

Navios Maritime Holdings Inc.  
Form 20-F  
April 24, 2013  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 20-F**

(Mark One)

**REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934**

OR

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2012

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

OR

**SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of event requiring shell company report \_\_\_\_\_

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number

001-33311

**Navios Maritime Holdings Inc.**

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(Exact name of Registrant as specified in its charter)

**Not Applicable**

(Translation of Registrant's Name into English)

**Republic of Marshall Islands**

(Jurisdiction of incorporation or organization)

**85**

**Akti Miaouli Street**

**Piraeus, Greece 185 38**

(Address of principal executive offices)

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(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)

**Securities registered or to be registered pursuant to Section 12(b) of the Act:**

<b>Title of each class</b>	<b>Name of each exchange on which registered</b>
<b>Common Stock, par value \$.0001 per share</b>	<b>New York Stock Exchange LLC</b>

**Securities registered or to be registered pursuant to Section 12(g) of the Act. None**

**Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act. None**

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report:

103,255,409 as of December 31, 2012

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15 (d) of the Securities Exchange Act of 1934. Yes  No

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Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer or a non-accelerated filer. See the definition of accelerated filer and large accelerated filer, in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP  International Financial Reporting Standards as issued  Other

by the International Accounting Standards Board

If Other has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow. Item 17  Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

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**FORWARD-LOOKING STATEMENTS**

*This Annual Report should be read in conjunction with the consolidated financial statements and accompanying notes included in this report.*

Navios Maritime Holdings Inc. desires to take advantage of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 and is including this cautionary statement in connection with this safe harbor legislation. This document and any other written or oral statements made by us or on our behalf may include forward-looking statements, which reflect our current views with respect to future events and financial performance. The words may, could, should, would, expect, plan, anticipate, intend, forecast, believe, estimate, predict, continue and similar expressions identify forward-looking statements.

Please note in this Annual Report, we, us, our, the Company and Navios Holdings all refer to Navios Maritime Holdings Inc. and its subsidiaries.

The forward-looking statements in this document are based upon various assumptions, many of which are based, in turn, upon further assumptions, including without limitation, management's examination of historical operating trends, data contained in our records, and other data available from third parties. Although we believe that these assumptions were reasonable when made, because these assumptions are inherently subject to significant uncertainties and contingencies which are difficult or impossible to predict and are beyond our control, we cannot assure you that we will achieve or accomplish these expectations, beliefs or projections.

In addition to these important factors and matters discussed elsewhere herein, important factors that, in our view, could cause actual results to differ materially from those discussed in the forward-looking statements include the strength of world economies, fluctuations in currencies and interest rates, general market conditions, including fluctuations in charter hire rates and vessel values, changes in demand in the drybulk shipping industry, changes in the Company's operating expenses, including bunker prices, drydocking and insurance costs, changes in governmental rules and regulations or actions taken by regulatory authorities, potential liability from pending or future litigation, general domestic and international political conditions, potential disruption of shipping routes due to accidents or political events, and other important factors described from time to time in the reports filed by the Company with the Securities and Exchange Commission, or the SEC.

We undertake no obligation to update any forward-looking statement or statements to reflect events or circumstances after the date on which such statement is made or to reflect the occurrence of unanticipated events, except as required by law. New factors emerge from time to time, and it is not possible for us to predict all of these factors. Further, we cannot assess the impact of each such factor on our business or the extent to which any factor, or combination of factors, may cause actual results to be materially different from those contained in any forward-looking statement.

**PART I**

**Item 1. Identity of Directors, Senior Management and Advisers**

Not Applicable.

**Item 2. Offer Statistics and Expected Timetable**

Not Applicable.

**Item 3. Key Information**

***A. Selected Financial Data***

Navios Holdings' selected historical financial information and operating results for the years ended December 31, 2012, 2011, 2010, 2009 and 2008 are derived from the audited consolidated financial statements of Navios Holdings. The consolidated statement of operations data for the years ended December 31, 2012, 2011 and 2010 and the consolidated balance sheet data as of December 31, 2012 and 2011 have been derived from our audited consolidated financial statements included elsewhere in this Annual Report. The consolidated statement of operations data for the years ended December 31, 2009 and 2008, and the balance sheet data as of December 31, 2010, 2009 and 2008, have been derived from our audited financial statements for the years ended December 31, 2010, 2009 and 2008, which are not included in this document. The selected consolidated financial data should be read in conjunction with Item 5. Operating and Financial Review and Prospects, the consolidated financial statements, related notes and other financial information included elsewhere in this Annual Report.



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	Year Ended December 31, 2012	Year Ended December 31, 2011	Year Ended December 31, 2010	Year Ended December 31, 2009	Year Ended December 31, 2008
(Expressed in thousands of U.S. dollars except share and per share data)					
<b>Statement of Income Data</b>					
Revenue	\$ 616,494	\$ 689,355	\$ 679,918	\$ 598,676	\$ 1,246,062
Time charter, voyage and logistics business expenses	(269,279)	(273,312)	(285,742)	(316,473)	(1,034,365)
Direct vessel expenses	(117,790)	(117,269)	(97,925)	(68,819)	(58,495)
General and administrative expenses	(51,331)	(52,852)	(58,604)	(43,897)	(37,047)
Depreciation and amortization	(108,206)	(107,395)	(101,793)	(73,885)	(57,062)
Provision for losses on accounts receivable	(17,136)	(239)	(4,660)	(2,237)	(2,668)
Interest income	2,717	4,120	3,642	1,699	7,753
Interest expense and finance cost, net	(106,196)	(107,181)	(106,022)	(63,618)	(49,128)
(Loss)/gain on derivatives	(196)	(165)	4,064	375	8,092
Gain on sale of assets/partial sale of subsidiary	323	38,822	55,432	20,785	27,817
(Loss)/gain on change in control		(35,325)	17,742		
Loss on bond extinguishment		(21,199)			
Other income	189,239	1,660	10,349	8,079	3,133
Other expense	(10,993)	(12,990)	(11,303)	(20,508)	(7,386)
<b>Income before equity in net earnings of affiliated companies</b>	<b>\$ 127,646</b>	<b>\$ 6,030</b>	<b>\$ 105,098</b>	<b>\$ 40,177</b>	<b>\$ 46,706</b>
Equity in net earnings of affiliated companies	48,228	35,246	40,585	29,222	17,431
<b>Income before taxes</b>	<b>\$ 175,874</b>	<b>\$ 41,276</b>	<b>\$ 145,683</b>	<b>\$ 69,399</b>	<b>\$ 64,137</b>
Income tax (expense)/benefit	(312)	56	(414)	1,565	56,113
<b>Net income</b>	<b>\$ 175,562</b>	<b>\$ 41,332</b>	<b>\$ 145,269</b>	<b>\$ 70,964</b>	<b>\$ 120,250</b>
Less: Net (income)/loss attributable to the noncontrolling interest	(77)	(506)	488	(3,030)	(1,723)
Preferred stock dividends of subsidiary		(27)			
Preferred stock dividends attributable to the noncontrolling interest		12			
<b>Net income attributable to Navios Holdings common stockholders</b>	<b>\$ 175,485</b>	<b>\$ 40,811</b>	<b>\$ 145,757</b>	<b>\$ 67,934</b>	<b>\$ 118,527</b>
<b>Income attributable to Navios Holdings common stockholders, basic</b>	<b>173,780</b>	<b>39,115</b>	<b>143,307</b>	<b>67,025</b>	<b>118,527</b>
<b>Income attributable to Navios Holdings common stockholders, diluted</b>	<b>\$ 175,485</b>	<b>\$ 40,811</b>	<b>\$ 146,878</b>	<b>\$ 69,041</b>	<b>\$ 118,527</b>
<b>Weighted average number of shares, basic</b>	<b>101,232,720</b>	<b>100,926,448</b>	<b>100,518,880</b>	<b>99,924,587</b>	<b>104,343,083</b>
<b>Basic net earnings per share attributable to Navios Holdings common stockholders</b>	<b>\$ 1.72</b>	<b>\$ 0.39</b>	<b>\$ 1.43</b>	<b>\$ 0.67</b>	<b>\$ 1.14</b>
<b>Weighted average number of shares, diluted</b>	<b>111,033,758</b>	<b>110,323,652</b>	<b>116,182,356</b>	<b>105,194,659</b>	<b>107,344,748</b>

**Diluted net earnings per share  
attributable to Navios Holdings  
common stockholders**

\$ 1.58 \$ 0.37 \$ 1.26 \$ 0.66 \$ 1.10

**Balance Sheet Data (at period end)**

Current assets, including cash	470,567	370,974	349,965	427,680	505,409
Total assets	2,941,462	2,913,824	3,676,767	2,935,182	2,253,624
Current liabilities, including current portion of long-term debt	189,376	252,003	201,603	196,080	271,532
Total long-term debt, including current portion	1,358,212	1,453,557	2,075,910	1,622,706	887,715
Navios Holdings stockholders equity	1,206,376	1,059,106	1,059,583	925,480	805,820



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	Year Ended December 31, 2012	Year Ended December 31, 2011	Year Ended December 31, 2010	Year Ended December 31, 2009	Year Ended December 31, 2008
	(Expressed in thousands of U.S. dollars except per share data)				
<b>Other Financial Data</b>					
Net cash provided by/(used in) operating activities	\$ 233,846	\$ 106,643	\$ 188,641	\$ 216,451	\$ (28,388)
Net cash provided by/(used in) investing activities	7,251	(175,264)	(135,920)	(802,538)	(452,637)
Net cash (used in)/provided by financing activities	(154,325)	32,307	(19,244)	626,396	187,082
Book value per common share	11.68	10.34	10.43	9.17	8.02
Cash dividends per common share	0.30	0.25	0.24	0.27	0.38
Cash dividends per preferred share	201.1	200.0	345.52	52.35	
Cash paid for common stock dividend declared	30,730	25,542	24,107	27,154	28,588
Cash paid for preferred stock dividend declared	1,705	1,696	2,930	429	
Adjusted EBITDA (1)	\$ 399,483	\$ 260,826	\$ 356,126	\$ 206,801	\$ 165,478

- (1) EBITDA represents net income plus interest and finance costs plus depreciation and amortization and income taxes. Adjusted EBITDA in this document represents EBITDA before stock based compensation. Navios Holdings believes that Adjusted EBITDA is a basis upon which liquidity can be assessed and represents useful information to investors regarding Navios Holdings' ability to service and/or incur indebtedness, pay capital expenditures, meet working capital requirements and pay dividends. Navios Holdings also believes that Adjusted EBITDA is used (i) by prospective and current lessors as well as potential lenders to evaluate potential transactions; and (ii) to evaluate and price potential acquisition candidates.

Adjusted EBITDA has limitations as an analytical tool, and should not be considered in isolation or as a substitute for the analysis of Navios Holdings' results as reported under U.S. GAAP. Some of these limitations are: (i) Adjusted EBITDA does not reflect changes in, or cash requirements for, working capital needs; and (ii) although depreciation and amortization are non-cash charges, the assets being depreciated and amortized may have to be replaced in the future. Adjusted EBITDA does not reflect any cash requirements for such capital expenditures. Because of these limitations, Adjusted EBITDA should not be considered as a principal indicator of Navios Holdings' performance. Furthermore, our calculation of Adjusted EBITDA may not be comparable to that reported by other companies due to differences in methods of calculation.

The following table reconciles net cash from operating activities, as reflected in the consolidated statements of cash flows, to Adjusted EBITDA:

**Adjusted EBITDA Reconciliation from Cash from Operations**

	Year Ended December 31, 2012	Year Ended December 31, 2011	Year Ended December 31, 2010	Year Ended December 31, 2009	Year Ended December 31, 2008
	(Expressed in thousands of U.S. dollars except per share data)				
Net cash provided by/(used in) operating activities	\$ 233,846	\$ 106,643	\$ 188,641	\$ 216,451	\$ (28,388)
Net increase/(decrease) in operating assets	48,057	77,023	(7,051)	(30,399)	(87,797)
Net decrease/(increase) in operating liabilities	20,646	(23,633)	20,578	(56,498)	226,145
Payments for drydock and special survey costs	14,461	12,769	9,337	3,522	3,653
Net interest cost	97,170	97,481	90,628	55,237	39,298
Provision for losses on accounts receivable	(17,136)	(239)	(4,660)	(2,237)	(2,668)
Gain on sale of assets/partial sale of subsidiary	323	38,822	55,432	20,785	27,817
Unrealized (loss)/gain on FFA derivatives, warrants, interest rate swaps and expenses related to bond extinguishment	(124)	(5,285)	(12,882)	9,311	(15,376)
Earnings/(losses) in affiliates and joint ventures, net of dividends received	2,317	(6,909)	(307)	1,355	4,517
Unrealized losses on available for sale securities				(13,778)	
Compensation income				6,082	
(Loss)/gain on change in control		(35,325)	17,742		
Repurchase of convertible bond			3,799		

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Transaction expenses			(5,619)		
Noncontrolling interest	(77)	(521)	488	(3,030)	(1,723)
<b>Adjusted EBITDA</b>	<b>\$ 399,483</b>	<b>\$ 260,826</b>	<b>\$ 356,126</b>	<b>\$ 206,801</b>	<b>\$ 165,478</b>

**B. Capitalization and Indebtedness**

Not applicable.

**C. Reasons for the Offer and Use of Proceeds**

Not applicable.

**D. Risk Factors**

Some of the following risks relate principally to the industry in which we operate and our business in general. Other risks relate principally to the securities market and ownership of our common stock. You should carefully consider each of the following risks together with the other information incorporated into this Annual Report when evaluating the Company's business and its prospect. The risks and uncertainties described below are not the only ones the Company faces. Additional risks

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and uncertainties not presently known to the Company or that the Company currently considers immaterial may also impair the Company's business operations. If any of the following risks relating to our business and operations actually occur, our business, financial condition and results of operations could be materially and adversely affected and in that case, the trading price of our common stock could decline, and you could lose all or part of your investment.

**Risks Associated with the Shipping Industry and Our Drybulk Operations**

*The cyclical nature of the international drybulk shipping industry may lead to decreases in charter rates and lower vessel values, which could adversely affect our results of operations and financial condition.*

The shipping business, including the dry cargo market, is cyclical in varying degrees, experiencing severe fluctuations in charter rates, profitability and, consequently, vessel values. For example, during the period from January 1, 2011 to December 31, 2012, the Baltic Exchange's Panamax time charter average daily rates experienced a low of \$3,336 and a high of \$17,115. Additionally, during the period from January 1, 2011 to December 31, 2012, the Baltic Exchange's Capesize time charter average daily rates experienced a low of \$2,644 and a high of \$32,889 and the Baltic Exchange Dry Index experienced a low of 647 points and a high of 2,173 points. Navios Holdings anticipates that the future demand for its drybulk carriers and drybulk charter rates will be dependent upon demand for imported commodities, economic growth in the emerging markets, including the Asia Pacific region, India, Brazil and Russia, and in the rest of the world, seasonal and regional changes in demand and changes to the capacity of the world fleet. Recent adverse economic, political, social or other developments can decrease demand and prospects for growth in the shipping industry and thereby could reduce revenue significantly. The market supply of drybulk carriers has been increasing, as the number of drybulk carriers on order was recently near historic highs. These newbuildings were delivered in significant numbers starting at the beginning of 2006 and continued to be delivered in significant numbers through 2012. While vessel supply will continue to be affected by the delivery of new vessels and the removal of vessels from the global fleet, either through scrapping or accidental losses, an over-supply of drybulk carrier capacity could exacerbate the recent decrease in charter rates or prolong the period during which low charter rates prevail. Continuous declines in demand for commodities transported in drybulk carriers or an increase in supply of drybulk vessels could cause a further decline in charter rates, which could materially adversely affect our results of operations and financial condition. If we sell a vessel at a time when the market value of our vessels has fallen, the sale may be at less than the vessel's carrying amount, resulting in a loss.

The demand for vessels has generally been influenced by, among other factors:

global and regional economic conditions;

developments in international trade;

changes in seaborne and other transportation patterns, such as port congestion and canal closures;

weather and crop yields;

armed conflicts, acts of piracy and terrorist activities;

political developments; and

embargoes and strikes.

The supply of vessel capacity has generally been influenced by, among other factors:

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the number of vessels that are in or out of service;

the scrapping rate of older vessels;

port and canal traffic and congestion;

the number of newbuilding deliveries; and

vessel casualties.

***Disruptions in world financial markets and the resulting governmental action in Europe, the United States and other parts of the world could have a material adverse impact on our ability to obtain financing required to acquire vessels or new businesses. Furthermore, such a disruption would adversely affect our results of operations, financial condition and cash flows and could cause the market price of our shares to decline.***

Concerns relating to the European sovereign debt crisis have recently intensified. While Greece, Portugal, Ireland, Spain and Cyprus have been the most affected countries thus far, with each agreeing to a rescue package with the European Union and the International Monetary Fund, there are fears that other European countries may be further affected by increasing public debt burdens and weakening economic growth prospects. On January 13, 2012, Standard and Poor's Rating Services (Standard and Poor's) downgraded the long-term ratings for nine Eurozone nations, including France, Italy and Spain. Since then, Standard and Poor's, Moody's Investors Service and other credit ratings agencies have further downgraded certain Eurozone nations. Most recently Fitch Ratings downgraded Italy's sovereign credit rating on March 8, 2013. Such downgrades could negatively affect those countries' ability to access the public debt markets at reasonable rates or at all, materially affecting the financial conditions of banks in those countries, including those with which we maintain cash deposits and equivalents, or on which we rely on to finance our vessel and new business acquisitions.

Cash deposits and cash equivalents in excess of amounts covered by government-provided insurance are exposed to loss in the event of non-performance by financial institutions. We maintain cash deposits and equivalents in excess of government-provided insurance limits at banks in Greek and other European banks, which may expose us to a loss of cash deposits or cash equivalents.

In addition, the availability of borrowings under our revolving credit facilities with Cyprus Popular Bank Public Co. Ltd. may be affected by the agreement by Cyprus in March 2013 to restructure and recapitalize its banks in connection with its rescue package from the European Commission, European Central Bank and International Monetary Fund. Among other provisions, it was agreed that certain assets and liabilities of Cyprus Popular Bank Public Co. Ltd. would enter into receivership and the remaining assets and liabilities would be transferred to the Bank of Cyprus. As this restructuring process is on-going, the availability of our revolving credit facilities has not been confirmed. If we are unable to borrow under these facilities, we will need to seek other sources of financing which may be unavailable or may be more costly than our current facilities or subject us to more restrictions, which may have a material adverse impact on our ability to finance acquisitions of vessels or other assets or otherwise operate our business.

Furthermore, the United States and other parts of the world are exhibiting volatile economic trends and were recently in a recession. Despite signs of recovery, the outlook for the world economy remains uncertain. For example, the credit markets worldwide have experienced significant contraction, de-leveraging and reduced liquidity, and the U.S. federal government, state governments and foreign governments have implemented and are considering a broad variety of governmental action and/or new regulation of the financial markets. Additionally, uncertainty regarding tax policy and government spending in the United States has created an uncertain

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environment which could reduce demand for our services. Securities and futures markets and the credit markets are subject to comprehensive statutes, regulations and other requirements. The SEC, other regulators, self-regulatory organizations and exchanges are authorized to take extraordinary actions in the event of market emergencies, and may effect changes in law or interpretations of existing laws. Recently, a number of financial institutions have experienced serious financial difficulties and, in some cases, have entered bankruptcy proceedings or are in regulatory enforcement actions. These issues, along with the reprising of credit risk and the difficulties currently experienced by financial institutions, have made, and will likely continue to make, it difficult to obtain financing. As a result of the disruptions in the credit markets, many lenders have increased margins on lending rates, enacted tighter lending standards, required more restrictive terms (including higher collateral ratios for advances, shorter maturities and smaller loan amounts), or have refused to refinance existing debt at all. Additionally, certain banks that have historically been significant lenders to the shipping industry have reduced or ceased lending activities in the shipping industry. New banking regulations, including larger capital requirements and the resulting policies adopted by lenders, could reduce lending activities. We may experience difficulties obtaining financing commitments, including commitments to refinance our existing debt as balloon payments come due under our credit facilities, in the future if lenders are unwilling to extend financing to us or unable to meet their funding obligations due to their own liquidity, capital or solvency issues. Due to the fact that we would possibly cover all or a portion of the cost of any new vessel acquisition with debt financing, such uncertainty, combined with restrictions imposed by our current debt, could hamper our ability to finance vessels or new business acquisitions.

In addition, the economic uncertainty worldwide has markedly reduced demand for shipping services and has decreased shipping rates, which may adversely affect our results of operations and financial condition. Currently, the economies of China, Japan, other Pacific Asian countries and India are the main driving force behind the development in seaborne transportation. Reduced demand from such economies has driven decreased rates and vessel values.

We could face risks attendant to changes in economic environments, changes in interest rates, tax policies, and instability in certain securities markets, among other factors. Major market disruptions and the uncertainty in market conditions and the regulatory climate in the U.S., Europe and worldwide could adversely affect our business or impair our ability to borrow amounts under any future financial arrangements. The current market conditions may last longer than we anticipate. These recent and developing economic and governmental factors could have a material adverse effect on our results of operations, financial condition or cash flows.

### ***Our growth depends on continued growth in demand for drybulk commodities and the shipping of drybulk cargoes.***

Our growth strategy focuses on expansion in the drybulk shipping sector. Accordingly, our growth depends on continued growth in worldwide and regional demand for drybulk commodities and the shipping of drybulk cargoes, which could be negatively affected by a number of factors, such as declines in prices for drybulk commodities, or general political and economic conditions.

Reduced demand for drybulk commodities and the shipping of drybulk cargoes would have a material adverse effect on our future growth and could harm our business, results of operations and financial condition. In particular, Asian Pacific economies and India have been the main driving force behind the current increase in seaborne drybulk trade and the demand for drybulk carriers. A negative change in economic conditions in any Asian Pacific country, but particularly in China, Japan or India, may have a material adverse effect on our business, financial condition and results of operations, as well as our future prospects, by reducing demand and resultant charter rates.

