** Add \$10.00 for each additional \$1,000,000.00 or fraction thereof.				
Revised 2002				
Page 1 of 2				

APPENDIX A TO BYLAWS OF
WESTERN MOTOR TARIFF BUREAU, INC.

HAWAII INTRASTATE TARIFFS BASED ON YEARLY GROSS REVENUE

* Effective January 1, 2002

TARIFF HAW PUC	OVER	NOT OVER	CHARGE PER MONTH (Except as shown)
3-A Kauai 17 4-A Oahu 19 5-A Maui 18 6-A Hawaii 16 11-A Break Bulk State of Hawaii 20 14 Local Spec Oahu 19	0	12,000	\$ 5.00
	12,001	25,000	9.00
	25,001	50,000	11.00
	50,001	100,000	17.00
	100,001	150,000	28.00
	150,001	200,000	39.00
	200,001	300,000	49.00
	300,001	400,000	59.00
	400,001	500,000	68.00
	500,001	600,000	76.00
	600,001	750,000	83.00
	750,001	1,000,000	90.00
	1,000,001	1,500,000	97.00
	1,500,001	2,000,000	104.00
	2,000,001	3,000,000	111.00
	3,000,001	4,000,000	118.00
	4,000,001	5,000,000	125.00
5,000,001	-	**	
8-C Passenger State of Hawaii HAW PUC-24	0	12,000	\$ 5.00
	12,001	25,000	9.00
	25,001	50,000	11.00
	50,001	100,000	17.00
	100,001	150,000	28.00
	150,001	200,000	39.00
	200,001	300,000	49.00
	300,001	400,000	59.00
	400,001	500,000	68.00
	500,001	600,000	76.00
	600,001	750,000	83.00
	750,001	1,000,000	90.00
	1,000,001	1,500,000	97.00
	1,500,001	2,000,000	104.00
	2,000,001	3,000,000	111.00
	3,000,001	4,000,000	118.00
	4,000,001	5,000,000	125.00
5,000,001	-	***	
Tariffs Based on Flat Charge			
Tariff 7-B Division State of Hawaii	HAW PUC :4	Flat Charge Subject to an Annual Participation Fee of \$6.00.	
** Add \$35.00 for each additional \$1,000,000 or fraction thereof. *** Add \$10.00 for each additional \$1,000,000 or fraction thereof.			
Page 2 of 2 Pages			