### ***When our contracts expire, we may not be able to successfully replace them.***

The process for concluding contracts and longer term time charters generally involves a lengthy and intensive screening and vetting process and the submission of competitive bids. In addition to the quality and suitability of the vessel, medium and longer term shipping contracts tend to be awarded based upon a variety of other factors relating to the vessel operator, including:

environmental, health and safety record;

compliance with regulatory industry standards;

reputation for customer service, technical and operating expertise;

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shipping experience and quality of ship operations, including cost-effectiveness;

quality, experience and technical capability of crews;

the ability to finance vessels at competitive rates and overall financial stability;

relationships with shipyards and the ability to obtain suitable berths;

construction management experience, including the ability to procure on-time delivery of new vessels according to customer specifications;

willingness to accept operational risks pursuant to the charter, such as allowing termination of the charter for force majeure events; and

competitiveness of the bid in terms of overall price.

As a result of these factors, when our contracts including our long-term charters expire, we cannot assure you that we will be able to replace them promptly or at all or at rates sufficient to allow us to operate our business profitably, to meet our obligations, including payment of debt service to our lenders, or to pay dividends. Our ability to renew the charter contracts on our vessels on the expiration or termination of our current charters, or, on vessels that we may acquire in the future, the charter rates payable under any replacement charter contracts, will depend upon, among other things, economic conditions in the sectors in which our vessels operate at that time and the financial sector, changes in the supply and demand for vessel capacity and changes in the supply and demand for the transportation of commodities as described above.

However, if we are successful in employing our vessels under longer-term time charters, our vessels will not be available for trading in the spot market during an upturn in the market cycle, when spot trading may be more profitable. If we cannot successfully employ our vessels in profitable charter contracts, our results of operations and operating cash flow could be materially adversely affected.

***We may employ vessels on the spot market and thus expose ourselves to risk of losses based on short-term decreases in shipping rates.***

We periodically employ some of our vessels on a spot basis. The spot charter market is highly competitive and freight rates within this market are highly volatile, while longer-term charter contracts provide income at pre-determined rates over more extended periods of time. We cannot assure you that we will be successful in keeping our vessels fully employed in these short-term markets, or that future spot rates will be sufficient to enable such vessels to be operated profitably. A significant decrease in spot market rates or our inability to fully employ our vessels by taking advantage of the spot market would result in a reduction of the incremental revenue received from spot chartering and adversely affect our results of operations, including our profitability and cash flows, with the result that our ability to pay debt service and dividends could be impaired.

Additionally, if the spot market rates or short-term time charter rates become significantly lower than the time charter equivalent rates that some of our charterers

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are obligated to pay us under our existing charters, the charterers may have incentive to default under that charter or attempt to renegotiate the charter. If our charterers fail to pay their obligations, we would have to attempt to re-charter our vessels at lower charter rates, which would affect our ability to comply with our loan covenants and operate our vessels profitably. If we are not able to comply with our loan covenants and our lenders choose to accelerate our indebtedness and foreclose their liens, we could be required to sell vessels in our fleet and our ability to continue to conduct our business would be impaired.

***We depend upon significant customers for part of our revenues. The loss of one or more of these customers or a decline in the financial capability of our customers could materially adversely affect our financial performance.***

We have derived a significant part of our revenue from a small number of charterers. During the fiscal years ended December 31, 2012, 2011 and 2010, we derived approximately 24.6%, 20.2% and 24.4%, respectively, of our gross revenues from four customers.

If one or more of our charterers is unable to perform under one or more charters with us and we are not able to find a replacement charter, or if a charterer exercises certain rights to terminate the charter, or if a charterer is unable to make its charter payments in whole or in part, we could suffer a loss of revenues that could materially adversely affect our business, financial condition and results of operations. For the years ended December 31, 2012, 2011 and 2010, none of our customers accounted for more than 10% of the Company's revenue.

We could lose a customer or the benefits of a time charter if, among other things:

the customer fails to make charter payments because of its financial inability, disagreements with us or otherwise, which risk is increasing due to the current economic environment;

the customer terminates the charter because we fail to deliver the vessel within a fixed period of time, the vessel is lost or damaged beyond repair, there are serious deficiencies in the vessel or prolonged periods of off-hire, default under the charter; or

the customer terminates the charter because the vessel has been subject to seizure for more than a specified number of days. Furthermore, a number of our charters are at above-market rates, such that any loss of such charter may require us to recharter the vessel at significantly lower rates. Additionally, our charterers from time to time have sought to renegotiate their charter rates with us.

***We are subject to certain credit risks with respect to our counterparties on contracts, and the failure of such counterparties to meet their obligations could cause us to suffer losses on such contracts and thereby decrease revenues.***

We charter-out our vessels to other parties who pay us a daily rate of hire. We also enter into contracts of affreightment (COAs) pursuant to which we agree to carry cargoes, typically for industrial customers, who export or import drybulk cargoes. Additionally, we may enter into Forward Freight Agreements (FFAs), parts of which are traded over-the-counter. We also enter into spot market voyage contracts, where we are paid a rate per ton to carry a specified cargo on a specified route. The FFAs and these contracts and arrangements subject us to counterparty credit risks at various levels. If the counterparties fail to meet their obligations, we could suffer losses on such contracts which could materially adversely affect our financial condition and results of operations. In addition, if a charterer defaults on a time charter, we may only be able to enter into new contracts at lower rates. It is also possible that we would be unable to secure a charter at all. If we re-charter the vessel at lower rates or not at all, our financial condition and results of operations could be materially adversely affected.

Certain of our long term charter-out contracts have been insured until the end of 2016 through an AA rated European Union insurance provider for a maximum cash payment of up to \$120.0 million (including certain Navios Maritime Partners L.P.'s (Navios Partners) contracts). Our agreement provides that if the charterer goes into payment default, the insurer will reimburse us for the charter payments under the terms of the policy (subject to applicable deductibles and other customary limitations for such type of insurance).

***Trading and complementary hedging activities in freight, tonnage and FFAs subject us to trading risks, and we may suffer trading losses which could adversely affect our financial condition and results of operations.***

Due to drybulk shipping market volatility, success in this shipping industry requires constant adjustment of the balance between chartering-out vessels for long periods of time and trading them on a spot basis. A long-term contract to charter a vessel might lock us into a

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profitable or unprofitable situation depending on the direction of freight rates over the term of the contract. We seek to manage and mitigate that risk through trading and complementary hedging activities in freight, tonnage and FFAs. We are exposed to market risk in relation to our FFAs and could suffer substantial losses from these activities in the event that our expectations are incorrect. We trade FFAs with an objective of both economically hedging the risk on the fleet, specific vessels or freight commitments and taking advantage of short-term fluctuations in market prices. There can be no assurance that we will be able at all times to successfully protect ourselves from volatility in the shipping market. We may not successfully mitigate our risks, leaving us exposed to unprofitable contracts, and may suffer trading losses resulting from these hedging activities.

In our hedging and trading activities, we focus on short-term trading opportunities in which there are adequate liquidity in order to limit the risk we are taking. There can be no assurance we will be successful in limiting our risk, that significant price spikes will not result in significant losses, even on short-term trades, that liquidity will be available for our positions, or that all trades will be done within our risk management policies. Any such risk could be significant. In addition, the performance of our trading activities can significantly increase the variability of our operating performance in any given period and could materially adversely affect our financial condition. The FFA market has experienced significant volatility in the past few years and, accordingly, recognition of the changes in the fair value of FFAs could in the future cause significant volatility in earnings.

***We are subject to certain operating risks, including vessel breakdowns or accidents, that could result in a loss of revenue from the chartered-in vessels and which in turn could have an adverse effect on our results of operations or financial condition.***

Our exposure to operating risks of vessel breakdown and accidents mainly arises in the context of our owned vessels. The rest of our core fleet is chartered-in under time charters and, as a result, most operating risks relating to these time chartered vessels remain with their owners. If we pay hire on a chartered-in vessel at a lower rate than the rate of hire it receives from a sub-charterer to whom we have chartered out the vessel, a breakdown or loss of the vessel due to an operating risk suffered by the owner will, in all likelihood, result in our loss of the positive spread between the two rates of hire. Although we maintain insurance policies (subject to deductibles and exclusions) to cover us against the loss of such spread through the sinking or other loss of a chartered-in vessel, we cannot assure you that we will be covered under all circumstances or that such policies will be available in the future on commercially reasonable terms. Breakdowns or accidents involving our vessels and losses relating to chartered vessels which are not covered by insurance would result in a loss of revenue from the affected vessels adversely affecting our financial condition and results of operations.



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*The operation of ocean-going vessels entails the possibility of marine disasters including damage or destruction of the vessel due to accident, the loss of a vessel due to piracy or terrorism, damage or destruction of cargo and similar events that may cause a loss of revenue from affected vessels and damage our business reputation, which may in turn lead to loss of business.*

The operation of ocean-going vessels entails certain inherent risks that may materially adversely affect our business and reputation, including:

the damage or destruction of vessels due to marine disaster such as a collision;

the loss of a vessel due to piracy and terrorism;

cargo and property losses or damage as a result of the foregoing or drastic causes such as human error, mechanical failure and bad weather;

environmental accidents as a result of the foregoing; and

business interruptions and delivery delays caused by mechanical failure, human error, war, terrorism, political action in various countries, labor strikes or adverse weather conditions.

Any of these circumstances or events could substantially increase our costs. For example, the costs of replacing a vessel or cleaning up environmental damage could substantially lower our revenues by taking vessels out of operation permanently or for periods of time. Furthermore, the involvement of our vessels in a disaster or delays in delivery, damage or the loss of cargo may harm our reputation as a safe and reliable vessel operator and cause us to lose business.

The operation of vessels, such as dry bulk carriers, has certain unique risks. With a dry bulk carrier, the cargo itself and its interaction with the vessel can be an operational risk. By their nature, dry bulk cargoes are often heavy, dense, easily shift, and react badly to water exposure. In addition, dry bulk carriers are often subjected to battering treatment during unloading operations with grabs, jackhammers (to pry encrusted cargoes out of the hold) and small bulldozers. This treatment may cause damage to the vessel. Vessels damaged due to treatment during unloading procedures may be more susceptible to breach at sea. Hull breaches in dry bulk carriers may lead to the flooding of the vessels' holds. If a dry bulk carrier suffers flooding in its forward holds, the bulk cargo may become so dense and waterlogged that its pressure may buckle the vessel's bulkheads leading to the loss of a vessel.

The total loss or damage of any of our vessels or cargoes could harm our reputation as a safe and reliable vessel owner and operator. If we are unable to adequately maintain or safeguard our vessels, we may be unable to prevent any such damage, costs, or loss that could negatively impact our business, financial condition, results of operations, cash flows and ability to pay dividends.

Some of these inherent risks could result in significant damage, such as marine disaster or environmental incidents, and any resulting legal proceedings may be complex, lengthy, costly and, if decided against us, any of these proceedings or other proceedings involving similar claims or claims for substantial damages may harm our reputation and have a material adverse effect on our business, results of operations, cash flow and financial position. In addition, the legal systems and law enforcement mechanisms in certain countries in which we operate may expose us to risk and uncertainty. Further, we may be required to devote substantial time and cost defending these proceedings, which could divert the attention of management from our business.

Any of these factors may have a material adverse effect on our business, financial conditions and results of operations.

*We are subject to various laws, regulations and conventions, including environmental and safety laws that could require significant expenditures both to maintain compliance with such laws and to pay for any uninsured environmental liabilities including any resulting from a spill or other environmental incident.*

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The shipping business and vessel operation are materially affected by government regulation in the form of international conventions, national, state and local laws, and regulations in force in the jurisdictions in which vessels operate, as well as in the country or countries of their registration. Governmental regulations, safety or other equipment standards, as well as compliance with standards imposed by maritime self-regulatory organizations and customer requirements or competition, may require us to make capital and other expenditures. Because such conventions, laws and regulations are often revised, we cannot predict the ultimate cost of complying with such conventions, laws and regulations, or the impact thereof on the fair market price or useful life of our vessels. In order to satisfy any such requirements, we may be required to take any of our vessels out of service for extended periods of time, with corresponding losses of revenues. In the future, market conditions may not justify these expenditures or enable us to operate our vessels, particularly older vessels, profitably during the remainder of their economic lives. This could lead to significant asset write downs. In addition, violations of environmental and safety regulations can result in substantial penalties and, in certain instances, seizure or detention of our vessels.

Additional conventions, laws and regulations may be adopted that could limit our ability to do business, require capital expenditures or otherwise increase our cost of doing business, which may materially adversely affect our operations, as well as the shipping industry generally. In various jurisdictions legislation has been enacted, or is under consideration, that would impose more stringent requirements on air pollution and water discharges from our vessels. For example, the International Maritime Organization ( IMO ) periodically proposes and adopts amendments to revise the International Convention for the Prevention of Pollution from Ships ( MARPOL ), such as the revision to Annex VI which came into force on July 1, 2010. The revised Annex VI implements a phased reduction of the sulfur content of fuel and allows for stricter sulfur limits in designated emission control areas ( ECAs ). Thus far, ECAs have been formally adopted for the Baltic Sea and the North Sea including the English Channel. The North American ECA came into effect on August 1, 2012, and the United States Caribbean Sea ECA will come into force on January 1, 2013, having effect from January 1, 2014. These ECAs will limit SO<sub>x</sub>, NO<sub>x</sub> and particulate matter emissions. California has also adopted more stringent low sulfur fuel requirements within California regulated waters. In addition, the IMO, the U.S. and states within the U.S. have proposed or implemented requirements relating to the management of ballast water to prevent the harmful effects of foreign invasive species.

The operation of vessels is also affected by the requirements set forth in the International Safety Management ( ISM ) Code. The ISM Code requires shipowners and bareboat charterers to develop and maintain an extensive Safety Management System that includes the adoption of a safety and environmental protection policy setting forth instructions and procedures for safe vessel operation and describing procedures for dealing with emergencies. Further to this, the IMO has introduced the first ever mandatory measures for an international greenhouse gas reduction regime for a global industry sector. These energy efficiency measures took effect on January 1, 2013 and apply to all ships of 400 gross tonnage and above. They include the development of a ship energy efficiency management plan ( SEEMP ) which is akin to a safety management plan, which the industry will have to comply with. The failure of a ship owner or bareboat charterer to comply with the ISM Code and IMO measures may subject such party to increased liability, may decrease available insurance coverage for the affected vessels, and may result in a denial of access to, or detention in, certain ports.

For our vessels, including those operated under our fleet, at present, international liability for oil pollution is governed by the International Convention on Civil Liability for Bunker Oil Pollution Damage (the Bunker Convention ). In 2001, the IMO adopted the Bunker Convention, which imposes strict liability on shipowners for pollution damage and response costs incurred in contracting states caused by discharges, or threatened discharges, of bunker oil from all classes of ships. The Bunker Convention also requires registered owners of ships over a certain size to maintain insurance to cover their liability for pollution damage in an amount equal to the limits of liability under the applicable national or international limitation regime, including liability limits calculated in accordance with the Convention on Limitation of Liability for Maritime Claims 1976, as amended (the 1976 Convention ), discussed in more detail in the following paragraph. The Bunker Convention became effective in contracting states on November 21, 2008 and as of January 31, 2013 was in effect in 68 states. In non-contracting states, liability for such bunker oil pollution typically is determined by the national or other domestic laws in the jurisdiction where the spillage occurs.

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The right of vessel owners to limit liability incurred under the Bunker Convention depends on the applicable national or international regime. The 1976 Convention is the most widely applicable international regime limiting maritime pollution liability. Rights to limit liability under the 1976 Convention are forfeited where a spill is caused by a shipowner's intentional or reckless conduct. Certain jurisdictions have ratified the IMO's Protocol of 1996 to the 1976 Convention, referred to herein as the Protocol of 1996. The Protocol of 1996 provides for substantially higher liability limits in those jurisdictions than the limits set forth in the 1976 Convention. Finally, some jurisdictions, such as the United States, are not a party to either the 1976 Convention or the Protocol of 1996, and, therefore, a shipowner's rights to limit liability for maritime pollution in such jurisdictions may be uncertain.

Environmental legislation in the United States merits particular mention as it is in many respects more onerous than international laws, representing a high-water mark of regulation with which ship owners and operators must comply, and of liability likely to be incurred in the event of non-compliance or an incident causing pollution. Such regulation may become even stricter if laws are changed as a result of the April 2010 Deepwater Horizon oil spill in the Gulf of Mexico. In the United States, the Oil Pollution Act (OPA) establishes an extensive regulatory and liability regime for the protection and cleanup of the environment from cargo and bunker oil spills from vessels, including tankers. The OPA covers all owners and operators whose vessels trade in the United States, its territories and possessions or whose vessels operate in United States waters, which includes the United States territorial sea and its 200 nautical mile exclusive economic zone. Under the OPA, vessel owners, operators and bareboat charterers are responsible parties and are jointly, severally and strictly liable (unless the spill results solely from the act or omission of a third party, an act of God or an act of war) for all containment and clean-up costs and other damages arising from discharges or substantial threats of discharges, of oil from their vessels. In response to the 2010 Deepwater Horizon oil incident in the Gulf of Mexico, the U.S. House of Representatives passed and the U.S. Senate considered but did not pass a bill to strengthen certain requirements of the OPA; similar legislation may be introduced in the future 113th Congress.

In addition to potential liability under the OPA, vessel owners may in some instances incur liability on an even more stringent basis under state law in the particular state where the spillage occurred. For example, California regulations prohibit the discharge of oil, require an oil contingency plan be filed with the state, require that the ship owner contract with an oil response organization and require a valid certificate of financial responsibility, all prior to the vessel entering state waters.

In the last decade, the EU has become increasingly active in the field of regulation of maritime safety and protection of the environment. In some areas of regulation the EU has introduced new laws without attempting to procure a corresponding amendment to international law. Notably, the EU adopted in 2005 a directive, as amended in 2009, on ship-source pollution, imposing criminal sanctions for pollution not only where pollution is caused by intent or recklessness (which would be an offense under MARPOL), but also where it is caused by serious negligence. The concept of serious negligence may be interpreted in practice to be little more than ordinary negligence. The directive could therefore result in criminal liability being incurred in circumstances where it would not be incurred under international law. Criminal liability for a pollution incident could not only result in us incurring substantial penalties or fines, but may also, in some jurisdictions, facilitate civil liability claims for greater compensation than would otherwise have been payable.

We maintain insurance coverage for each owned vessel in our fleet against pollution liability risks in the amount of \$1.0 billion in the aggregate for any one event. The insured risks include penalties and fines as well as civil liabilities and expenses resulting from accidental pollution. However, this insurance coverage is subject to exclusions, deductibles and other terms and conditions. If any liabilities or expenses fall within an exclusion from coverage, or if damages from a catastrophic incident exceed the aggregate liability of \$1.0 billion for any one event, our cash flow, profitability and financial position would be adversely impacted.

### ***Climate change and government laws and regulations related to climate change could negatively impact our financial condition.***

Regarding climate change in particular, we are and will be, directly and indirectly, subject to the effects of climate change and may, directly or indirectly, be affected by government laws and regulations related to climate change. A number of countries have adopted or are considering the adoption of, regulatory frameworks to reduce greenhouse gas emissions. In the U.S., the United States Environmental Protection Agency (U.S. EPA) has declared greenhouse gases to be dangerous pollutants and has issued greenhouse gas reporting requirements for emissions sources in certain industries (which do not include the shipping industry). The U.S. EPA is also considering petitions to regulate greenhouse gas emissions from marine vessels.

In addition, while the emissions of greenhouse gases from international shipping are not subject to the Kyoto Protocol to the United Nations Framework Convention on Climate Change (UNFCCC), which requires adopting countries to implement national programs to reduce greenhouse gas emissions, the IMO intends to develop limits on greenhouse gases from international shipping. It has responded to the global focus on climate change and greenhouse gas emissions by developing specific technical and operational efficiency measures and a work plan for market-based mechanisms in 2011. These include the mandatory measures of the ship energy efficiency management plan (SEEMP), outlined above, and an energy efficiency design index (EEDI) for new ships. The IMO is also considering its position on market-based measures through an expert working group, which was expected to report back to its Marine Environment Protection Committee (MEPC) in late 2012. Among the

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numerous proposals being considered by the working group are the following: a port state levy based on the amount of fuel consumed by the vessel on its voyage to the port in question; a global emissions trading scheme which would allocate emissions allowances and set an emissions cap; and an international fund establishing a global reduction target for emissions for international shipping, to be set either by the UNFCCC or the IMO. At its 64<sup>th</sup> session on October 1 to 5, 2012, the MEPC indicated that 2015 was the target year for Member States to identify market-based measures for international shipping.

In December 2011, UN climate change talks took place in Durban and concluded with an agreement referred to as the Durban Platform for Enhanced Action. The Durban Conference did not result in any proposals specifically addressing the shipping industry's role in climate change but the progress that has been made by the IMO in this area was widely acknowledged throughout the negotiating bodies of the UNFCCC process.

The European Union announced in April 2007 that it planned to expand the European Union emissions trading scheme by adding vessels, and a proposal from the European Commission was expected if no global regime for reduction of seaborne emissions had been agreed to by the end of 2011. That deadline has now expired and it remains to be seen what position the EU takes in this regard in the period ahead. As of January 31, 2013 the Commission has stopped short of proposing that emissions from ships be included in the EU's emissions-trading scheme (ETS). However on October 1, 2012 it announced that it would propose measures to monitor verify and report on greenhouse-gas emissions from the shipping sector in early 2013. This may be seen as indicative of an intention to maintain pressure on the international negotiating process.

We cannot predict with any degree of certainty what effect, if any possible climate change and government laws and regulations related to climate change will have on our operations, whether directly or indirectly. While we believe that it is difficult to assess the timing and effect of climate change and pending legislation and regulation related to climate change on our business, we believe that climate change, including the possible increase in severe weather events resulting from climate change, and government laws and regulations related to climate change may affect, directly or indirectly, (i) the cost of the vessels we may acquire in the future, (ii) our ability to continue to operate as we have in the past, (iii) the cost of operating our vessels, and (iv) insurance premiums, deductibles and the availability of coverage. As a result, our financial condition could be negatively impacted by significant climate change and related governmental regulation, and that impact could be material.

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*We are subject to vessel security regulations and will incur costs to comply with recently adopted regulations and may be subject to costs to comply with similar regulations which may be adopted in the future in response to terrorism.*

Since the terrorist attacks of September 11, 2001, there have been a variety of initiatives intended to enhance vessel security. On November 25, 2002, the Maritime Transportation Security Act of 2002 ( MTSA ) came into effect. To implement certain portions of the MTSA, in July 2003, the U.S. Coast Guard issued regulations requiring the implementation of certain security requirements aboard vessels operating in waters subject to the jurisdiction of the United States. Similarly, in December 2002, amendments to the International Convention for the Safety of Life at Sea ( SOLAS ) created a new chapter of the convention dealing specifically with maritime security. The new chapter went into effect in July 2004, and imposes various detailed security obligations on vessels and port authorities, most of which are contained in the newly created ISPS Code. Among the various requirements are:

on-board installation of automatic information systems ( AIS ) to enhance vessel-to-vessel and vessel-to-shore communications;

on-board installation of ship security alert systems;

the development of vessel security plans; and

compliance with flag state security certification requirements.

Furthermore, additional security measures could be required in the future which could have a significant financial impact on us. The U.S. Coast Guard regulations, intended to be aligned with international maritime security standards, exempt non-U.S. vessels from MTSA vessel security measures, provided such vessels have on board a valid International Ship Security Certificate ( ISSC ) that attests to the vessel's compliance with SOLAS security requirements and the ISPS Code. We have implemented and will continue implement the various security measures addressed by the MTSA, SOLAS and the ISPS Code and take measures for the vessels to attain compliance with all applicable security requirements within the prescribed time periods. Although management does not believe these additional requirements will have a material financial impact on our operations, there can be no assurance that there will not be an interruption in operations to bring vessels into compliance with the applicable requirements and any such interruption could cause a decrease in charter revenues. Furthermore, additional security measures could be required in the future which could have a significant financial impact on us.

The cost of vessel security measures has also been affected by the escalation in recent years in the frequency and seriousness of acts of piracy against ships, notably off the coast of Somalia, including the Gulf of Aden and Arabian Sea area. Attacks of this kind have commonly resulted in vessels and their crews being detained for several months, and being released only on payment of large ransoms. Substantial loss of revenue and other costs may be incurred as a result of such detention. Although we insure against these losses to the extent practicable, the risk remains of uninsured losses which could significantly affect our business. Costs are incurred in taking additional security measures in accordance with Best Management Practices to Deter Piracy, notably those contained in the BMP3 industry standard. A number of flag states have signed the 2009 New York Declaration, which expresses commitment to Best Management Practices in relation to piracy and calls for compliance with them as an essential part of compliance with the ISPS Code.

*Acts of piracy on ocean-going vessels have increased in frequency and magnitude, which could adversely affect our business.*

The shipping industry has historically been affected by acts of piracy in regions such as the South China Sea and the Gulf of Aden. Although the frequency of sea piracy worldwide decreased during 2012 to its lowest level since its increase in 2009, sea piracy incidents continue to occur, particularly in the Gulf of Aden off the coast of Somalia and increasingly in the Gulf of Guinea. A significant example came in February 2011 when the M/V Irene SL, a crude oil tanker which was not affiliated with us, was captured by pirates in the Arabian Sea while carrying crude oil estimated to be worth approximately \$200 million. In December 2009, the Navios Apollon, a vessel owned by our affiliate, Navios Partners, was seized by pirates 800 miles off the coast of Somalia while transporting fertilizer from Tampa, Florida to Rozi, India and was released on February 27, 2010. If these piracy attacks result in regions (in which our vessels are deployed) being characterized by insurers as war risk zones or Joint War Committee (JWC) war and strikes listed areas, premiums payable for such insurance coverage could increase significantly and such insurance coverage may be more difficult to obtain. Crew costs, including those due to employing onboard security guards, could increase in such circumstances. In addition, while we believe the charterer remains liable for charter payments when a vessel is seized by pirates, the charterer may dispute this and withhold charter hire until the vessel is released. A charterer may also claim that a vessel seized by pirates was not on-hire for a certain number of days and it is therefore entitled to cancel the charter party, a claim that we would dispute. We may not be

adequately insured to cover losses from these incidents, which could have a material adverse effect on us. In addition, detention hijacking as a result of an act of piracy against our vessels, or an increase in cost, or unavailability of insurance for our vessels, could have a material adverse impact on our business, financial condition, results of operations and cash flows. Acts of piracy on ocean-going vessels could adversely affect our business and operations.

***Our operations expose us to global political risks, such as wars and political instability that may interfere with the operation of our vessels causing a decrease in revenues from such vessels.***

We are an international company and conduct our operations primarily outside the United States. Changing economic, political and governmental conditions in the countries where we are engaged in business or where our vessels are registered will affect us. In the past, political conflicts, particularly in the Persian Gulf, resulted in attacks on vessels, mining of waterways and other efforts to disrupt shipping in the area. For example, in October 2002, the vessel Limburg, which was not affiliated with us, was attacked by terrorists in Yemen. Acts of terrorism and piracy have also affected vessels trading in regions such as the South China Sea. Following the terrorist attack in New York City on September 11, 2001, and the military response of the United States, the likelihood of future acts of terrorism may increase, and our vessels may face higher risks of being attacked in the Middle East region and interruption of operations causing a decrease in revenues. In addition, continuing conflicts and recent developments in North Africa and the Middle East and future hostilities or other political instability in regions where our vessels trade could affect our trade patterns and adversely affect our operations by causing delays in shipping on certain routes or making shipping impossible on such routes, thereby causing a decrease in revenues.

In addition, a government could requisition title or seize our vessels during a war or national emergency. Requisition of title occurs when a government takes a vessel and becomes the owner. A government could also requisition our vessels for hire, which would result in the government's taking control of a vessel and effectively becoming the charterer at a dictated charter rate. Requisition of one or more of our vessels would have a substantial negative effect on us as we would potentially lose all revenues and earnings from the requisitioned vessels and permanently lose the vessels. Such losses might be partially offset if the requisitioning government compensated us for the requisition.

***A failure to pass inspection by classification societies could result in one or more vessels being unemployable unless and until they pass inspection, resulting in a loss of revenues from such vessels for that period and a corresponding decrease in operating cash flows.***

The hull and machinery of every commercial vessel must be classed by a classification society authorized by its country of registry. The classification society certifies that a vessel is safe and seaworthy in accordance with the applicable rules and regulations of the country of registry of the vessel and with SOLAS. Our owned fleet is currently enrolled with Nippon Kaiji Kiokai, Bureau Veritas, Lloyd's Register and American Bureau of Shipping.

A vessel must undergo an annual survey, an intermediate survey and a special survey. In lieu of a special survey, a vessel's machinery may be on a continuous survey cycle, under which the machinery would be surveyed periodically over a five-year period. Our vessels are on special survey cycles for hull inspection and continuous survey cycles for machinery inspection. Every vessel is also required to be drydocked every two to three years for inspection of the underwater parts of such vessel.

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If any vessel fails any annual survey, intermediate survey or special survey, the vessel may be unable to trade between ports and, therefore, would be unemployable, potentially causing a negative impact on our revenues due to the loss of revenues from such vessel until she is able to trade again.

### ***Rising crew costs may adversely affect our profits.***

Crew costs are a significant expense for us. Recently, the limited supply of and increased demand for well-qualified crew, due to the increase in the size of the global shipping fleet, has created upward pressure on crewing costs, which we generally bear under our period, time and spot charters. Increases in crew costs may adversely affect our profitability.

### ***The shipping industry has inherent operational risks that may not be adequately covered by our insurance.***

The operation of ocean-going vessels in international trade is inherently risky. Although we carry insurance for our fleet covering risks commonly insured against by vessel owners and operators, such as hull and machinery insurance, war risks insurance and protection and indemnity insurance (which include environmental damage and pollution insurance), all risks may not be adequately insured against, and any particular claim may not be paid. We do not currently maintain off-hire insurance, which would cover the loss of revenue during extended vessel off-hire periods, such as those that occur during an unscheduled drydocking due to damage to the vessel from accidents. Accordingly, any extended vessel off-hire, due to an accident or otherwise, could have a material adverse effect on our business. Any claims covered by insurance would be subject to deductibles, and since it is possible that a large number of claims may be brought, the aggregate amount of these deductibles could be material.

We may be unable to procure adequate insurance coverage at commercially reasonable rates in the future. For example, more stringent environmental regulations have led in the past to increased costs for, and in the future may result in the lack of availability of, insurance against risks of environmental damage or pollution. A catastrophic oil spill or marine disaster could exceed our insurance coverage, which could harm our business, financial condition and operating results. Changes in the insurance markets attributable to terrorist attacks may also make certain types of insurance more difficult for us to obtain. In addition, the insurance that may be available to us in the future may be significantly more expensive than our existing coverage.

Even if our insurance coverage is adequate to cover our losses, we may not be able to timely obtain a replacement vessel in the event of a loss. Furthermore, in the future, we may not be able to obtain adequate insurance coverage at reasonable rates for our fleet. Our insurance policies also contain deductibles, limitations and exclusions which can result in significant increased overall costs to us.

***Because we obtain some of our insurance through protection and indemnity associations, we may also be subject to calls, or premiums, in amounts based not only on our own claim records, but also on the claim records of all other members of the protection and indemnity associations.***

We may be subject to calls, or premiums, in amounts based not only on our claim records but also on the claim records of all other members of the protection and indemnity associations through which we receive insurance coverage for tort liability, including pollution-related liability. Our payment of these calls could result in significant expenses to us, which could have a material adverse effect on our business, results of operations and financial condition.

### ***Maritime claimants could arrest our vessels, which could interrupt our cash flow.***

Crew members, suppliers of goods and services to a vessel, shippers of cargo, and other parties may be entitled to a maritime lien against a vessel for unsatisfied debts, claims or damages against such vessel. In many jurisdictions, a maritime lien holder may enforce its lien by arresting a vessel through foreclosure proceedings. The arrest or attachment of one or more of our vessels could interrupt our cash flow and require us to pay large sums of funds to have the arrest lifted. We are not currently aware of the existence of any such maritime lien on our vessels.

In addition, in some jurisdictions, such as South Africa, under the sister ship theory of liability, a claimant may arrest both the vessel which is subject to the claimant's maritime lien and any associated vessel, which is any vessel owned or controlled by the same owner. Claimants could try to assert sister ship liability against one vessel in our fleet for claims relating to another ship in the fleet.

### ***The risks and costs associated with vessels increase as the vessels age.***

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The costs to operate and maintain a vessel in operation increase with the age of the vessel. The average age of the vessels in our fleet is 6.1 years, and most drybulk vessels have an expected life of approximately 25 years. In some instances, charterers prefer newer vessels that are more fuel efficient than older vessels. Cargo insurance rates also increase with the age of a vessel, making older vessels less desirable to charterers as well. Governmental regulations, safety or other equipment standards related to the age of the vessels may require expenditures for alterations or the addition of new equipment to our vessels and may restrict the type of activities in which these vessels may engage. We cannot assure you that, as our vessels age, market conditions will justify those expenditures or enable us to operate our vessels profitably during the remainder of their useful lives. If we sell vessels, we may have to sell them at a loss, and if charterers no longer charter-out vessels due to their age, our earnings could be materially adversely affected.

***If we fail to manage our planned growth properly, we may not be able to expand our fleet successfully, which may adversely affect our overall financial position.***

We have grown our fleet and business significantly since August 2005. We intend to continue to expand our fleet in the future. Our growth will depend on:

locating and acquiring suitable vessels;

identifying reputable shipyards with available capacity and contracting with them for the construction of new vessels;

integrating any acquired vessels successfully with our existing operations;

enhancing our customer base;

managing our expansion; and

obtaining required financing, which could include debt, equity or combinations thereof.

Additionally, the marine transportation and logistics industries are capital intensive, traditionally using substantial amounts of indebtedness to finance vessel acquisitions, capital expenditures and working capital needs. If we finance the purchase of our vessels through the issuance of debt securities, it could result in:

default and foreclosure on our assets if our operating cash flow after a business combination or asset acquisition were insufficient to pay our debt obligations;



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acceleration of our obligations to repay the indebtedness even if we have made all principal and interest payments when due if the debt security contained covenants that required the maintenance of certain financial ratios or reserves and any such covenant was breached without a waiver or renegotiation of that covenant;

our immediate payment of all principal and accrued interest, if any, if the debt security was payable on demand; and

our inability to obtain additional financing, if necessary, if the debt security contained covenants restricting our ability to obtain additional financing while such security was outstanding.

In addition, our business plan and strategy is predicated on buying vessels in a distressed market at what we believe is near the low end of the cycle in what has typically been a cyclical industry. However, there is no assurance that shipping rates and vessels asset values will not sink lower, or that there will be an upswing in shipping costs or vessel asset values in the near-term or at all, in which case our business plan and strategy may not succeed in the near-term or at all. Growing any business by acquisition presents numerous risks such as undisclosed liabilities and obligations, difficulty experienced in obtaining additional qualified personnel and managing relationships with customers and suppliers and integrating newly acquired operations into existing infrastructures. We may not be successful in growing and may incur significant expenses and losses.

***If we purchase any newbuilding vessels, delays, cancellations or non-completion of deliveries of newbuilding vessels could harm our operating results.***

If we purchase any newbuilding vessels, the shipbuilder could fail to deliver the newbuilding vessel as agreed or their counterparty could cancel the purchase contract if the shipbuilder fails to meet its obligations. In addition, under charters we may enter into that are related to a newbuilding, if our delivery of the newbuilding to our customer is delayed, we may be required to pay liquidated damages during such delay. For prolonged delays, the customer may terminate the charter and, in addition to the resulting loss of revenues, we may be responsible for additional, substantial liquidated damages.

The completion and delivery of newbuildings could be delayed, cancelled or otherwise not completed because of:

quality or engineering problems;

changes in governmental regulations or maritime self-regulatory organization standards;

work stoppages or other labor disturbances at the shipyard;

bankruptcy or other financial crisis of the shipbuilder;

a backlog of orders at the shipyard;

political or economic disturbances;

weather interference or catastrophic event, such as a major earthquake or fire;

requests for changes to the original vessel specifications;

shortages of or delays in the receipt of necessary construction materials, such as steel;

inability to finance the construction or conversion of the vessels; or

inability to obtain requisite permits or approvals.

If delivery of a vessel is materially delayed, it could materially adversely affect our results of operations and financial condition and our ability to make cash distributions.

***Although we have long-standing relationships with certain Japanese shipowners that provide us access to competitive contracts, we cannot assure you that we will always be able to maintain such relationships or that such contracts will continue to be available in the future.***

We have long-standing relationships with certain Japanese shipowners that give us access to time charters at favorable rates and that, in some cases, include options to purchase the vessels at favorable prices relative to the current market. We cannot assure you that we will have such relationships indefinitely. In addition, there is no assurance that Japanese shipowners will generally make contracts available on the same or substantially similar terms in the future.

***The smuggling of drugs or other contraband onto our vessels may lead to governmental claims against us.***

We expect that our vessels will call in ports in South America and other areas where smugglers attempt to hide drugs and other contraband on vessels, with or without the knowledge of crew members. To the extent our vessels are found with contraband, whether inside or attached to the hull of our vessel and whether with or without the knowledge of any of our crew, we may face governmental or other regulatory claims which could have an adverse effect on our business, results of operations, cash flows, financial condition and ability to pay dividends.

***Our vessels may be subject to unbudgeted periods of off-hire, which could materially adversely affect our business, financial condition and results of operations.***

Under the terms of the charter agreements under which our vessels operate, or are expected to operate in the case of a newbuilding, when a vessel is off-hire, or not available for service or otherwise deficient in its condition or performance, the charterer generally is not required to pay the hire rate, and we will be responsible for all costs (including the cost of bunker fuel) unless the charterer is responsible for the circumstances giving rise to the lack of availability. A vessel generally will be deemed to be off-hire if there is an occurrence preventing the full working of the vessel due to, among other things:

operational deficiencies;

the removal of a vessel from the water for repairs, maintenance or inspection, which is referred to as drydocking;

equipment breakdowns;

delays due to accidents or deviations from course;

occurrence of hostilities in the vessel's flag state or in the event of piracy;

crewing strikes, labor boycotts, certain vessel detentions or similar problems; or



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our failure to maintain the vessel in compliance with its specifications, contractual standards and applicable country of registry and international regulations or to provide the required crew.

***Our international activities increase the compliance risks associated with economic and trade sanctions and anti-corruption laws imposed by the United States, the European Union and other jurisdictions.***

Our international operations could expose us to trade and economic sanctions or other restrictions imposed by the United States or other governments or organizations, including the United Nations, the European Union and its member countries. Under economic and trading sanctions laws, governments may seek to impose modifications to business practices, and modifications to compliance programs, which may increase compliance costs, and may subject us to fines, penalties and other sanctions.

Recently, the scope of sanctions imposed against the government of Iran and persons engaging in certain activities or doing certain business with and relating to Iran has been expanded by a number of jurisdictions, including the United States, the European Union and Canada. Not only has the United States enacted new legislation which imposed new sanctions that specifically restrict shipping refined petroleum into Iran, but also the European Union has implemented new restrictive measures which prohibit the purchase, transport or insurance of Iranian oil or petroleum products (the tankers of our affiliate, Navios Maritime Acquisition Corporation have in the past, but do not currently, call on ports in Iran). There has also been an increased focus on economic and trade sanctions enforcement that has led recently to a significant number of penalties being imposed against shipping companies.

We are monitoring developments in the United States, the European Union and other jurisdictions that maintain sanctions programs, including developments in implementation and enforcement of such sanctions programs. Expansion of sanctions programs, embargoes and other restrictions in the future (including additional designations of countries subject to sanctions), or modifications in how existing sanctions are interpreted or enforced, could prevent the tankers of our affiliate from calling on ports in sanctioned countries or could limit their cargoes. If any of the risks described above materialize, it could have a material adverse impact on our business and results of operations.

Furthermore, we may operate in a number of countries throughout the world, including countries known to have a reputation for corruption. We are committed to doing business in accordance with applicable anti-corruption laws and have adopted a code of business conduct and ethics which is consistent and in full compliance with the U.S. Foreign Corrupt Practices Act of 1977, or the FCPA. We are subject, however, to the risk that we, our affiliated entities or our or their respective officers, directors, employees and agents may take actions determined to be in violation of such anti-corruption laws, including the FCPA. Any such violation could result in substantial fines, sanctions, civil and/or criminal penalties, curtailment of operations in certain jurisdictions, and might adversely affect our business, results of operations or financial condition. In addition, actual or alleged violations could damage our reputation and ability to do business. Furthermore, detecting, investigating, and resolving actual or alleged violations is expensive and can consume significant time and attention of our senior management.

***Our Chairman and Chief Executive Officer holds approximately 24% of our common stock and will be able to exert considerable influence over our actions; her failure to own a significant amount of our common stock or to be our Chief Executive Officer would constitute a default under our secured credit facilities.***

Ms. Angeliki Frangou owns approximately 24% of the outstanding shares of our common stock, and has filed a Schedule 13D indicating that she intends, subject to market conditions, to purchase in total \$20.0 million of our common stock (as of March 26, 2012, she had purchased approximately \$10.0 million in value of our common stock). As the Chairman, Chief Executive Officer and a significant stockholder, she has the power to exert considerable influence over our actions and the outcome of matters on which our stockholders are entitled to vote including the election of directors and other significant corporate actions. The interests of Ms. Frangou may be different from your interests. Furthermore, if Ms. Frangou ceases to hold a minimum of 20% of our common stock, does not remain actively involved in the business, or ceases to be our Chief Executive Officer, then we will be in default under our secured credit facilities.

***The loss of key members of our senior management team could disrupt the management of our business.***

We believe that our success depends on the continued contributions of the members of our senior management team, including Ms. Angeliki Frangou, our Chairman, Chief Executive Officer and principal stockholder. The loss of the services of Ms. Frangou or one of our other executive officers or senior management members could impair our ability to identify and secure new charter contracts, to maintain good customer relations and to otherwise manage our business, which could have a material adverse effect on our financial performance and our ability to compete.

***Certain of our directors, officers, and principal stockholders are affiliated with entities engaged in business activities similar to those conducted by us which may compete directly with us, causing such persons to have conflicts of interest.***

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Some of our directors, officers and principal stockholders have affiliations with entities that have similar business activities to those conducted by us. Certain of our directors are also directors of other shipping companies and they may enter similar businesses in the future. These other affiliations and business activities may give rise to certain conflicts of interest in the course of such individuals' affiliation with us. Although we do not prevent our directors, officers and principal stockholders from having such affiliations, we use our best efforts to cause such individuals to comply with all applicable laws and regulations in addressing such conflicts of interest. Our officers and employee directors devote their full time and attention to our ongoing operations, and our non-employee directors devote such time as is necessary and required to satisfy their duties as directors of a public company.

***Because we generate all of our revenues in U.S. dollars but incur a portion of our expenses in other currencies, exchange rate fluctuations could cause us to suffer exchange rate losses, thereby increasing expenses and reducing income.***

We engage in worldwide commerce with a variety of entities. Although our operations may expose us to certain levels of foreign currency risk, our transactions are predominantly U.S. dollar-denominated at the present. Additionally, our South American subsidiaries transact a nominal amount of their operations in Uruguayan pesos, Paraguayan Guaranies, Argentinean pesos and Brazilian Reales, whereas our wholly-owned vessel subsidiaries and the vessel management subsidiary transact a nominal amount of their operations in Euros; however, all of the subsidiaries' primary cash flows are U.S. dollar-denominated. In 2012, approximately 30.8 % of our expenses were incurred in currencies other than U.S. dollars. Transactions in currencies other than the functional currency are translated at the exchange rate in effect at the date of each transaction. Expenses incurred in foreign currencies against which the U.S. dollar falls in value can increase, thereby decreasing our income. For example, as of December 31, 2012, the value of the U.S. dollar as compared to the Euro decreased by approximately 2.0% compared with the respective value as of December 31, 2011. A greater percentage of our transactions and expenses in the future may be denominated in currencies other than U.S. dollar. As part of our overall risk management policy, we attempt to hedge these risks in exchange rate fluctuations from time to time. We may not always be successful in such hedging activities and, as a result, our operating results could suffer as a result of non-hedged losses incurred as a result of exchange rate fluctuations.

***We are incorporated in the Republic of the Marshall Islands, which does not have a well-developed body of corporate law.***

Our corporate affairs are governed by our amended and restated articles of incorporation and by-laws and by the Marshall Islands Business Corporations Act ( BCA ). The provisions of the BCA are intended to resemble provisions of the corporation laws of a number of states in the United States. However, there have been few judicial cases in the Republic of the Marshall Islands interpreting the BCA. The rights and fiduciary responsibilities of directors under the law of the Republic of

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the Marshall Islands are not as clearly established as the rights and fiduciary responsibilities of directors under statutes or judicial precedent in existence in certain U.S. jurisdictions. Stockholder rights may differ as well. The BCA does specifically incorporate the non-statutory law, or judicial case law, of the State of Delaware and other states with substantially similar legislative provisions. Accordingly, you may have more difficulty protecting your interests in the face of actions by management, directors or controlling stockholders than you would in the case of a corporation incorporated in the State of Delaware or other U.S. jurisdictions.

***We, and certain of our officers and directors, may be difficult to serve with process as we are incorporated in the Republic of the Marshall Islands and such persons may reside outside of the United States.***

We are a corporation organized under the laws of the Republic of the Marshall Islands. Several of our directors and officers are residents of Greece or other non-U.S. jurisdictions. Substantial portions of the assets of these persons are located in Greece or other non-U.S. jurisdictions. Thus, it may not be possible for investors to affect service of process upon us, or our non-U.S. directors or officers, or to enforce any judgment obtained against these persons in U.S. courts. Also, it may not be possible to enforce U.S. securities laws or judgments obtained in U.S. courts against these persons in a non-U.S. jurisdiction.

***Being a foreign private issuer exempts us from certain SEC requirements.***

We are a foreign private issuer within the meaning of rules promulgated under the Securities Exchange Act of 1934, as amended (the Exchange Act). As such, we are exempt from certain provisions applicable to United States public companies including:

the rules under the Exchange Act requiring the filing with the SEC of quarterly reports on Form 10-Q or current reports on Form 8-K;

the sections of the Exchange Act regulating the solicitation of proxies, consents or authorizations in respect of a security registered under the Exchange Act;

the provisions of Regulation FD aimed at preventing issuers from making selective disclosures of material information; and

the sections of the Exchange Act requiring insiders to file public reports of their stock ownership and trading activities and establishing insider liability for profits realized from any short-swing trading transaction (i.e., a purchase and sale, or sale and purchase, of the issuer's equity securities within less than six months).

Because of these exemptions, investors are not afforded the same protections or information generally available to investors holding shares in public companies organized in the United States.

## **Risks Relating to Our Debt**

***We have substantial debt, which could adversely affect our financial health and our ability to obtain financing in the future, react to changes in our business and make payments under the notes.***

As of December 31, 2012, we had \$1,358.2 million in aggregate principal amount of debt outstanding of which \$550.0 million was unsecured. We also have up to \$70.0 million available to us to be used for general corporate purposes under our existing credit facilities. We may increase the amount of our indebtedness in the future, which would further exacerbate the risks listed below.

As a result of the on-going restructuring of Cyprus Popular Bank Public Co. Ltd., the availability of our \$70.0 million revolving credit facilities has not been confirmed. See Risk Factors Disruptions in world financial markets and the resulting governmental action in Europe, the United States and in other parts of the world could have a material adverse impact on our ability to obtain financing required to acquire vessels or new businesses. Furthermore, such a disruption would adversely affect our results of operations, financial condition and cash flows and cause the market price of our shares to decline.

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Our substantial debt could have important consequences to holders of our common stock. Because of our substantial debt:

our ability to obtain additional financing for working capital, capital expenditures, debt service requirements, vessel or other acquisitions or general corporate purposes and our ability to satisfy our obligations with respect to our debt may be impaired in the future;

a substantial portion of our cash flow from operations must be dedicated to the payment of principal and interest on our indebtedness, thereby reducing the funds available to us for other purposes;

we will be exposed to the risk of increased interest rates because our borrowings under our senior secured credit facilities will be at variable rates of interest;

it may be more difficult for us to satisfy our obligations to our lenders, resulting in possible defaults on and acceleration of such indebtedness;

we may be more vulnerable to general adverse economic and industry conditions;

we may be at a competitive disadvantage compared to our competitors with less debt or comparable debt at more favorable interest rates and, as a result, we may not be better positioned to withstand economic downturns;

our ability to refinance indebtedness may be limited or the associated costs may increase; and

our flexibility to adjust to changing market conditions and ability to withstand competitive pressures could be limited, or we may be prevented from carrying out capital expenditures that are necessary or important to our growth strategy and efforts to improve operating margins or our business.

***Despite our current indebtedness levels, we and our subsidiaries may be able to incur substantially more debt, including secured debt. This could further exacerbate the risks associated with our substantial indebtedness.***

We and our subsidiaries may be able to incur substantial additional indebtedness in the future as the terms of the indenture governing our 8.125% Senior Notes due 2019 (the 2019 Notes ) and the indenture governing our 8.875% first priority ship mortgage notes due 2017 (the Ship Mortgage Notes ) do not fully prohibit us or our subsidiaries from doing so. The terms of the indentures governing 9 1/4% Senior Notes due 2019 ( the Logistics Senior Notes ) of Navios South American Logistics ( Navios Logistics ) and the agreements governing the terms of the other indebtedness of Navios Logistics also permit Navios Logistics to incur substantial additional indebtedness in accordance with the terms of such agreements. If new debt is added to our current debt levels, the related risks that we now face would increase and we may not be able to meet all of our debt obligations.

***The agreements and instruments governing our debt contain restrictions and limitations that could significantly impact our ability to operate our business.***

Our secured credit facilities and our indentures impose certain operating and financial restrictions on us. These restrictions limit our ability to:

incur or guarantee additional indebtedness;

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create liens on our assets;

make new investments;

engage in mergers and acquisitions;

pay dividends or redeem capital stock;

make capital expenditures;

engage in certain FFA trading activities;

change the flag, class or commercial and technical management of our vessels;

enter into long-term charter arrangements without the consent of the lender; and

sell any of our vessels.

The agreements governing the terms of Navios Logistics' indebtedness impose similar restrictions upon Navios Logistics.

Therefore, we and Navios Logistics will need to seek permission from our respective lenders in order to engage in some corporate and commercial actions that believe would be in the best interest of our respective business, and a denial of permission may make it difficult for us or Navios Logistics to successfully execute our business strategy or effectively compete with companies that are not similarly restricted. The interests of our and Navios Logistics' lenders may be different from our respective interests or those of our holders of common stock, and we cannot guarantee that we or Navios Logistics will be able to obtain the permission of lenders when needed. This may prevent us or Navios Logistics from taking actions that are in best interests of us, Navios Logistics or our stockholders. Any future debt agreements may include similar or more restrictive restrictions.

***Our ability to generate the significant amount of cash needed to pay interest and principal and otherwise service our debt and our ability to refinance all or a portion of our indebtedness or obtain additional financing depend on multiple factors, many of which may be beyond our control.***

The ability of us and Navios Logistics to make scheduled payments on or to refinance our respective debt obligations will depend on our respective financial and operating performance, which, in turn, will be subject to prevailing economic and competitive conditions and to the financial and business factors, many of which may be beyond the control of us and Navios Logistics.

The principal and interest on such debt will be paid in cash. The payments under our and Navios Logistics' debt will limit funds otherwise available for our respective working capital, capital expenditures, vessel acquisitions and other purposes. As a result of these obligations, the current liabilities us or Navios Logistics may exceed our respective current assets. We or Navios Logistics may need to take on additional debt as we expand our respective fleets or other operations, which could increase our respective ratio of debt to equity. The need to service our respective debt may limit funds available for other purposes, and our or Navios Logistics' inability to service debt in the future could lead to acceleration of such debt, the foreclosure on assets such as owned vessels or otherwise negatively affect us.

***We may be unable to raise funds necessary to finance the change of control repurchase offer required by the indentures governing our outstanding notes and our secured credit facilities.***



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The indenture governing the 2019 Notes, the indenture governing the Ship Mortgage Notes, the indentures governing the Logistics Senior Notes and our and Navios Logistics secured credit facilities contain certain change of control provisions. If we or Navios Logistics experience specified changes of control under our respective notes, we or Navios Logistics, as the case may be, will be required to make an offer to repurchase all of our respective outstanding notes (unless otherwise redeemed) at a price equal to 101% of the principal amount thereof plus accrued and unpaid interest, if any, to the repurchase date. The occurrence of specified events that would constitute a change of control will constitute a default under our and Navios Logistics secured credit facilities. In the event of a change of control under these debt agreements, we cannot assure you that we would have sufficient assets to satisfy all of our obligations under these debt agreements, including but not limited to, repaying all indebtedness outstanding under the applicable secured credit facilities or repurchasing the applicable notes.

***If the recent volatility in LIBOR continues, it could affect our profitability, earnings and cash flow.***

LIBOR has recently been volatile, with the spread between LIBOR and the prime lending rate widening significantly at times. These conditions are the result of the recent disruptions in the international credit markets. Because the interest rates borne by our outstanding indebtedness, including certain indebtedness of Navios Logistics, fluctuate with changes in LIBOR, if this volatility were to continue, it would affect the amount of interest payable on our debt, which in turn, could have an adverse effect on our profitability, earnings and cash flow. See also Item 11 Quantitative and Qualitative Disclosures about Market Risk .

Furthermore, interest in most loan agreements in our industry has been based on published LIBOR rates. Recently, however, lenders have insisted on provisions that entitle the lenders, in their discretion, to replace published LIBOR as the base for the interest calculation with their cost-of-funds rate. Such provisions could significantly increase our lending costs, which would have an adverse effect on our profitability, earnings and cash flow.

***The market values of our vessels, which have declined from historically high levels, may fluctuate significantly, which could cause us to breach covenants in our credit facilities and result in the foreclosure of our mortgaged vessels.***

Factors that influence vessel values include:

number of newbuilding deliveries;

number of vessels scrapped or otherwise removed from the total fleet;

changes in environmental and other regulations that may limit the useful life of vessels;

changes in global drybulk commodity supply;

types and sizes of vessels;

development of and increase in use of other modes of transportation;

cost of vessel acquisitions;

cost of newbuilding vessels;

governmental or other regulations;

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prevailing level of charter rates; and

general economic and market conditions affecting the shipping industry.

If the market values of our owned vessels decrease, we may breach covenants contained in our secured credit facilities. If we breach such covenants and are unable to remedy any relevant breach, our lenders could accelerate our debt and foreclose on the collateral, including our vessels. Any loss of vessels would significantly decrease our ability to generate positive cash flow from operations and, therefore, service our debt. In addition, if the book value of a vessel is impaired due to unfavorable market conditions, or a vessel is sold at a price below its book value, we would incur a loss. Navios Logistics may be subject to similar ramifications under its credit facilities if the market values of its owned vessels decrease.

In addition, as vessels grow older, they generally decline in value. We will review our vessels for impairment whenever events or changes in circumstances indicate that the carrying amount of the assets may not be recoverable. We review certain indicators of potential impairment, such as undiscounted projected operating cash flows expected from the future operation of the vessels, which can be volatile for vessels employed on short-term charters or in the spot market. Any impairment charges incurred as a result of declines in charter rates would negatively affect our financial condition and results of operations. In addition, if we sell any vessel at a time when vessel prices have fallen and before we have recorded an impairment adjustment to our financial statements, the sale may be at less than the vessel's carrying amount on our financial statements, resulting in a loss and a reduction in earnings.

***We may require additional financing to acquire vessels or business or to exercise vessel purchase options, and such financing may not be available.***

In the future, we may be required to make substantial cash outlays to exercise options or to acquire vessels or business and will need additional financing to cover all or a portion of the purchase prices. We intend to cover the cost of such items with new debt collateralized by the vessels to be acquired, if applicable, but there can be no assurance that we will generate sufficient cash or that debt financing will be available. Moreover, the covenants in our senior secured credit facility, the indentures or other debt, may make it more difficult to obtain such financing by imposing restrictions on what we can offer as collateral.

***We have substantial equity investments in three public companies, two of which are not consolidated in our financial results, and our investment in such companies is subject to the risks related to their respective businesses.***

As of December 31, 2012, we had a 63.8% ownership interest in Navios Logistics, and, as a result, Navios Logistics is a consolidated subsidiary. As such, the income and losses relating to Navios Logistics and the indebtedness and other liabilities of Navios Logistics are shown in our consolidated financial statements.

We also have substantial equity investments in two companies that are accounted for under the equity method—Navios Maritime Acquisition Corporation (Navios Acquisition) and Navios Partners. As of December 31, 2012, we held 45.24% of the voting stock and 53.96% of the economic interest of Navios Acquisition and 25.20% of the equity interest in Navios Partners (including a 2% interest in the general partner of Navios Partners). As of such date, our investments in these two affiliated companies amounted to \$197.3 million.

In February 2013, following the offerings of Navios Partners and Navios Acquisition, our equity interest in Navios Partners decreased to 23.4% (including a 2% interest in the general partner of Navios Partners) and our ownership of the outstanding voting stock of Navios Acquisition increased to 47.4% and our economic interest in Navios Acquisition decreased to 52.2%.

In addition to the value of our investment, we receive dividend payments relating to our investments. As a result of our investment, in fiscal year 2012, we received \$5.2 million and \$27.9 million in dividends from Navios Acquisition and Navios Partners, respectively. Furthermore, we receive management and general and administrative fees from Navios Acquisition and Navios Partners, which amounted to \$49.2 million and \$35.6 million, respectively, in fiscal year 2012.

Our ownership interest in Navios Logistics, Navios Acquisition and Navios Partners, the reflection of such companies (or the investment relating thereto) on our balance sheets and any income generated from or related to such companies are subject to a variety of risks, including risks relating to the respective business of Navios Logistics, Navios Acquisition and Navios Partners as disclosed in their respective public filings with the SEC. The occurrence of any such risks may negatively affect our financial condition.

We evaluate our investments in Navios Acquisition and Navios Partners for other-than-temporary impairment (OTTI) on a quarterly basis. Consideration is given to (1) the length of time and the extent to which the fair value has been less than the carrying value, (2) the financial

condition and near-term prospects of Navios Partners and Navios Acquisition, and (3) our intent and our ability to retain our investment in Navios Partners and Navios Acquisition for a period of time sufficient to allow for any anticipated recovery in fair value. During 2012 and 2011, we did not recognize any impairment loss in earnings.

If the fair value of these investments declines below their carrying value and our OTTI analysis indicates such write down to be necessary, the potential future impairment charges may have a material adverse impact on our results of operations in the period recognized.

#### **Risks Relating to Navios Logistics**

*Navios Logistics dry port business has seasonal components linked to the grain harvests in the region. At times throughout the year, the capacity of its dry port, including the loading and unloading operations, as well as the space in silos is exceeded, which could materially adversely affect its operations and revenues.*

A significant portion of Navios Logistics dry port business is derived from handling and storage of soybeans and other agricultural products produced in the Hidrovia, mainly during the season between April and September. This seasonal effect could, in turn, increase the inflow and outflow of barges and vessels in its dry port and cause the space in its silos to be exceeded, which in turn would affect its timely operations or its ability to satisfy the increased demand. Inability to provide services in a timely manner may have a negative impact on its clients' satisfaction and result in loss of existing contracts or inability to obtain new contracts.

*Navios Logistics depends on a few significant customers for a large part of its revenues and the loss of one or more of these customers could materially and adversely affect its revenues.*

In each of Navios Logistics' businesses, a significant part of its revenues is derived from a small number of customers. For the year ended December 31, 2012, Navios Logistics' three largest customers, Vale, Repsol S.A. ( YPF ) and Axion Energy (formerly known as Esso), accounted for 18.5%, 11.5% and 11.5% of its revenues, respectively and Navios Logistics' five largest customers accounted for approximately 56.4% of revenues. For the year ended December 31, 2011, Navios Logistics' three largest customers, Petrobras, Petropar and Axion Energy, accounted for 18.1%, 10.2% and 10% of its revenues, respectively, and Navios Logistics' five largest customers accounted for approximately 55.1% of its revenues. During the year ended December 31, 2010, one customer, Petrobras, accounted for 17.5% of Navios Logistics' revenues, and its five largest customers accounted for approximately 50% of its revenues. In addition, some of Navios Logistics' customers, including many of its most significant customers, operate their own vessels and/or barges. These customers may decide to cease or reduce the use of its services for various reasons, including employment of their own vessels. The loss of any of its significant customers could materially adversely affect its results of operations.

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If one or more of Navios Logistics' customers does not perform under one or more contracts with it and Navios Logistics is not able to find a replacement contract, or if a customer exercises certain rights to terminate the contract, Navios Logistics could suffer a loss of revenues that could materially adversely affect its business, financial condition and results of operations.

Navios Logistics could lose a customer or the benefits of a contract if, among other things:

the customer fails to make payments because of its financial inability, disagreements with Navios Logistics or otherwise;

the customer terminates the contract because Navios Logistics fails to meet their contracted storage needs;

the customer terminates the contract because Navios Logistics fails to deliver the vessel within a fixed period of time, the vessel is lost or damaged beyond repair, there are serious deficiencies in the vessel or prolonged off-hire, or a default occurs under the contract; or

the customer terminates the contract because the vessel has been subject to seizure for more than a specified number of days.

***Navios Logistics' business can be affected by adverse weather conditions, effects of climate change and other factors beyond its control, that can affect production of the goods it transports and stores as well as the navigability of the river system on which it operates.***

A significant portion of Navios Logistics' business is derived from the transportation, handling and storage of soybeans and other agricultural products produced in the Hidrovia region. Any drought or other adverse weather conditions, such as floods, could result in a decline in production of these products, which would likely result in a reduction in demand for its services. This would, in turn, negatively impact its results of operations and financial condition. Furthermore, Navios Logistics' fleet operates in the Parana and Paraguay Rivers, and any changes adversely affecting navigability of either of these rivers, such as changes in the depth of the water or the width of the navigable channel, could, in the short-term, reduce or limit its ability to effectively transport cargo on the rivers. For example, Navios Logistics was adversely affected by the decline in soybean production associated with the drought experienced mainly in the first quarter of 2009 throughout the main soybean growing areas of the Hidrovia. Low water levels, which began during the fourth quarter of 2008 and extended into 2009, also affected the volume carried. The possible effects of climate change, such as floods, droughts or increased storm activity, could similarly affect the demand for its services or its operations.

A prolonged drought, the possible effects of climate change, or other turn of events that is perceived by the market to have an impact on the region, the navigability of the Parana or Paraguay Rivers or Navios Logistics' business in general may, in the short-term, result in a reduction in the market value of its ports, barges and pushboats that operate in the region. These barges and pushboats are designed to operate in wide and relatively calm rivers, of which there are only a few in the world. If it becomes difficult or impossible to operate profitably Navios Logistics' barges and pushboats in the Hidrovia and Navios Logistics is forced to sell them to a third party located outside of the region, there is a limited market in which it would be able to sell these vessels, and accordingly it may be forced to sell them at a substantial loss.

***Navios Logistics may be unable to obtain financing for its growth or to fund its future capital expenditures, which could materially adversely affect its results of operations and financial condition.***

Navios Logistics' capital expenditures during 2010, 2011 and 2012 were \$58.1 million, \$72.2 million and \$28.5 million, respectively, used to acquire among others one product tanker, three pushboats, 66 barges and to expand its port terminal operations through the construction of one drying and conditioning facility, new tanks and a silo. In order to follow its current strategy for growth, Navios Logistics will need to fund future asset or business acquisitions, increase working capital levels and increase capital expenditures. For example, Navios Logistics is currently constructing a new conveyor belt in its dry port terminal in Uruguay which is expected to be completed in the third quarter of 2013 and one tank barge which is expected to be delivered in June 2013.

In the future, Navios Logistics will also need to make capital expenditures required to maintain its current ports, fleet and infrastructure. Cash generated from its earnings may not be sufficient to fund all of these activities. In addition, the terms of any joint venture arrangements Navios Logistics may enter into in the future may limit the ability of the joint venture to distribute cash to it, and other joint venture partners may need to consent to the actions taken by the joint venture. Accordingly, Navios Logistics may need to raise capital through borrowings or the sale of

debt or equity securities. Navios Logistics' ability to obtain bank financing or to access the capital markets for future offerings may be limited by its financial condition at the time of any such financing or offering, as well as by adverse market conditions resulting from, among other things, general economic conditions and contingencies and uncertainties that are beyond its control. If Navios Logistics fails to obtain the funds necessary for capital expenditures required to maintain its ports, fleet and/or infrastructure, Navios Logistics may be forced to take vessels out of service or curtail operations, which could materially harm its revenues and profitability. If Navios Logistics fails to obtain the funds that might be necessary to acquire new vessels, or increase its working capital or capital expenditures, it might not be able to grow its business and its earnings could suffer. Furthermore, despite covenants under the indentures governing the Logistics Senior Notes and the agreements governing its other indebtedness, Navios Logistics will be permitted to incur additional indebtedness which would limit cash available for working capital and to service its indebtedness.

***The failure of Petrobras to successfully implement its business plan for 2011 to 2015 could adversely affect Navios Logistics' business.***

During 2011, Petrobras announced its business plan for 2011 to 2015, which includes a projected capital expenditure budget of \$224.7 billion between 2011 and 2015 and provides for an increase in drilling rigs, and in connection therewith forecasts a growth in the demand for supply and specialty vessels from 287 in December 2010 to 479 by 2015. In addition, Petrobras has entered into an assignment agreement with the Brazilian federal government (the Assignment Agreement) to conduct operations in specified pre-salt areas (areas of rock accumulations which are found under the salt layer of the Brazilian coastline and have the potential for the generation of oil), which will require additional capital expenditures by Petrobras to explore and develop the areas covered by the Assignment Agreement. The Assignment Agreement as well as other agreements and Brazilian regulations require that Petrobras acquire a minimum level of goods and services from Brazilian providers. In addition, Brazilian law provides a preference for the utilization of Brazilian-flagged vessels in its cabotage trade. Petrobras group was Navios Logistics' largest customer for 2010 and for 2011 and one of its ten largest customers in 2012. In May 2011, Navios Logistics also signed 15-year charter contracts with Petrobras for six Panamax vessels, which are subject to its option to cancel the contracts if Navios Logistics is unable to secure acceptable financing for the construction of the vessels. Any failure of Navios Logistics to capitalize on its relationship with Petrobras could have a material adverse effect on its results of operations.

***Spare parts or other key equipment needed for the operation of Navios Logistics' ports and fleet may not be available off-the-shelf and, as a result, it may face substantial delays, which could result in loss of revenues while waiting for those spare parts to be produced and delivered to Navios Logistics.***

Navios Logistics' ports and fleet may need spare parts in order to replace old or damaged parts in the normal course of operations. Given the increased activity in the maritime industry and the industry that supplies it, the manufacturers of key equipment for Navios Logistics' vessels and its ports (such as engine makers, propulsion systems makers, control system makers and others) may not have the spare parts immediately available and may have to produce them when required. Navios Logistics' vessels and ports may be unable to operate while waiting for such spare parts to be produced, delivered, installed and tested, resulting in a substantial loss of revenues for Navios Logistics.

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*Navios Logistics owns and operates an up-river port terminal in San Antonio, Paraguay that it believes is well-positioned to become a hub for industrial development based upon the depth of the river in the area and the convergence between land and river transportation. If the port does not become a hub for industrial development, its future prospects could be materially and adversely affected.*

Navios Logistics owns and operates an up-river port terminal with tank storage for refined petroleum products, oil and gas in San Antonio, Paraguay. Navios Logistics believes that the port's location south of the city of Asuncion, the depth of the river in the area and the convergence between land and river transportation make this port well-positioned to become a hub for industrial development. However, if the location is not deemed to be advantageous, or the use of the river or its convergence with the land is not fully utilized for transportation, then the port would not become a hub for industrial development, and its future prospects could be materially and adversely affected.

*The risks and costs associated with ports and vessels increase as the port equipment and vessels age.*

The costs to operate and maintain a port or a vessel increase with the age of the port equipment or vessel. Governmental regulations, safety or other equipment standards related to the age of the port equipment or vessels may require expenditures for alterations or the addition of new equipment to Navios Logistics' port equipment or vessels and may restrict the type of activities in which these ports or vessels may engage. Given the increased activity in the maritime industry and the industry that supplies it, the manufacturers of key equipment for its vessels (such as engine makers, propulsion systems makers, control systems makers and others) may not have the needed spare parts available immediately (or off-the-shelf) and may have to produce them when required. If this was the case, Navios Logistics' ports or vessels may be unable to operate while waiting for such spare parts to be produced, delivered, installed and tested, resulting in substantial loss of revenues for Navios Logistics. The average age of Navios Logistics' six product tanker vessels is two years. In some cases, charterers prefer newer vessels that are more fuel efficient than older vessels. Cargo insurance rates also increase with the age of a vessel, making older vessels less desirable to charterers as well. Navios Logistics cannot assure you that, as its operational port equipment and vessels age, market conditions will justify those expenditures or enable Navios Logistics to operate its ports and vessels profitably during the remainder of their useful lives. If Navios Logistics sells such assets, it may have to sell them at a loss, and if clients no longer use its ports or charter-out its vessels due to their age, its results of operations could be materially adversely affected.

*As Navios Logistics expands its business, it may have difficulty managing its growth, including the need to improve its operations and financial systems, staff and crew or to receive required approvals to implement its expansion projects. If Navios Logistics cannot improve these systems, recruit suitable employees or obtain required approvals, it may not be able to effectively control its operations.*

Navios Logistics intends to grow its port terminal, barge and cabotage businesses, either through land acquisition and expansion of its port facilities, through purchases of additional vessels, through chartered-in vessels or acquisitions of other logistics and related or complementary businesses. The expansion and acquisition of new land or addition of vessels to its fleet will impose significant additional responsibilities on its management and staff, and may require Navios Logistics to increase the number of its personnel. Navios Logistics will also have to increase its customer base to provide continued activity for the new businesses.

In addition, approval of governmental, regulatory and other authorities may be needed to implement any acquisitions or expansions. For example, Navios Logistics has purchased land near the Nueva Palmira Free Zone area in Uruguay with the intention of expanding its port facilities and add a new port terminal for minerals and liquid cargo. In order to complete this project, however, Navios Logistics must receive required authorization from several authorities. If these authorities deny Navios Logistics request for authorization, it will not be able to proceed with this project.

Growing any business by acquisition presents numerous risks. Acquisitions expose Navios Logistics to the risk of successor liability relating to actions involving an acquired company, its management or contingent liabilities incurred before the acquisition. The due diligence Navios Logistics conducts in connection with an acquisition, and any contractual guarantees or indemnities that it receives from the sellers of acquired companies or assets may not be sufficient to protect it from, or compensate it for, actual liabilities. Any material liability associated with an acquisition could adversely affect its reputation and results of operations and reduce the benefits of the acquisition. Other risks presented include difficulty in obtaining additional qualified personnel, managing relationships with customers and suppliers and integrating newly acquired assets or operations into existing infrastructures.

Management is unable to predict whether or when any prospective acquisition will occur, or the likelihood of a certain transaction being completed on favorable terms and conditions. Navios Logistics' ability to expand its business through acquisitions depends on many factors, including its ability to identify acquisitions or access capital markets at an acceptable cost and negotiate favorable transaction terms. Navios Logistics cannot give any assurance that it will be successful in executing its growth plans or that it will not incur significant expenses and losses in connection therewith or that its acquisitions will perform as expected, which could materially adversely affect its results of operations and financial condition. Furthermore, because the volume of cargo Navios Logistics ships is at or near the capacity of its existing barges during the typical peak harvest season, its ability to increase volumes shipped is limited by its ability to acquire or charter-in additional barges.

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With respect to Navios Logistics' existing infrastructure, its initial operating and financial systems may not be adequate as Navios Logistics implements its plan to expand, and its attempts to improve these systems may be ineffective. If Navios Logistics is unable to operate its financial and operations systems effectively or to recruit suitable employees as it expands its operations, it may be unable to effectively control and manage the substantially larger operation. Although it is impossible to predict what errors might occur as the result of inadequate controls, it is generally harder to manage a larger operation than a smaller one and, accordingly, more likely that errors will occur as operations grow. Additional management infrastructure and systems will be required in connection with such growth to attempt to avoid such errors.

### ***Rising crew costs, fuel prices and other cost increases may adversely affect Navios Logistics' profits.***

At December 31, 2012, Navios Logistics employed 367 land-based employees and approximately 640 seafarers as crew on its vessels. Crew costs are a significant expense for Navios Logistics. Recently, the limited supply of and increased demand for well-qualified crew, due to the increase in the size of the global shipping fleet, has created upward pressure on crewing costs, which Navios Logistics generally bears under its time and spot contracts. Additionally, labor union activity in the Hidrovia may create pressure for Navios Logistics to pay higher crew salaries and wages. In addition, fuel is one of the largest operating expenses in its barge and cabotage businesses, where the revenue is contracted mainly by ton per cargo shipped. The prices for and availability of fuel may be subject to rapid change or curtailment, respectively, due to, among other things, new laws or regulations, interruptions in production by suppliers, imposition of restrictions on energy supply by government, worldwide price levels and market conditions. Currently, most of Navios Logistics' contracts provide for the adjustment of freight rates based on changes in the fuel prices and crew costs. Navios Logistics may be unable to include similar provisions in these contracts when they are renewed or in future contracts with new customers. To the extent its contracts do not pass-through changes in fuel prices to its clients, Navios Logistics will be forced to bear the cost of fuel price increases. Navios Logistics may hedge in the futures market all or part of its exposure to fuel price variations. Navios Logistics cannot assure you that it will be successful in hedging its exposure. In the event of a default by its contractual counterparties or other circumstance affecting their performance under a contract, Navios Logistics may be subject to exposure under, and may incur losses in connection with, its hedging instruments, if any. In certain jurisdictions, the price of fuel is affected by high local taxes and may become more expensive than prevailing international prices. Navios Logistics may not be able to pass onto its customers the additional cost of such taxes and may suffer losses as a consequence of such inability. Such increases in crew and fuel costs may materially adversely affect Navios Logistics' results of operations.

### ***Navios Logistics' industry is highly competitive, and it may not be able to compete successfully for services with new companies with greater resources.***

Navios Logistics provides services through its ports and employs its fleet in highly competitive markets. The river and sea coastal logistics market is international in scope and Navios Logistics competes with many different companies, including other port or vessel owners and major oil companies.

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With respect to loading, storage and ancillary services, the market is divided between transits and exports, depending on the cargo origin. In the case of transits, there are other companies operating in the river system that are able to offer services similar to Navios Logistics. With respect to exports, its competitors are Montevideo Port in Montevideo and Ontur and TGU in Nueva Palmira. The main competitor of its liquid port terminal in Paraguay is Petropar, a Paraguayan state-owned entity. Other competitors include Copetrol and Petrobras, which are also customers of Navios Logistics port.

Navios Logistics faces competition in its barge and cabotage businesses with transportation of oil and refined petroleum products from other independent ship owners and from vessel operators. The charter markets in which its vessels compete are highly competitive. Key competitors include Ultrapetrol Bahamas Ltd. and Fluviomar. In addition, some of its customers, including ADM, Cargill, Louis Dreyfus and Vale, have some of their own dedicated barge capacity, which they can use to transport cargo in lieu of hiring a third party. Navios Logistics also competes indirectly with other forms of land-based transportation such as truck and rail. These companies and other smaller entities are regular competitors of Navios Logistics in its primary tanker trading areas. Competition is primarily based on prevailing market contract rates, vessel location and vessel manager know-how, reputation and credibility.

Navios Logistics competitors may be able to offer their customers lower prices, higher quality service and greater name recognition than it does. Accordingly, it may be unable to retain its current customers or to attract new customers.

***If Navios Logistics fails to fulfill the oil majors vetting processes, it could materially adversely affect the employment of its tanker vessels in the spot and period markets, and consequently its results of operations.***

While numerous factors are considered and evaluated prior to a commercial decision, the oil majors, through their association, OCIMF, have developed and are implementing two basic tools: (a) the Ship Inspection Report Program ( SIRE ) and (b) the Tanker Management and Self-Assessment ( TMSA ) program. The former is a ship inspection based upon a thorough Vessel Inspection Questionnaire and performed by OCIMF-accredited inspectors, resulting in a report being logged on SIRE. The report is an important element of the ship evaluation undertaken by any oil major when a commercial need exists.

Based upon commercial needs, there are three levels of assessment used by the oil majors: (a) terminal use, which will clear a vessel to call at one of the oil major s terminals, (b) voyage charter, which will clear the vessel for a single voyage and (c) term charter, which will clear the vessel for use for an extended period of time. While for terminal use and voyage charter relationships, a ship inspection and the operator s TMSA will be sufficient for the evaluation to be undertaken, a term charter relationship also requires a thorough office audit. An operator s request for such an audit is by no means a guarantee one will be performed; it will take a long record of proven excellent safety and environmental protection on the operator s part as well as high commercial interest on the part of the oil major to have an office audit performed. If Navios Logistics fails to clear the vetting processes of the oil majors, it could have a material adverse effect on the employment of its vessels, and, consequently, on its results of operations.

***Navios Logistics may employ its fleet on the spot market and thus expose itself to risk of losses based on short-term decreases in shipping rates.***

Navios Logistics periodically employs some of its fleet on a spot basis. As of December 31, 2012, 66% of its cabotage fleet and 61% of its barge fleet on a dwt tons basis was employed under time charter or COA contracts. The remaining percentage of its barge and cabotage fleet was employed in the spot market. The spot charter market can be competitive and freight rates within this market may be volatile with the timing and amount of fluctuations in spot rates being difficult to determine. Longer-term contracts provide income at pre-determined rates over more extended periods of time. The cycles in its target markets have not yet been clearly determined but Navios Logistics expects them to exhibit significant volatility as the South American markets mature. Navios Logistics cannot assure you that it will be successful in keeping its fleet fully employed in these short-term markets, or that future spot rates will be sufficient to enable such fleet to be operated profitably. A significant decrease in spot market rates or its inability to fully employ its fleet by taking advantage of the spot market would result in a reduction of the incremental revenue received from spot chartering and could materially adversely affect its results of operations, and operating cash flow.

***Navios Logistics does not carry any strike insurance. As a result, if Navios Logistics were to become subject to a labor strike, it may incur uninsured losses, which could have a material adverse effect on its results of operations.***

Navios Logistics does not currently maintain any strike insurance. As a result, if the crew of its vessels were to initiate a labor strike, Navios Logistics could incur uninsured liabilities and losses as a result. There can be no guarantee that Navios Logistics will be able to obtain additional insurance coverage in the future, and even if Navios Logistics is able to obtain additional coverage, it may not carry sufficient insurance coverage to satisfy potential claims. Should uninsured losses occur, it could have a material adverse effect on its results of operations.



***Certain of Navios Logistics' directors, officers, and principal stockholders are affiliated with entities engaged in business activities similar to those conducted by Navios Logistics which may compete directly with it, causing such persons to have conflicts of interest.***

Some of Navios Logistics' directors, officers and principal stockholders have affiliations with entities that have similar business activities to those conducted by Navios Logistics. Navios Logistics' controlling stockholder, Navios Holdings, is a global, vertically integrated seaborne shipping and logistics company which operates numerous businesses focused on the transport and transshipment of drybulk commodities including iron ore, coal and grain. In addition, certain of Navios Logistics' directors are also directors of shipping companies and they may enter similar businesses in the future. These other affiliations and business activities may give rise to certain conflicts of interest in the course of such individuals' affiliation with Navios Logistics. Although Navios Logistics does not prevent its directors, officers and principal stockholders from having such affiliations, Navios Logistics uses its best efforts to cause such individuals to comply with all applicable laws and regulations in addressing such conflicts of interest. Navios Logistics' officers and employee directors devote their full time and attention to its ongoing operations, and its non-employee directors devote such time as is necessary and required to satisfy their duties as directors of a company.

***Navios Logistics' success depends upon its management team and other employees, and if it is unable to attract and retain key management personnel and other employees, its results of operations may be negatively impacted.***

Navios Logistics' success depends to a significant extent upon the abilities and efforts of its management team and its ability to retain them. In particular, many members of its senior management team, including its Chairman, its Chief Executive Officer, its Chief Financial Officer, its Chief Operating Officers and its Chief Commercial Officer, have extensive experience in the logistics and shipping industries. If Navios Logistics was to lose its services for any reason, it is not clear whether any available replacements would be able to manage its operations as effectively. The loss of any of the members of its management team could impair Navios Logistics' ability to identify and secure vessel contracts, to maintain good customer relations and to otherwise manage its business, which could have a material adverse effect on its financial performance and its ability to compete. Navios Logistics does not maintain key man insurance on any of its officers. Further, the efficient and safe operation of its fleet and ports requires skilled and experienced crew members and employees. Difficulty in hiring and retaining such crew members and employees could adversely affect its results of operations.

***One of Navios Logistics' subsidiaries, Hidronave S.A., is a joint venture and Navios Logistics is party to a joint venture agreement that contains a non-compete provision which could affect its ability to engage in certain business opportunities or expand its operations.***

Navios Logistics is party to a joint venture agreement that contains a non-compete provision. This provision restricts Navios Logistics, along with its joint venture partners, from engaging in certain businesses in specified locations which could be in competition with any part of the business of the joint venture. As a result of this non-compete provision, Navios Logistics could be prevented from engaging in certain business opportunities that it would otherwise undertake.

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There can be no assurance that the non-compete provision in its joint venture agreement will be adequate to deter its joint venture partners from competing with its joint venture or other businesses. In addition, litigation to enforce its rights under a non-compete provision could result in substantial cost and divert its management's time and effort.

### **Risks Relating to Argentina**

Argentine government actions concerning the economy, including decisions with respect to inflation, interest rates, price controls, foreign exchange controls, wages and taxes, restrictions on production, imports and exports, have had and could continue to have a material adverse effect on Navios Logistics. Navios Logistics cannot provide any assurance that future economic, social and political developments in Argentina, over which it has no control, will not impair its business, financial condition or results of operations, the guarantors or the market price of the senior notes.

#### ***The continuing rise in inflation may have material adverse effects on the Argentine economy.***

After several years of price stability under the convertibility regime, which established a fixed exchange rate of one U.S. dollar per one Argentine peso, the formal devaluation of the Argentine peso in January 2002 created pressures on the domestic prices system that generated high inflation in 2002, before substantially stabilizing in 2003. In 2004, the inflation rate (as measured by changes in the consumer price index, or CPI) reached 6.1% and in 2005 reached 12.3% according to data published by the *Instituto Nacional de Estadísticas y Censos*, or INDEC. The rate of inflation, according to data published by INDEC, decreased to 9.8% in 2006, in part due to several actions implemented by the Argentine government to control inflation and monitor prices for most relevant goods and services, which included price support arrangements agreed to by the Argentine government and private sector companies in several industries and markets. In 2008, 2009, 2010, 2011 and 2012, the inflation rate year-on-year, according to INDEC data, was 7.2%, 7.7%, 10.9%, 9.5% and 10.8%, respectively.

A return to a high inflation economy could undermine Argentina's cost competitiveness abroad if not offset by an Argentine peso devaluation, while also negatively affecting the economy's activity and employment levels. Uncertainty about future inflation may contribute to slow the economic activity level by reducing the economy's growth. Argentine inflation rate volatility makes it impossible to estimate with reasonable certainty the extent to which activity levels and results of operations of Navios Logistics' Argentine subsidiaries could be affected by inflation in the future.

#### ***The Argentine Central Bank has imposed restrictions on the transfer of funds outside of Argentina and other exchange controls in the past and may do so in the future, which could prevent Navios Logistics Argentine subsidiaries from transferring funds for the payment of the senior notes or the related guarantees.***

In 2001 and during the first half of 2002, Argentina experienced a massive withdrawal of deposits from the Argentine financial system in a short period of time, as depositors lost confidence in the Argentine government's ability to repay its foreign debt, its domestic debt and to maintain the convertibility regime. This precipitated a liquidity crisis within the Argentine financial system, which prompted the Argentine government to impose exchange controls and restrictions on the ability of depositors to withdraw their deposits.

Furthermore, in 2001 and 2002 and until February 7, 2003, the Argentine Central Bank restricted Argentine individuals and corporations from transferring U.S. dollars abroad without its prior approval. In 2003 and 2004, the government reduced some of these restrictions, including those requiring the Argentine Central Bank's prior authorization for the transfer of funds abroad in order to pay principal and interest on debt obligations. Nevertheless, significant government controls and restrictions remain in place. Increasingly during 2008 and into 2009, the Argentine government has been imposing new restrictions on foreign exchange outflows, including through certain transactions on securities traded locally. Additionally, the Argentine federal tax authority has recently imposed new restrictions and limitations on the purchase of foreign currency. The existing controls and restrictions, and any additional restrictions of this kind that may be imposed in the future, could impair Navios Logistics' ability to transfer funds generated by its Argentine operations in U.S. dollars outside Argentina to Navios Logistics for the payment of Navios Logistics' indebtedness. In addition, the above restrictions and requirements, and any other restrictions or requirements that may be imposed in the future, expose Navios Logistics to the risk of losses arising from fluctuations in the exchange rate of the Argentine peso.

#### ***The Argentine government has made certain changes to its tax rules that affect Navios Logistics' operations in Argentina and could further increase the fiscal burden on its operations in Argentina in the future.***

Since 1992, the Argentine government has not permitted the application of an inflation adjustment on the value of fixed assets for tax purposes. Since the substantial devaluation of the Argentine peso in 2002, the amounts that the Argentine tax authorities permit Navios Logistics to deduct as depreciation for its past investments in plant, property and equipment have been substantially reduced, resulting in a higher effective income tax charge. If the Argentine government continues to increase the tax burden on Navios Logistics' operations in Argentina, its results of

operations and financial condition could be materially and adversely affected.

### **Risks Relating to Uruguayan Free Zone Regulation**

Certain of Navios Logistics' subsidiaries in Uruguay are operating as direct free trade zone users under an agreement with the Free Zone Division of the Uruguayan General Directorate of Commerce allowing them to operate in isolated public and private areas within national borders and to enjoy tax exemptions and other benefits, such as a generic exemption on present and future national taxes including the Corporate Income Tax, Value- Added Tax and Wealth Tax. Other benefits that Navios Logistics' subsidiaries enjoy are simplified corporate law provisions, the ability to negotiate preferential public utility rates with government agencies and government guarantees of maintenance of such benefits and tax exemptions. Free trade zone users do not need to pay import and export tariffs to introduce goods from abroad to the free trade zone, to transfer or send such goods to other free trade zones in Uruguay or send them abroad. However, Navios Logistics' subsidiaries may lose all the tax benefits granted to them if they breach or fail to comply with the free trade zone contracts or framework, including exceeding the 25% limit on non-Uruguayan employees or engaging in industrial, commercial or service activities outside of a free trade zone in Uruguay. In this case, Navios Logistics' subsidiaries may continue with their operations from the free zone, but under a different tax regime.

### **Other Risks Relating to the Countries in which Navios Logistics Operates**

*Navios Logistics is an international company that is exposed to the risks of doing business in many different, and often less developed and emerging market countries.*

Navios Logistics is an international company and conducts all of its operations outside of the United States, and expects to continue doing so for the foreseeable future. These operations are performed in countries that are historically less developed and stable than the United States, such as Argentina, Brazil, Bolivia, Paraguay and Uruguay.

Some of the other risks Navios Logistics is generally exposed to through its operations in emerging markets include among others:

political and economic instability, changing economic policies and conditions, and war and civil disturbances;

recessions in economies of countries in which Navios Logistics has business operations;

frequent government interventions into the country's economy, including changes to monetary, fiscal and credit policy;

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the imposition of additional withholding, income or other taxes, or tariffs or other restrictions on foreign trade or investment, including currency exchange controls and currency repatriation limitations;

the modification of its status or the rules and regulations relating to the international tax-free trade zone in which Navios Logistics operates its dry port;

the imposition of executive and judicial decisions upon Navios Logistics' vessels by the different governmental authorities associated with some of these countries;

the imposition of or unexpected adverse changes in foreign laws or regulatory requirements;

longer payment cycles in foreign countries and difficulties in collecting accounts receivable;

difficulties and costs of staffing and managing its foreign operations;

compliance with anti-bribery laws; and

acts of terrorism.

These risks may result in unforeseen harm to Navios Logistics' business and financial condition. Also, some of its customers are headquartered in South America, and a general decline in the economies of South America, or the instability of certain South American countries and economies, could materially adversely affect Navios Logistics.

Navios Logistics' business in emerging markets requires it to respond to rapid changes in market conditions in these countries. Navios Logistics' overall success in international markets depends, in part, upon its ability to succeed in different legal, regulatory, economic, social and political conditions. Navios Logistics may not continue to succeed in developing and implementing policies and strategies that will be effective in each location where it does business. Furthermore, the occurrence of any of the foregoing factors may have a material adverse effect on its business and results of operations.

With respect to Argentina, the Argentine economy has experienced significant volatility in recent decades. Although general economic conditions in Argentina have recovered significantly during recent years, there is uncertainty as to whether this growth is sustainable. The global economic crisis of 2008 led to a sudden economic decline, accompanied by political and social unrest, inflationary and Argentine Peso depreciation pressures and lack of consumer and investor confidence. Future government policies to pre-empt, or in response to, social unrest may include expropriation, nationalization, forced renegotiation or modification of existing contracts, suspension of the enforcement of creditors rights, new taxation policies, and changes in laws and policies affecting foreign trade. On May 3, 2012, expropriation law 26,741 was passed by the Argentine Congress, providing for the expropriation of 51% of the share capital of YPF, represented by an identical stake of Class D shares owned, directly or indirectly, by YPF and its controlled or controlling entities, which have been declared of public interest. Such policies could destabilize the country and adversely and materially affect the Argentine economy, and thereby Navios Logistics' business, results of operations and financial condition.

Argentina has very limited access to foreign financing resulting from a default, several restructurings, and a series of payment suspensions over the past decade. Due to the lack of access to the international capital markets, the Argentine government continues to use the Argentine Central Bank's foreign-currency reserves for the payment of Argentina's current debt, the reduction of which may weaken Argentina's ability to overcome economic deterioration in the future. Without access to international private financing, Argentina may not be able to finance its obligations, and financing from multilateral financial institutions may be limited or not available. This could also inhibit the ability of the Argentine Central Bank to adopt measures to curb inflation and could materially adversely affect Argentina's economic growth and public finances.

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With respect to Brazil, the Brazilian economy has experienced significant volatility in recent decades, characterized by periods of low or negative growth, high and variable levels of inflation and currency devaluation. Historically, Brazil's political situation has influenced the performance of the Brazilian economy, and political crises have affected the confidence of investors and the general public. Future developments in policies of the Brazilian government and/or the uncertainty of whether and when such policies and regulations may be implemented, all of which are beyond Navios Logistics' control, could have a material adverse effect on it. Additionally, the Brazilian government frequently implements changes to the Brazilian tax regime, including changes in prevailing tax rates and the imposition of temporary taxes, which may affect Navios Logistics.

***The governments of Argentina, Bolivia, Brazil, Paraguay and Uruguay have entered into a treaty that commits each of them to participate in a regional initiative to integrate the region's economies. There is no guarantee that such an initiative will be successful or that each of the governments involved in the initiative will follow through on its intentions to participate and if such regional initiative is unsuccessful, it could have a material adverse impact on Navios Logistics' results of operations.***

The governments of Argentina, Bolivia, Brazil, Paraguay and Uruguay have entered into a treaty that commits each of them to participate in a regional initiative to integrate the region's economies, a central component of which is water transportation in the Hidrovia. Although Navios Logistics believes that this regional initiative of expanding navigation on the Hidrovia river system will result in significant economic benefits, there is no guarantee that such an initiative will ultimately be successful, that each country will follow through on its intention to participate, or that the benefits of this initiative will match its expectations of continuing growth in the Hidrovia or reducing transportation costs. If the regional initiative is unsuccessful, its results of operations could be materially and adversely affected.

***Changes in rules and regulations with respect to cabotage or their interpretation in the markets in which Navios Logistics operates could have a material adverse effect on its results of operations.***

In the markets in which Navios Logistics currently operates, in cabotage or regional trades, it is subject to restrictive rules and regulations on a region by region basis. Navios Logistics' operations currently benefit from these rules and regulations or their interpretation. For instance, preferential treatment is extended in Argentine cabotage for Argentine flagged vessels or foreign flagged vessels operated by local established operators with sufficient Argentine tonnage under one to three years' licenses, including Navios Logistics' Argentine cabotage vessels. Changes in cabotage rules and regulations or in their interpretation may have an adverse effect on Navios Logistics' current or future cabotage operations, either by becoming more restrictive (which could result in limitations to the utilization of some of its vessels in those trades) or less restrictive (which could result in increased competition in these markets).

***Because Navios Logistics generates the majority of its revenues in U.S. dollars but incurs a significant portion of its expenses in other currencies, exchange rate fluctuations could cause Navios Logistics to suffer exchange rate losses, thereby increasing expenses and reducing income.***

Navios Logistics engages in regional commerce with a variety of entities. Although Navios Logistics' operations expose it to certain levels of foreign currency risk, its revenues are predominantly U.S. dollar-denominated at the present. Additionally, Navios Logistics' South American subsidiaries transact certain operations in Uruguayan pesos, Paraguayan guarannies, Argentinean pesos and Brazilian reals; however, all of the subsidiaries' primary cash flows are U.S. dollar-denominated. Currencies in Argentina and Brazil have fluctuated significantly against the U.S. dollar in the past. As of December 31, 2012, 2011 and 2010, approximately 50.4%,

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48.5% and 50.4%, respectively, of Navios Logistics expenses were incurred in currencies other than the U.S. dollar. Transactions in currencies other than the functional currency are translated at the exchange rate in effect at the date of each transaction. Expenses incurred in foreign currencies against which the U.S. dollar falls in value can increase, thereby decreasing Navios Logistics income. A greater percentage of its transactions and expenses in the future may be denominated in currencies other than the U.S. dollar. As part of its overall risk management policy, Navios Logistics may attempt to hedge these risks in exchange rate fluctuations from time to time but cannot guarantee it will be successful in these hedging activities. Future fluctuations in the value of local currencies relative to the U.S. dollar in the countries in which Navios Logistics operates may occur, and if such fluctuations were to occur in one or a combination of the countries in which Navios Logistics operates, its results of operations or financial condition could be materially adversely affected.

### **Tax Risks**

*We may earn United States source income that is subject to tax, thereby adversely affecting our results of operations and cash flows.*

Under the Internal Revenue Code, or the Code, 50.0% of the gross shipping income of a vessel owning or chartering corporation that is attributable to transportation that either begins or ends, but that does not both begin and end, in the United States is characterized as U.S.-source shipping income. U.S.-source shipping income generally is subject to a 4.0% U.S. federal income tax without allowance for deduction or, if such U.S.-source shipping income is effectively connected with the conduct of a trade or business in the United States, U.S. federal corporate income tax (the highest statutory rate presently is 35.0%) as well as a branch profits tax (presently imposed at a 30.0% rate on effectively connected earnings), unless that corporation qualifies for exemption from tax under Section 883 of the Code. Based on our current plans, we expect that our income from sources within the United States will be international shipping income that qualifies for exemption from United States federal income taxation under section 883 of the Code, and that we will have no other income that will be taxed in the United States. Our ability to qualify for the exemption at any given time will depend upon circumstances related to the ownership of our common stock at such time and thus are beyond our control. Furthermore, our board of directors could determine that it is in our best interests to take an action that would result in this tax exemption not applying to us in the future. Accordingly, we can give no assurance that we would qualify for the exemption under Section 883 with respect to any such income we earn. If we were not entitled to the Section 883 exemption for any taxable year, we generally would be subject to a 4.0% U.S. federal gross income tax with respect to our U.S.-source shipping income or, if such U.S. source shipping income were effectively connected with the conduct of a trade or business in the United States, U.S. federal corporate income tax as well as a branch profits tax for those years. As a result, depending on the trading patterns of our vessels, we could become liable for tax, and our net income and cash flow could be adversely affected.

*We may be taxed as a United States corporation.*

The purchase by International Shipping Enterprises Inc. ( ISE ), our predecessor, of all of the outstanding shares of common stock of Navios Holdings, and the subsequent downstream merger of ISE with and into Navios Holdings took place on August 25, 2005. Navios Holdings is incorporated under the laws of the Republic of the Marshall Islands. ISE received an opinion from its counsel for the merger transaction that, while there is no direct authority that governs the tax treatment of the transaction, it was more likely than not that Navios Holdings would be taxed by the United States as a foreign corporation. Accordingly, we take the position that we will be taxed as a foreign corporation by the United States. If Navios Holdings is taxed as a U.S. corporation in the future, its taxes will be significantly higher than they are currently.

*A change in tax laws, treaties or regulations, or their interpretation, of any country in which we operate our business could result in a high tax rate on our worldwide earnings, which could result in a significant negative impact on our earnings and cash flows from operations.*

We are an international company that conducts business throughout the world. Tax laws and regulations are highly complex and subject to interpretation. Consequently, we are subject to changing tax laws, treaties and regulations in and between countries in which we operate. Our income tax expense is based upon our interpretation of tax laws in effect in various countries at the time that the expense was incurred. A change in these tax laws, treaties or regulations, or in the interpretation thereof, or in the valuation of our deferred tax assets, could result in a materially higher tax expense or a higher effective tax rate on our worldwide earnings, and such change could be significant to our financial results. If any tax authority successfully challenges our operational structure, intercompany pricing policies or the taxable presence of our key subsidiaries in certain countries, or if the terms of certain income tax treaties are interpreted in a manner that is adverse to our structure, or if we lose a material tax dispute in any country, our effective tax rate on our worldwide earnings from our operations could increase substantially and our earnings and cash flows from these operations could be materially adversely affected. For example, as of January 1, 2013, foreign flagged vessels that are managed by Greek or foreign ship management companies in Greece are subject to Greek tonnage tax. The payment of tonnage tax exhausts the tax liability of the foreign ship owning company against any tax, duty, charge or contribution payable on income from the exploitation of the foreign flagged vessel.

We and our subsidiaries may be subject to taxation in the jurisdictions in which we and our subsidiaries conduct business. Such taxation would result in decreased earnings available to our stockholders.

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Investors are encouraged to consult their own tax advisors concerning the overall tax consequences of the ownership of our common stock arising in an investor's particular situation under U.S. federal, state, local and foreign law.

***U.S. tax authorities could treat us as a passive foreign investment company, which could have adverse U.S. federal income tax consequences to U.S. holders.***

A foreign corporation will be treated as a passive foreign investment company, or PFIC, for U.S. federal income tax purposes if either (1) at least 75% of its gross income for any taxable year consists of certain types of passive income or (2) at least 50% of the average value of the corporation's assets produce or are held for the production of those types of passive income. For purposes of these tests, passive income includes dividends, interest, and gains from the sale or exchange of investment property and rents and royalties other than rents and royalties which are received from unrelated parties in connection with the active conduct of a trade or business. For purposes of these tests, income derived from the performance of services does not constitute passive income. U.S. stockholders of a PFIC are subject to a disadvantageous U.S. federal income tax regime with respect to the income derived by the PFIC, the distributions they receive from the PFIC and the gain, if any, they derive from the sale or other disposition of their shares in the PFIC.

We should not be a PFIC with respect to any taxable year. Based upon our operations as described herein, our income from time charters should not be treated as passive income for purposes of determining whether we are a PFIC. Accordingly, our income from our time chartering activities should not constitute passive income, and the assets that we own and operate in connection with the production of that income should not constitute passive assets.

There is substantial legal authority supporting this position consisting of case law and U.S. Internal Revenue Service, or IRS, pronouncements concerning the characterization of income derived from time charters and voyage charters as services income for other tax purposes. However, it should be noted that there is also authority which characterizes time charter income as rental income rather than services income for other tax purposes. Accordingly, no assurance can be given that the IRS or a court of law will accept this position, and there is a risk that the IRS or a court of law could determine that we are a PFIC. Moreover, no assurance can be given that we would not constitute a PFIC for any future taxable year if the nature and extent of our operations changed.

If the IRS were to find that we are or have been a PFIC for any taxable year, our U.S. stockholders would face adverse U.S. federal income tax consequences and certain information reporting requirements. Under the PFIC rules, unless those stockholders make an election available under the Code (which election could itself have



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adverse consequences for such stockholders), such stockholders would be liable to pay U.S. federal income tax at the then prevailing income tax rates on ordinary income plus interest upon excess distributions and upon any gain from the disposition of their shares of common stock, as if the excess distribution or gain had been recognized ratably over the stockholder's holding period of the common stock. See Federal Income Tax Consequences U.S. Federal Income Tax Considerations U.S. Federal Income Taxation of U.S. Holders Tax Treatment of Common Stock for a more comprehensive discussion of the U.S. federal income tax consequences to U.S. stockholders if we are treated as a PFIC.

### **Item 4. Information on the Company**

#### ***A. History and Development of the Company***

The legal and commercial name of the Company is Navios Maritime Holdings Inc. The Company's office and principal place of business is located at 85 Akti Miaouli Street, Piraeus, Greece 185 38, and its telephone number is (011) +30-210-4595000. The Company is a corporation incorporated under the Marshall Islands Business Corporations Act (BCA) and the laws of the Republic of the Marshall Islands. Trust Company of the Marshall Islands, Inc. serves as the Company's agent for service of process, and the Company's registered address and telephone number, as well as address and telephone number of its agent for service of process, is Trust Company Complex, Ajeltake Island P.O. Box 1405, Majuro, Marshall Islands MH96960.

On August 25, 2005, pursuant to a Stock Purchase Agreement dated February 28, 2005, as amended, by and among International Shipping Enterprises Inc. (ISE), Navios Holdings, and all the shareholders of Navios Holdings, ISE acquired Navios Holdings through the purchase of all of the outstanding shares of common stock of Navios Holdings. As a result of this acquisition, Navios Holdings became a wholly-owned subsidiary of ISE. In addition, on August 25, 2005, simultaneously with the acquisition of Navios Holdings, ISE effected a reincorporation from the State of Delaware to the Republic of the Marshall Islands through a downstream merger with and into its newly acquired wholly-owned subsidiary, whose name was and continued to be Navios Maritime Holdings Inc. The Company publicly files its reports with the SEC under the rules of Foreign Private Issuers.

The Company operates a fleet of owned Capesize, Panamax, Ultra Handymax and Handysize vessels and a fleet of time chartered Capesize, Panamax, Ultra Handymax and Handysize vessels that are employed to provide worldwide transportation of bulk commodities. Navios Holdings is a global, vertically integrated seaborne shipping and logistics company focused on the transport and transshipment of drybulk commodities including iron ore, coal and grain. For over 50 years, Navios Holdings has had in-house technical ship management expertise that has worked with producers of raw materials, agricultural traders and exporters, industrial end-users, ship owners and charterers.

#### **Navios Partners**

Navios Partners is engaged in the seaborne transportation services of a wide range of drybulk commodities including iron ore, coal, grain and fertilizer, chartering its vessels under medium to long-term charters.

On August 7, 2007, Navios Holdings formed Navios Partners under the laws of Marshall Islands. Navios GP L.L.C., or the general partner, a wholly-owned subsidiary of Navios Holdings, was also formed on that date to act as the general partner of Navios Partners and received a 2% general partner interest in Navios Partners.

In connection with the initial public offering, or IPO, of Navios Partners, on November 16, 2007, Navios Holdings sold the interests of five of its wholly-owned subsidiaries, each of which owned a Panamax drybulk carrier, as well as interests of three of its wholly-owned subsidiaries that operated and had options to purchase three additional vessels in exchange for: (a) all of the net proceeds from the sale of an aggregate of 10,500,000 common units in the IPO to a corporation owned by Navios Partners Chairman and CEO for a total amount of \$193.3 million, plus; (b) \$160.0 million of the \$165.0 million of borrowings under Navios Partners revolving credit facility; (c) 7,621,843 subordinated units issued to Navios Holdings; and (d) a 2% general partner interest and all incentive distribution rights in Navios Partners to the General Partner.

On or prior to the closing of the IPO, Navios Holdings entered into certain agreements with Navios Partners: (a) a management agreement with Navios Partners pursuant to which Navios ShipManagement Inc., or the Manager, a wholly-owned subsidiary of Navios Holdings, provides Navios Partners with commercial and technical management services; (b) an administrative services agreement with the Manager pursuant to which the Manager provides Navios Partners administrative services; and (c) an omnibus agreement with Navios Partners, governing, among other things, when Navios Partners and Navios Holdings may compete against each other as well as rights of first offer on certain drybulk carriers.

Since the formation of Navios Partners, Navios Holdings sold in total ten vessels to Navios Partners (the Navios Hope, the Navios Apollon, the Navios Hyperion, the Navios Aurora II, the Navios Fulvia, the Navios Melodia, the Navios Pollux, the Navios Luz, the Navios Orbiter and the

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Navios Buena Ventura) and also sold the rights of Navios Sagittarius to Navios Partners. All vessels were sold in exchange of cash and 5,601,920 common units of Navios Partners in total. As of December 31, 2012, Navios Holdings' interest in Navios Partners was 25.2%.

On February 6, 2013, Navios Partners completed its public offering of 5,175,000 common units, including the full exercise of the underwriters overallotment option at \$14.15 per unit, and raised gross proceeds of approximately \$73.2 million. The net proceeds of this offering were approximately \$69.6 million. Navios Holdings paid \$1.5 million in order to retain its 2% general partner interest. As a result, 105,613 additional general partnership units were issued in connection with this offering. Following this offering Navios Holdings' interest in Navios Partners decreased to 23.4 % (which includes a 2% general partner interest).

### **Navios Logistics**

Navios Logistics is one of the largest logistics companies in the Hidrovia region of South America, serving the storage and marine transportation needs of its customers through two port storage and transfer facilities, one for grain commodities and the other for refined petroleum products, and a diverse fleet consisting of vessels, barges and pushboats.

On January 1, 2008, pursuant to a share purchase agreement, Navios Holdings contributed: (a) \$112.2 million in cash; and (b) the authorized capital stock of its wholly-owned subsidiary Corporacion Navios Sociedad Anonima ( CNSA ) in exchange for the issuance and delivery of 12,765 shares of Navios Logistics, representing 63.8% of its outstanding stock. Navios Logistics acquired all ownership interests in the Horamar Group ( Horamar ) in exchange for: (a) \$112.2 million in cash, and (b) the issuance of 7,235 shares of Navios Logistics representing 36.2% of Navios Logistics' outstanding stock. As of December 31, 2012 Navios Holdings owns 63.8% of Navios Logistics.

### **Navios Acquisition**

Navios Acquisition is an owner and operator of tanker vessels focusing in the transportation of petroleum products (clean and dirty) and bulk liquid chemicals.

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On July 1, 2008, Navios Holdings completed the initial public offering, or IPO, of its former subsidiary, Navios Acquisition. At the time of the IPO, Navios Acquisition was a blank check company. In the offering, Navios Acquisition sold 25,300,000 units for an aggregate purchase price of \$253.0 million. Each unit consisted of one share of Navios Acquisition's common stock and one warrant. Simultaneously with the completion of the IPO, Navios Holdings purchased private placement warrants of Navios Acquisition for an aggregate purchase price of \$7.6 million. Navios Acquisition, at the time, was not a controlled subsidiary of the Company but was accounted for under the equity method due to the Company's significant influence over Navios Acquisition.

On May 25, 2010, after its special meeting of stockholders, Navios Acquisition announced the approval of (a) the acquisition from Navios Holdings of 13 vessels (11 product tankers and two chemical tankers plus options to purchase two additional product tankers) for an aggregate purchase price of \$457.7 million, of which \$128.7 million was to be paid from existing cash and the \$329.0 million balance was to be paid with existing and new debt financing pursuant to the terms and conditions of the Acquisition Agreement by and between Navios Acquisition and Navios Holdings (the Acquisition Agreement) and (b) certain amendments to Navios Acquisition's amended and restated articles of incorporation.

Navios Acquisition entered into an omnibus agreement (the Acquisition Omnibus Agreement) with Navios Holdings and Navios Partners in connection with the closing of Navios Acquisition's vessel acquisition, governing, among other things, competition and rights of first offer on certain types of vessels and businesses.

Navios Holdings purchased 6,337,551 shares of Navios Acquisition's common stock for \$63.2 million in open market purchases. On May 28, 2010, certain shareholders of Navios Acquisition redeemed 10,021,399 shares pursuant to redemption rights granted in the IPO upon de-SPAC-ing and Navios Holdings' ownership of Navios Acquisition increased to 57.3%. As of May 28, 2010, following these transactions, Navios Holdings owned 12,372,551 shares of the outstanding common stock of Navios Acquisition. On that date, Navios Holdings acquired control over Navios Acquisition, and consequently concluded a business combination had occurred and consolidated the results of Navios Acquisition from that date until March 30, 2011.

On September 2, 2010, Navios Acquisition completed its warrant exercise program (the Warrant Program). Under the Warrant Program, holders of Navios Acquisition's publicly traded awards (Public Warrants) had the opportunity to exercise the public warrants on enhanced terms through August 27, 2010. Navios Holdings exercised in cash 13,635,000 private warrants and paid \$77.0 million. Navios Holdings currently holds no other warrants of Navios Acquisition.

On November 19, 2010, Navios Acquisition completed the public offering of 6,500,000 shares of common stock at \$5.50 per share, raising gross proceeds of approximately \$35.7 million. The net proceeds of this offering, including the underwriting discount of \$1.8 million and excluding offering costs of \$0.6 million, were approximately \$34.0 million. Following this transaction, as of December 31, 2010, Navios Holdings owned 26,007,551 shares or 53.7% of the outstanding common stock of Navios Acquisition.

On March 30, 2011, Navios Holdings exchanged 7,676,000 shares of Navios Acquisition common stock it held for 1,000 shares of non-voting Series C preferred stock of Navios Acquisition pursuant to an Exchange Agreement between Navios Acquisition and Navios Holdings (Navios Acquisition Share Exchange). The fair value of the exchange was \$30.5 million. Immediately after the Navios Acquisition Share Exchange, Navios Holdings had 45% of the voting power and 53.7% of the economic interest in Navios Acquisition, since the preferred stock is considered, in substance, common stock for accounting purposes.

On March 30, 2011, based on the equity method, Navios Holdings recorded an investment in Navios Acquisition of \$103.3 million, which represents the fair value of the common stock and Series C preferred stock that were held by Navios Holdings on such date. On March 30, 2011, the Company calculated a loss on change in control of \$35.3 million, which is equal to the fair value of the Company's investment in Navios Acquisition of \$103.3 million less the Company's 53.7% interest in Navios Acquisition's net assets on March 30, 2011.

On November 4, 2011, following the return of 217,159 shares to Navios Acquisition and the subsequent cancellation of such shares, Navios Holdings' ownership of the outstanding voting stock of Navios Acquisition increased to 45.24% and its economic interest in Navios Acquisition increased to 53.96%.

As of December 31, 2012, Navios Holdings' ownership of the outstanding voting stock of Navios Acquisition was 45.24% and its economic interest in Navios Acquisition was 53.96%.

On February 26, 2013, Navios Acquisition completed multiple offerings, including two registered direct offerings and one private placement for Navios Holdings and certain members of the management of Navios Acquisition, Navios Partners and Navios Holdings, raising gross proceeds of \$100.5 million. A total of 35,246,791 shares were issued at a price of \$2.85 per share. Navios Holdings purchased in the private placement an

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aggregate of 17,544,300 shares of Navios Acquisition common stock for \$50.0 million. Following the offerings, Navios Holdings' ownership of the outstanding voting stock of Navios Acquisition increased to 47.4% and its economic interest in Navios Acquisition decreased to 52.2%.

**B. Business overview**

**Introduction**

Navios Holdings is a global, vertically integrated seaborne shipping and logistics company focused on the transport and transshipment of drybulk commodities including iron ore, coal and grain. For over 50 years, Navios Holdings has had an in-house ship management expertise that has worked with producers of raw materials, agricultural traders and exporters, industrial end-users, ship owners, and charterers. Navios Holdings' current core fleet (excluding those of Navios Logistics), the average age of which is approximately 6.1 years, consists of a total of 50 vessels, aggregating approximately 5.1 million dwt. Navios Holdings owns ten Capesize vessels (169,000-181,000 dwt), 14 modern Ultra Handymax vessels (50,000-61,000 dwt), five Panamax vessels (70,000-83,000 dwt) and one Handysize vessel. It also time charters-in and operates a fleet of six Ultra Handymax, one Handysize, six Panamax, and seven Capesize vessels under long-term time charters, 17 of which are currently in operation, with the remaining three scheduled for delivery on various dates through April 2016. Navios Holdings has options to acquire 11 of the 20 time chartered-in vessels (on one of which Navios Holdings holds an initial 50% purchase option).

Navios Holdings also offers commercial and technical management services to Navios Partners' and Navios Acquisition's fleets. Navios Partners' fleet is comprised of 12 Panamax vessels, seven Capesize vessels and two Ultra-Handymax vessels. In October 2011, the fixed fee period was extended until December 31, 2017 and the daily fees were amended to \$4,650 per owned Ultra Handymax vessel, \$4,550 per owned Panamax vessel and \$5,650 per owned Capesize vessel through December 31, 2013. From January 2014 to December 2017, Navios Partners will reimburse Navios Holdings for all of the actual operating costs and expenses in connection with the management of Navios Partners' fleet. Navios Acquisition's fleet is comprised of 29 tankers, of which 21 are currently in operation, and Navios Holdings will receive a daily fee of \$6,000 per owned MR2 product tanker and chemical tanker vessel, \$7,000 per owned LR1 product tanker vessel and \$10,000 per owned VLCC vessel.

Navios Holdings' strategy and business model focuses on:

*Operation of a high quality, modern fleet.* Navios Holdings owns and charters in a modern, high quality fleet, having an average age of approximately 6.1 years that provides numerous operational advantages including more efficient cargo operations, lower insurance and vessel maintenance costs, higher levels of fleet productivity, and an efficient operating cost structure.

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*Pursue an appropriate balance between vessel ownership and a long-term chartered-in fleet.* Navios Holdings controls, through a combination of vessel ownership and long-term time chartered vessels, approximately 5.1 million dwt in tonnage, making Navios Holdings one of the largest independent drybulk operators in the world. Navios Holdings' ability, through its long-standing relationships with various shipyards and trading houses, to charter-in vessels at favorable rates allows it to control additional shipping capacity without the capital expenditures required by new vessel acquisition. In addition, having purchase options on 11 of the 20 time chartered vessels (including those to be delivered) permits Navios Holdings to determine when is the most commercially opportune time to own or charter-in vessels. Navios Holdings intends to monitor developments in the sales and purchase market to maintain the appropriate balance between owned and long-term time chartered vessels.

*Capitalize on Navios Holdings' established reputation.* Navios Holdings believes its reputation and commercial relationships enable it to obtain favorable long-term time charters, enter into the freight market and increase its short-term tonnage capacity to complement the capacity of its core fleet, as well as to obtain access to cargo freight opportunities through COA arrangements not readily available to other industry participants. This reputation has also enabled Navios Holdings to obtain favorable vessel acquisition terms as reflected in the purchase options contained in some of its long-term charters.

*Utilize industry expertise to take advantage of market volatility.* The drybulk shipping market is cyclical and volatile. Navios Holdings uses its experience in the industry, sensitivity to trends, and knowledge and expertise as to risk management and FFAs to hedge against, and in some cases, to generate profit from, such volatility.

*Maintain high fleet utilization rates.* The shipping industry uses fleet utilization to measure a company's efficiency in finding suitable employment for its vessels and minimizing the days its vessels are off-hire. At 98.2% as of December 31, 2012, Navios Holdings believes that it has one of the highest fleet utilization rates in the industry.

*Maintain customer focus and reputation for service and safety.* Navios Holdings is recognized by its customers for the high quality of its service and safety record. Navios Holdings' high standards for performance, reliability, and safety provide Navios Holdings with an advantageous competitive profile.

*Enhance vessel utilization and profitability through a mix of spot charters, time charters, and COAs and strategic backhaul and triangulation methods.* Specifically, this strategy is implemented as follows:

The operation of voyage charters or spot fixtures for the carriage of a single cargo from load port to discharge port;

The operation of time charters, whereby the vessel is hired out for a predetermined period but without any specification as to voyages to be performed, with the ship owner being responsible for operating costs and the charterer for voyage costs; and

The use of COAs, under which Navios Holdings contracts to carry a given quantity of cargo between certain load and discharge ports within a stipulated time frame, but does not specify in advance which vessels will be used to perform the voyages.

In addition, Navios Holdings attempts, through selecting COAs on what would normally be backhaul or ballast legs, to enhance vessel utilization and, hence, profitability. In such cases, the cargoes are used to position vessels at or near major loading areas (such as the Gulf of Mexico) where spot cargoes can readily be obtained. This reduces ballast time as a percentage of the round voyage. This strategy is referred to as triangulation.

Navios Holdings is one of relatively few major owners and operators of this type in the drybulk market, and has vast experience in this area. In recent years, it has further raised the commercial sophistication of its business model by using market intelligence derived from its risk management operations and, specifically, its freight derivatives hedging desk, to make more informed decisions regarding the management of its fleet.

## Competitive Advantages

Controlling approximately 5.1 million dwt (excluding Navios Logistics) in drybulk tonnage, Navios Holdings is one of the largest independent drybulk operators in the world. Management believes that Navios Holdings occupies a competitive position within the industry in that its reputation in the global drybulk markets permits it to enter into at any time, and take on spot, medium or long-term freight commitments, depending on its view of future market trends. In addition, many of the long-term charter deals that form the core of Navios Holdings' fleet were brought to the attention of Navios Holdings prior to even being quoted in the open market. Even in the open market, Navios Holdings' solid reputation allows it to take in large amounts of tonnage on a short, medium, or long-term basis on very short notice. This ability is possessed by relatively few ship owners and operators, and is a direct consequence of Navios Holdings' market reputation for reliability in the performance of its obligations in each of its roles as a ship owner, COA operator, and charterer. Navios Holdings, therefore, has much greater flexibility than a traditional ship owner or charterer to quickly go long or short relative to the drybulk markets.

Navios Holdings' long involvement and reputation for reliability in the Asian Pacific region have also allowed it to develop privileged relationships with many of the largest trading houses in Japan, such as Marubeni Corporation and Mitsui & Co. Through these institutional relationships, Navios Holdings has obtained relatively low-cost, long-term charter-in deals, with options to extend time charters and options to purchase the majority of the vessels. Through its established reputation and relationships, Navios Holdings has had access to opportunities not readily available to most other industry participants who lack Navios Holdings' brand recognition, credibility, and track record.

In addition to its long-standing reputation and flexible business model, management believes that Navios Holdings is well-positioned in the drybulk market on the basis of the following factors:

A high-quality, modern fleet of vessels that provides a variety of operational advantages, such as lower insurance premiums, higher levels of productivity, and efficient operating cost structures, as well as a competitive advantage over owners of older fleets, especially in the time charter market, where age and quality of a vessel are of significant importance in competing for business;

A core fleet which has been chartered-in (some through 2024, assuming minimum available charter extension periods are exercised) on attractive terms that allow Navios Holdings to charter-out the vessels at an attractive spread during strong markets and to weather down cycles in the market while maintaining low operating expenses;

Strong cash flows from creditworthy counterparties;

Strong commercial relationships with both freight customers and Japanese trading houses and ship owners, providing Navios Holdings with access to future attractive long-term time charters on newbuildings with valuable purchase options;

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Strong in-house technical management team who oversee every step of technical management, from the construction of the vessels in Japan or Korea to subsequent shipping operations throughout the life of a vessel, including the superintendence of maintenance, repairs and drydocking, providing efficiency and transparency in Navios Holdings' owned fleet operations; and

Visibility into worldwide commodity flows through its physical shipping operations and port terminal operations in South America. Management intends to maintain and build on these qualitative advantages, while at the same time continuing to benefit from Navios Holdings' reputation.

**Shipping Operations**

**Navios Holdings' Fleet.** Navios Holdings controls a core fleet of 30 owned vessels and 20 chartered-in vessels (11 of which have purchase options). The average age of the operating fleet is 6.1 years.

**Owned Fleet.** Navios Holdings owns and operates a fleet comprised of 14 modern Ultra Handymax vessels, ten Capesize vessels, five Panamax vessels and one Handysize vessel, whose technical specifications and youth distinguish them in the market, where, as of the beginning of 2013, over 13% of the industry's drybulk vessels were 20 or more years old.

**Owned Vessels**

Vessel Name	Vessel Type	Year Built	Deadweight (in Metric Tons)
Navios Serenity	Handysize	2011	34,690
Navios Ionian	Ultra Handymax	2000	52,067
Navios Vector	Ultra Handymax	2002	50,296
Navios Horizon	Ultra Handymax	2001	50,346
Navios Herakles	Ultra Handymax	2001	52,061
Navios Achilles	Ultra Handymax	2001	52,063
Navios Meridian	Ultra Handymax	2002	50,316
Navios Mercator	Ultra Handymax	2002	53,553
Navios Arc	Ultra Handymax	2003	53,514
Navios Hios	Ultra Handymax	2003	55,180
Navios Kypros	Ultra Handymax	2003	55,222
Navios Ulysses	Ultra Handymax	2007	55,728
Navios Vega	Ultra Handymax	2009	58,792
Navios Celestial	Ultra Handymax	2009	58,063
Navios Astra	Ultra Handymax	2006	53,468
Navios Magellan	Panamax	2000	74,333
Navios Star	Panamax	2002	76,662
Navios Asteriks	Panamax	2005	76,801
Navios Centaurus	Panamax	2012	81,472
Navios Avior	Panamax	2012	81,355
Navios Bonavis	Capesize	2009	180,022
Navios Happiness	Capesize	2009	180,022
Navios Lumen	Capesize	2009	180,661
Navios Stellar	Capesize	2009	169,001
Navios Phoenix	Capesize	2009	180,242
Navios Antares	Capesize	2010	169,059
Navios Etoile	Capesize	2010	179,234
Navios Bonheur	Capesize	2010	179,259
Navios Altamira	Capesize	2011	179,165
Navios Azimuth	Capesize	2011	179,169

**Long-Term Fleet.** In addition to the 30 owned vessels, Navios Holdings controls a fleet of seven Capesize, six Panamax, six Ultra Handymax, and one Handysize vessels under long-term time charters, having an average age of approximately 5.3 years. In April 2013, Navios Holdings agreed to postpone the delivery dates of two chartered-in vessels, the Navios Felix and the Navios Venus. Of the 20 chartered-in vessels, 17 are



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currently in operation and three are scheduled for delivery at various times through April 2016, as set forth in the following table:

## Long-term Chartered-in Fleet in Operation

Vessel Name	Vessel Type	Year Built	Deadweight (in Metric Tons)	Purchase Option(1)
Navios Lyra	Handysize	2012	34,718	Yes (2)
Navios Apollon	Ultra Handymax	2000	52,073	No
Navios Primavera	Ultra Handymax	2007	53,464	Yes
Navios Armonia	Ultra Handymax	2008	55,100	No
Navios Oriana	Ultra Handymax	2012	61,442	Yes
Navios Libra II	Panamax	1995	70,136	No
Navios Altair	Panamax	2006	83,001	No
Navios Esperanza	Panamax	2007	75,356	No
Golden Heiwa	Panamax	2007	76,662	No
Navios Marco Polo	Panamax	2011	80,647	Yes
Navios Southern Star	Panamax	2013	82,224	Yes
Beaufiks	Capesize	2004	180,310	Yes
Rubena N	Capesize	2006	203,233	No
SC Lotta	Capesize	2009	169,056	No
King Ore	Capesize	2010	176,800	No
Navios Koyo	Capesize	2011	181,415	Yes
Navios Obeliks	Capesize	2012	181,415	Yes

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Vessels	Vessel Type	Delivery Date	Purchase Option	Deadweight (in Metric Tons)
Navios Felix	Capesize	04/2016	Yes	180,000
Navios Mercury	Ultra Handymax	07/2013	Yes	61,000
Navios Venus	Ultra Handymax	02/2015	Yes	61,000

(1) Generally, Navios Holdings may exercise its purchase option after three to five years of service.

(2) The initial 50% purchase option on the vessel is held by Navios Holdings.

Many of Navios Holdings' current long-term chartered-in vessels are chartered from ship owners with whom Navios Holdings has long-standing relationships. Navios Holdings pays these ship owners daily rates of hire for such vessels, and then charters out these vessels to other parties, who pay Navios Holdings a daily rate of hire. Navios Holdings also enters into COAs pursuant to which Navios Holdings has agreed to carry cargoes, typically for industrial customers, who export or import drybulk cargoes. Further, Navios Holdings enters into spot market voyage contracts, where Navios Holdings is paid a rate per ton to carry a specified cargo from point A to point B.

**Short-Term Fleet:** Navios Holdings' short-term fleet is comprised of Capesize, Panamax and Ultra Handymax vessels chartered-in for a duration of less than 12 months. The number of short-term vessels varies from time to time.

**Exercise of Vessel Purchase Options**

As of December 31, 2012, Navios Holdings executed purchase options comprising of six Ultra Handymax, six Panamax and one Capesize vessels. The Navios Meridian, Navios Mercator, Navios Arc, Navios Galaxy I, Navios Magellan, Navios Horizon, Navios Star, Navios Hyperion, Navios Orbiter, Navios Hope, Navios Fantastiks, Navios Vector and Navios Astra were delivered on various dates from November 30, 2005 until February 21, 2011. Navios Holdings currently has options to acquire eight of the 17 chartered-in vessels currently in operation and all of the three long-term chartered-in vessels on order (on one of the 11 purchase options Navios Holdings holds a 50% initial purchase option).

**Commercial Ship Management:** Commercial management of Navios Holdings' fleet involves identifying and negotiating charter party employment for the vessels. In addition to its internal commercial ship management capabilities, Navios Holdings uses the services of a related party, Acropolis Chartering & Shipping Inc., based in Piraeus, as well as numerous third-party charter brokers, to solicit, research, and propose charters for its vessels. Charter brokers research and negotiate with different charterers, and propose charters to Navios Holdings for cargoes suitable for carriage by Navios Holdings' vessels. Navios Holdings then evaluates the employment opportunities available for each type of vessel and arranges cargo and country exclusions, bunkers, loading and discharging conditions, and demurrage.

**Technical Ship Management:** Navios Holdings provides, through its subsidiaries, Navios ShipManagement Inc. and Navios Tankers Management Inc., technical ship management and maintenance services to its owned vessels and has also provided such services to Navios Partners' and Navios Acquisition's vessels under the terms of the management agreements between the parties. Based in Piraeus, Greece and Monaco, this operation is run by experienced professionals who oversee every step of technical management, from the construction of the vessels in Japan and Korea to subsequent shipping operations throughout the life of a vessel, including the superintendence of maintenance, repairs and drydocking.

**Operation of the Fleet:** The operations departments, which are located in Greece and Belgium, supervise the post-fixture business of the vessels in Navios Holdings' fleet (i.e., once the vessel is chartered and being employed) by monitoring their daily positions to ensure that the terms and conditions of the charters are being fulfilled.

**Financial Risk Management:** Navios Holdings actively engages in assessing financial risks associated with fluctuating future freight rates, daily time charter hire rates, fuel prices, credit risks, interest rates and foreign exchange rates. Financial risk management is carried out under policies approved and guidelines established by the Company's executive management.

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*Freight Rate Risk.* Navios Holdings uses FFAs to manage and mitigate its risk to its freight market exposures in shipping capacity and freight commitments and respond to fluctuations in the drybulk shipping market by augmenting its overall long or short position. These FFAs settle monthly in cash on the basis of publicly quoted indices, not physical delivery. These instruments typically cover periods from one month to one year, and are based on time charter rates or freight rates on specific quoted routes. Navios Holdings enters into these FFAs through over-the-counter transactions and over LCH, the London Clearing House. Navios Holdings' FFA trading personnel work closely with the chartering group to ensure that the most up-to-date information is incorporated into the Company's commercial ship management strategy and policies. See Risk Factors Risks Associated with the Shipping Industry and Our Drybulk Operations Trading and complementary hedging activities in freight, tonnage and FFAs subject us to trading risks, and we may suffer trading losses which could adversely affect our financial condition and results of operations for additional detail on the financial implications, and risks of our use of FFAs.

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*Credit Risk.* Navios Holdings closely monitors its credit exposure to charterers and FFAs counterparties. Navios Holdings has established policies designed to ensure that contracts are entered into with counterparties that have appropriate credit history. Counterparties and cash transactions are limited to high credit quality collateralized corporations and financial institutions. Most importantly, Navios Holdings has strict guidelines and policies that are designed to limit the amount of credit exposure. In addition, certain of our long term charter-out contracts have been insured until the end of 2016 through an AA rated European Union insurance provider up to a maximum cash payment of \$120.0 million (including certain Navios Partners' contracts). Our agreement provides that if the charterer goes into payment default, the insurer will reimburse us for the charter payments under the terms of the policy (subject to applicable deductibles and other customary limitations for such type of insurance).

*Interest Rate Risk.* Navios Holdings uses from time to time interest rate swap agreements to reduce exposure to fluctuations in interest rates. These instruments allow Navios Holdings to raise long-term borrowings at floating rates and swap them into fixed rates. Although these instruments are intended to minimize the anticipated financing costs and maximize gains for Navios Holdings that may be set off against interest expense, they may also result in losses, which would increase financing costs. Currently, Navios Holdings holds no interest rate swap contracts. See Note 12 to the audited consolidated financial statements of Navios Holdings for the year ended December 31, 2012, included elsewhere in this document. See also item 11 Quantitative and Qualitative Disclosures about Market Risks Interest Rate Risk.

*Foreign Exchange Risk.* Although Navios Holdings' revenues are U.S. dollar-based, 22.1% of its expenses, related to its Navios Logistics segment, are in Uruguayan pesos, Argentinean pesos, Paraguayan Guaranies and Brazilian Reales and 7.6% of its expenses related to operation of its Greek and Belgian office, are in Euros. Navios Holdings monitors its Euro, Argentinean Peso, Uruguayan Peso, Paraguayan Guarani and Brazilian Real exposure against long-term currency forecasts and enters into foreign currency contracts when considered appropriate.

## **Customers**

### **Drybulk Vessel Operations**

The international drybulk shipping industry is highly fragmented and, as a result, there are numerous charterers. Navios Holdings' assessment of a charterer's financial condition and reliability is an important factor in negotiating employment of its vessels. Navios Holdings generally charters its vessels to major trading houses (including commodities traders), major producers and government-owned entities. Navios Holdings customers under charter parties, COAs, and its counterparties under FFAs, include national, regional and international companies, such as Mitsui O.S.K. Lines Ltd., GIIC, Louis Dreyfus Commodities, Hanjin Shipping Corporation, Baosteel, COSCO Bulk Carriers Ltd., Mansel Ltd, C.Transport, STX Panocean Ltd. and Dampskibsselskabet Norden. For the years ended December 31, 2012, 2011 and 2010, none of the customers accounted for more than 10% of the Company's revenue.

### **Logistics Business Operations**

Navios Logistics is one of the largest logistics companies in the Hidrovia region of South America, focusing on the Hidrovia region river system, the main navigable river system in the region, and on cabotage trades along the eastern coast of South America. Navios Logistics is focused on providing its customers integrated transportation, storage and related services through its port facilities, its large, versatile fleet of dry and liquid cargo barges and its product tankers. Navios Logistics serves the needs of a number of growing South American industries, including mineral and grain commodity providers as well as users of refined petroleum products.

Navios Logistics has a diverse customer base including global agricultural, mining and petroleum companies. Its customers include affiliates of Archer Daniels Midland Company (ADM), Axion Energy (formerly known as Esso), Bunge, Cargill, Glencore, Louis Dreyfus, Petrobras, Petropar (the national oil company of Paraguay), Shell, Vale, Vitol and YPF. In its dry port facility in Uruguay, Navios Logistics has been serving three of its key global customers, ADM, Cargill and Louis Dreyfus, for more than 14 years on average. In its liquid port facility, liquid barge transportation and cabotage business, Navios Logistics has had long-term relationships with its global petroleum customers (such as Axion Energy, Petrobras Group, YPF and Shell) for more than 10 years on average. In its dry barge business, Navios Logistics started its relationship with Vale in 2008 for iron ore transportation and has signed new contracts since then. Navios Logistics is committed to providing quality logistics services for its customers and further developing and maintaining its long-term relationships.

Concentrations of credit risk with respect to accounts receivables are limited due to Navios Logistics' large number of customers, who are established international operators and have an appropriate credit history. Due to these factors, management believes that no additional credit risk beyond amounts provided for collection losses is inherent in our trade receivables. For the year ended December 31, 2012, Navios Logistics

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three largest customers, Vale, YPF and Axion Energy, accounted for 18.5%, 11.5% and 11.5% of its revenues, respectively, and Navios Logistics' five largest customers accounted for approximately 56.4%. For the year ended December 31, 2011, Navios Logistics' three largest customers, Petrobras, Petropar and Axion Energy, accounted for 18.1%, 10.2% and 10.0% of its revenues, respectively, and Navios Logistics' five largest customers accounted for approximately 55.1% of revenues. For the year ended December 31, 2010, Navios Logistics' largest customer, Petrobras, accounted for 17.5% of its revenues, and Navios Logistics' five largest customers accounted for approximately 50% of its revenues.

### **Tanker Vessel Operations**

Navios Acquisition owns a large fleet of modern crude oil, refined petroleum product and chemical tankers providing worldwide marine transportation services. Navios Acquisition's strategy is to charter its vessels to international oil companies, refiners and large vessel operators under long, medium and short-term charters. Navios Acquisition is committed to providing quality transportation services and developing and maintaining long-term relationships with its customers. Navios Acquisition provides seaborne shipping services under charters with customers that Navios Acquisition believes are creditworthy. From March 30, 2011 and onwards, Navios Acquisition is no longer consolidated by the Company. For the year ended December 31, 2010, five customers accounted for 42.5%, 18.6%, 12.9%, 12.9% and 10.9% of the Navios Acquisition's revenue.

### **Oil Company Tanker Vetting Process**

Traditionally there have been relatively few charterers in the oil transportation business and that part of the industry has been undergoing consolidation. The so called "oil majors", such as Exxon Mobil, BP p.l.c., Royal Dutch Shell plc., Chevron, ConocoPhillips and Total S.A., together with a few smaller companies, represent a significant percentage of the production, trading and, especially, seaborne transportation of crude oil and refined petroleum products worldwide. Concerns about the environment have led oil majors to develop and implement a strict due diligence process, known as vetting, when selecting vessels and considering their managers. Vetting has evolved into a sophisticated and comprehensive assessment of both the vessel and the vessel manager. While numerous factors are considered and evaluated prior to a commercial decision, the oil majors, through their association, Oil Companies International Marine Forum (OCIMF), have developed two basic tools: the Ship Inspection Report program, which is known as SIRE and the Tanker Management and Self-Assessment program, which is known as TMSA. Based upon commercial risk, there are three levels of assessment used by oil majors:

terminal use, which clears a vessel to call at one of the oil major's terminals;

voyage charter, which clears the vessel for a single voyage; and

period charter, which clears the vessel for use for an extended period of time.

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The depth and complexity of each of these levels of assessment varies. The charter agreements for tanker vessels require that the applicable vessel have a valid SIRE report (less than six months old) in the OCIMF website as recommended by OCIMF. In addition, under the terms of the charter agreements, the charterers require that tanker vessels and their technical managers be vetted and approved to transport crude oil by multiple oil majors.

### **Competition**

The drybulk shipping markets are extensive, diversified, competitive and highly fragmented, divided among approximately 1,670 independent drybulk carrier owners. The world's active drybulk fleet consists of approximately 9,500 vessels, aggregating approximately 679 million dwt as of December 31, 2012. As a general principle, the smaller the cargo carrying capacity of a drybulk carrier, the more fragmented is its market, both with regard to charterers and vessel owner/operators. Even among the larger drybulk owners and operators, whose vessels are mainly in the larger sizes, only five companies are known to have fleets of 100 vessels or more: the two largest Chinese shipping companies, China Ocean Shipping and China Shipping Group and the three largest Japanese shipping companies, Mitsui O.S.K. Lines, Kawasaki Kisen and Nippon Yusen Kaisha. There are about 45 owners known to have fleets of between 30 and 100 vessels. However, vessel ownership is not the only determinant of fleet control. Many owners of bulk carriers charter their vessels out for extended periods, not just to end users (owners of cargo), but also to other owner/operators and to tonnage pools. Such operators may, at any given time, control a fleet many times the size of their owned tonnage. Navios Holdings is one such operator; others include Cargill, Pacific Basin Shipping, Bocimar, Zodiac Maritime, Louis Dreyfus/Cetragepa, Cobelfret and Torvald Klavness.

It is likely that we will face substantial competition for long-term charter business from a number of experienced companies. Many of these competitors will have significantly greater financial resources than we do. It is also likely that we will face increased numbers of competitors entering into our transportation sectors, including in the drybulk sector. Many of these competitors have strong reputations and extensive resources and experience. Increased competition may cause greater price competition, especially for long-term charters.

### *Navios Acquisition*

The market for international seaborne crude oil and refined petroleum products transportation services is fragmented and highly competitive. Such transportation services generally are provided by two main types of operators: major oil company captive fleets (both private and state-owned) and independent ship owner fleets. In addition, several owners and operators pool their vessels together on an ongoing basis, and such pools are available to customers to the same extent as independently owned and operated fleets. Many major oil companies and other oil trading companies also operate their own vessels and use such vessels not only to transport their own crude oil and refined petroleum products but also to transport crude oil for third party charterers in direct competition with independent owners and operators in the tanker charter market. Competition for charters is intense and is based upon price, location, size, age, condition and acceptability of the vessel and its manager. Due in part to the fragmented tanker market, competitors with greater resources could enter the tanker market and operate larger fleets through acquisitions or consolidations and may be willing or able to accept lower prices than Navios Acquisition, which could result in achieving lower revenues from its vessels.

### *Navios Logistics*

Navios Logistics is one of the largest logistics providers in the Hidrovia region of South America. Navios Logistics believes its ownership of river ports, including its port terminal in Uruguay that provides access to the ocean, allows it to offer a logistics solution superior to its competitors that also operate barges and pushboats. Navios Logistics also competes based on reliability, efficiency and price.

With respect to loading, storage and ancillary services, the market is divided between transits and exports, depending on the cargo origin. In the case of transits there are other companies operating in the river system that are able to offer services similar to Navios Logistics. However, most of these companies are proprietary service providers that are focused on servicing their own cargo. Unlike these companies, Navios Logistics is an independent service provider in the market for transits. With respect to exports, its competitors are Montevideo Port in Montevideo and Ontur in Nueva Palmira, neither of which has storage, and TGU in Nueva Palmira. The main competitor of its liquid port terminal in Paraguay is Petropar, a Paraguayan state-owned entity. Other competitors include Copetrol and Petrobras, which are also customers of Navios Logistics' port.

Navios Logistics faces competition in its barge and cabotage businesses with transportation of oil and refined petroleum products from other independent ship owners and from vessel operators who primarily charter vessels to meet their cargo carrying needs. The charter markets in which Navios Logistics' vessels compete are highly competitive. Key competitors include Ultrapetrol Bahamas Ltd. and Fluviomar. In addition, some of Navios Logistics' customers, including ADM, Cargill, Louis Dreyfus and Vale, have some of their own dedicated barge capacity, which they can use to transport cargo in lieu of hiring a third party. Navios Logistics also competes indirectly with other forms of land-based transportation such as truck and rail. Competition is primarily based on prevailing market contract rates, vessel location and vessel manager

know-how, reputation and credibility. These companies and other smaller entities are regular competitors of Navios Logistics in its primary tanker trading areas.

Navios Logistics believes that its ability to combine its ports in Uruguay and Paraguay with its versatile fleet of barges, pushboats and tankers to offer integrated, end-to-end logistics solutions for both its dry and liquid customers seeking to transport mineral and grain commodities and liquid cargoes through the Hidrovia region has allowed Navios Logistics to differentiate its business and offer superior services compared to its competitors.

### **Intellectual Property**

We consider NAVIOS to be our proprietary trademark, service mark and trade name. We hold several U.S. trademark registrations for our proprietary logos and the domain name registration for our website.

### **Governmental and Other Regulations**

**Sources of Applicable Rules and Standards:** Shipping is one of the world's most heavily regulated industries, and, in addition, it is subject to many industry standards. Government regulation significantly affects the ownership and operation of vessels. These regulations consist mainly of rules and standards established by international conventions, but they also include national, state, and local laws and regulations in force in jurisdictions where vessels may operate or are registered, and which are commonly more stringent than international rules and standards. This is the case particularly in the United States and, increasingly, in Europe.

A variety of governmental and private entities subject vessels to both scheduled and unscheduled inspections. These entities include local port authorities (the U.S. Coast Guard, harbor masters or equivalent entities), classification societies, flag state administration (country vessel of registry), and charterers, particularly terminal operators. Certain of these entities require vessel owners to obtain permits, licenses, and certificates for the operation of their vessels. Failure to maintain necessary permits or approvals could require a vessel owner to incur substantial costs or temporarily suspend operation of one or more of its vessels.

Heightened levels of environmental and quality concerns among insurance underwriters, regulators, and charterers continue to lead to greater inspection and safety requirements on all vessels and may accelerate the scrapping of older vessels throughout the industry. Increasing environmental concerns have created a demand for vessels that conform to stricter environmental standards. Vessel owners are required to maintain operating standards for all vessels that will emphasize operational safety, quality maintenance, continuous training of officers and crews and compliance with U.S. and international regulations.



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**International Environmental Regulations:** The International Maritime Organization ( IMO ) has adopted a number of international conventions concerned with ship safety and with preventing, reducing or controlling pollution from ships. These fall into two main categories, consisting firstly of those concerned generally with ship safety standards, and secondly of those specifically concerned with measures to prevent pollution.

**Ship Safety Regulation:** In the former category, the primary international instrument is the Safety of Life at Sea Convention of 1974, as amended ( SOLAS ), together with the regulations and codes of practice that form part of its regime. Much of SOLAS is not directly concerned with preventing pollution, but some of its safety provisions are intended to prevent pollution as well as promote safety of life and preservation of property. These regulations have been and continue to be regularly amended as new and higher safety standards are introduced with which we are required to comply.

An amendment of SOLAS introduced the International Safety Management (ISM) Code, which has been effective since July 1998. Under the ISM Code, the party with operational control of a vessel is required to develop an extensive safety management system that includes, among other things, the adoption of a safety and environmental protection policy setting forth instructions and procedures for operating its vessels safely and describing procedures for responding to emergencies. The ISM Code requires that vessel operators obtain a safety management certificate for each vessel they operate. This certificate evidences compliance by a vessel's management with code requirements for a safety management system. No vessel can obtain a certificate unless its manager has been awarded a document of compliance, issued by the flag state for the vessel, under the ISM Code. Noncompliance with the ISM Code and other IMO regulations, such as the mandatory ship energy efficiency management plan ( SEEMP ) which is akin to a safety management plan and came into effect on January 1, 2013, may subject a ship owner to increased liability, may lead to decreases in available insurance coverage for affected vessels, and may result in the denial of access to, or detention in, some ports. For example, the United States Coast Guard and European Union authorities have indicated that vessels not in compliance with the ISM Code will be prohibited from trading in ports in the United States and European Union.

Another amendment of SOLAS, made after the terrorist attacks in the United States on September 11, 2001, introduced special measures to enhance maritime security, including the International Ship and Port Facilities Security Code (ISPS Code).

Our owned fleet maintains ISM and ISPS certifications for safety and security of operations. In addition, Navios ShipManagement voluntarily implements and maintains certifications pursuant to the International Organization for Standardization ( ISO ), for its office and ships covering both quality of services and environmental protection (ISO 9001 and ISO 14001, respectively).

**International regulations to Prevent Pollution from Ships:** In the second main category of international regulation, the primary instrument is the International Convention for the Prevention of Pollution from Ships ( MARPOL ), which imposes environmental standards on the shipping industry set out in Annexes I-VI of MARPOL. These contain regulations for the prevention of pollution by oil (Annex I), by noxious liquid substances in bulk (Annex II), by harmful substances in packaged forms within the scope of the International Maritime Dangerous Goods Code (Annex III), by sewage (Annex IV), by garbage (Annex V), and by air emissions (Annex VI).

These regulations have been and continue to be regularly amended as new and higher standards of pollution prevention are introduced with which we are required to comply.

For example, MARPOL Annex VI, together with the NOx Technical Code established thereunder, sets limits on sulphur oxide and nitrogen oxide emissions from ship exhausts and prohibits deliberate emissions of ozone depleting substances, such as chlorofluorocarbons. It also includes a global cap on the sulphur content of fuel oil and allows for special areas to be established with more stringent controls on emissions. Originally adopted in September 1997, Annex VI came into force in May 2005 and was amended in October 2008 (as was the NOx Technical Code) to provide for progressively more stringent limits on such emissions from 2010 onwards. The revised Annex VI provides, in particular, for a reduction of the global sulfur cap, initially to 3.5% (from the previous cap of 4.5%), with an effective date of January 1, 2012, then progressively reducing the cap to 0.50%, with an effective date of January 1, 2020, subject to a feasibility review to be completed no later than 2018; and the establishment of new tiers of stringent nitrogen oxide emissions standards for marine engines, depending on their date of installation. We anticipate incurring costs in complying with these more stringent standards.

The revised Annex VI further allows for designation, in response to proposals from member parties, of Emission Control Areas (ECAs) that impose accelerated and/or more stringent requirements for control of sulfur oxide, particulate matter, and nitrogen oxide emissions. Such ECAs have been formally adopted for the Baltic Sea and the North Sea including the English Channel. The waters off the North American coast were established as an ECA, where NOx, SOx and particulate matter emissions are regulated, from August 1, 2012, and the United States Caribbean Sea ECA came into force on January 1, 2013, having effect from January 1, 2014. For the currently-designated ECAs, much lower sulfur limits on fuel oil content are being phased in (1% from July 2010 and 0.1% from January 1, 2015), as well as nitrogen oxide after treatment requirements that will become applicable to the Baltic and North Sea ECAs in 2016. These more stringent fuel standards, when fully in effect, are expected to require measures such as fuel switching, vessel modification adding distillate fuel storage capacity, or addition of exhaust gas cleaning scrubbers, to achieve compliance, and may require installation and operation of further control equipment at significant increased cost.

**International Ballast Water Requirements:** In addition to MARPOL, other more specialized international instruments have been adopted to prevent different types of pollution or environmental harm from ships. In February 2004, the IMO adopted an International Convention for the Control and Management of Ships' Ballast Water and Sediments (the BWM Convention). The BWM Convention's implementing regulations require a ballast water management plan and a phased introduction of mandatory ballast water exchange requirements, to be replaced in time with mandatory concentration limits.

The BWM Convention will not enter into force until 12 months after it has been adopted by 30 states, the combined merchant fleets of which represent not less than 35% of the gross tonnage of the world's merchant shipping. To date, there has not been sufficient adoption of this standard by member-states representing enough of the gross tonnage of the world's fleet for it to take force. However, as of January 31, 2013, the Convention has been ratified by 36 states, representing 29.07% of the global merchant shipping fleet's gross tonnage, and its entry-into-force with attendant compliance costs may therefore be anticipated in the foreseeable future.

**European Environmental Regulations:** European regulations in the maritime sector are in general based on international law. However, since the *Erika* incident in 1999, the European Community has become increasingly active in the field of regulation of maritime safety and protection of the environment. It has been the driving force behind a number of amendments of MARPOL (including, for example, changes to accelerate the timetable for the phase-out of single hull tankers, and to prohibit the carriage in such tankers of heavy grades of oil), and if dissatisfied either with the extent of such amendments or with the timetable for their introduction, it has been prepared to legislate on a unilateral basis. In some instances where it has done so, international regulations have subsequently been amended to the same level of stringency as that introduced in Europe, but the risk is well established that EU regulations may from time to time impose burdens and costs on ship owners and operators which are additional to those involved in complying with international rules and standards.

In some areas of regulation the EU has introduced new laws without attempting to procure a corresponding amendment of international law. Notably, it adopted in 2005 a directive on ship-source pollution, imposing criminal sanctions for pollution not only where this is caused by intent or recklessness (which would be an offense under MARPOL), but also where it is caused by serious negligence. The directive could therefore result in criminal liability being incurred in circumstances where it would not be incurred under international law. Experience has shown that in the emotive atmosphere often associated with pollution incidents, retributive attitudes towards ship interests have found expression in negligence being alleged by prosecutors and found by courts on grounds which the international maritime

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community has found hard to understand. Moreover, there is skepticism that the notion of serious negligence is likely to prove any narrower in practice than ordinary negligence. Criminal liability for a pollution incident could not only result in us incurring substantial penalties or fines but may also, in some jurisdictions, facilitate civil liability claims for greater compensation than would otherwise have been payable.

**Greenhouse Gas Emissions:** In February 2005, the Kyoto Protocol to the United Nations Framework Convention on Climate Change entered into force. Pursuant to the Kyoto Protocol, adopting countries are required to implement national programs to reduce emissions of certain gases, generally referred to as greenhouse gases, which are suspected of contributing to global warming. Currently, the greenhouse gas emissions from international shipping do not come under the Kyoto Protocol.

In December 2011, UN climate change talks took place in Durban and concluded with an agreement referred to as the Durban Platform for Enhanced Action. In preparation for the Durban Conference, the International Chamber of Shipping (ICS) produced a briefing document, confirming the shipping industry's commitment to cut shipping emissions by 20% by 2020, with significant further reductions thereafter. The ICS called on the participants in the Durban Conference to give the IMO a clear mandate to deliver emissions reductions through market-based measures, for example a shipping industry environmental compensation fund. Notwithstanding the ICS request for global regulation of the shipping industry, the Durban Conference did not result in any proposals specifically addressing the shipping industry's role in climate change. The European Union announced in April 2007 that it planned to expand the European Union emissions trading scheme by adding vessels, and a proposal from the European Commission was expected if no global regime for reduction of seaborne emissions had been agreed by the end of 2011. That deadline has now expired and it remains to be seen what position the EU takes in this regard in the period ahead. As of January 31, 2013, the Commission has stopped short of proposing that emissions from ships be included in the EU's emissions-trading scheme (ETS). However, on October 1, 2012, the Commission announced that it would propose measures to monitor, verify and report on greenhouse-gas emissions from the shipping sector in early 2013. This may be seen as indicative of an intention to maintain pressure on the international negotiating process. In the United States, in 2007 the California Attorney General and a coalition of environmental groups petitioned the U.S. Environmental Protection Agency, or EPA, in October 2007 to regulate greenhouse gas emissions from ocean-going ships under the Clean Air Act, and in 2010 another coalition of environmental groups filed suit to require the EPA to do the same. Any passage of climate control legislation or other regulatory initiatives by the IMO, European Union, or individual countries where we operate, including the U.S. that restrict emissions of greenhouse gases from vessels could require us to make significant financial expenditures we cannot predict with certainty at this time.

**International Laws Governing Civil Liability for Pollution:** Several international conventions impose and limit pollution liability relating to both our drybulk vessels, and the tanker vessels held by our subsidiary, Navios Logistics. The U.S., however, is not a party to these liability conventions and is instead subject to the oil liability provisions of OPA discussed below.

An owner of a tanker vessel carrying a cargo of persistent oil as defined by the Civil Liability Convention 1992 (CLC), is subject under that convention to strict liability for any pollution damage caused in a contracting state by an escape or discharge from her cargo or from her bunker tanks. This liability is subject to a financial limit calculated by reference to the tonnage of the ship, and the right to limit liability may be lost if the spill is caused by the shipowner's intentional or reckless conduct. Liability may also be incurred under the CLC for a bunker spill from the vessel even when she is not carrying such a cargo, but is in ballast. The CLC applies in over 100 states around the world, but it does not apply in the United States of America, where the corresponding liability laws such as the OPA are particularly stringent.

When a tanker is carrying clean oil products which do not constitute persistent oil covered under the CLC, liability for any pollution damage will generally fall outside the CLC and will depend on other international conventions or domestic laws in the jurisdiction where the spillage occurs. The same principle applies to any pollution from the vessel in a jurisdiction which is not a party to the CLC.

Vessels not covered by the CLC, including drybulk tankers, are subject to the International Convention on Civil Liability for Bunker Oil Pollution Damage (the Bunker Convention). The Bunker Convention was adopted by the IMO in 2001 and imposes strict liability on ship owners for pollution damage in jurisdictional waters of ratifying states caused by discharges of bunker oil. The Bunker Convention defines bunker oil as any hydrocarbon mineral oil, including lubricating oil, used or intended to be used for the operation or propulsion of the ship, and any residues of such oil. The Bunker Convention also requires registered owners of ships over a certain size to maintain insurance for pollution damage in an amount equal to the limits of liability under the applicable national or international limitation regime, including liability limits calculated in accordance with the Convention on Limitation of Liability for Maritime Claims of 1976, as amended, (the 1976 Convention), discussed below. The Bunker Convention entered into force on November 21, 2008 and as of January 31, 2013 it was in effect in 68 states. In other jurisdictions liability for spills or releases of oil from ships' bunkers continues to be determined by the national or other domestic laws in the jurisdiction where the events or damages occur.

The most widely applicable international regime limiting maritime pollution liability is the 1976 Convention mentioned above. Rights to limit liability under the 1976 Convention are forfeited where a spill is caused by a shipowner's intentional or reckless conduct. Some states have ratified the 1996 LLMC Protocol to the 1976 Convention, which provides for liability limits substantially higher than those set forth in the 1976

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Convention to apply in such states. Finally, some jurisdictions are not a party to either the 1976 Convention or the 1996 LLMC Protocol, and, therefore, shipowners' rights to limit liability for maritime pollution in such jurisdictions may be uncertain.

**United States Environmental Regulations and Laws Governing Civil Liability for Pollution:** Environmental legislation in the United States merits particular mention as it is in many respects more onerous than international laws, representing a high-water mark of regulation with which ship owners and operators must comply, and of liability likely to be incurred in the event of non-compliance or an incident causing pollution.

U.S. federal legislation, including notably the OPA establishes an extensive regulatory and liability regime for the protection and cleanup of the environment from oil spills, including bunker oil spills from drybulk vessels as well as cargo or bunker oil spills from tankers. The OPA covers all owners and operators whose vessels trade in the United States, its territories and possessions or whose vessels operate in United States waters, which includes the United States' territorial sea and its 200 nautical mile exclusive economic zone. Under the OPA, vessel owners, operators and bareboat charterers are responsible parties and are jointly, severally and strictly liable (unless the spill results solely from the act or omission of a third party, an act of God or an act of war) for all containment and clean-up costs and other damages arising from discharges or substantial threats of discharges, of oil from their vessels. In addition to potential liability under the OPA as the relevant federal legislation, vessel owners may in some instances incur liability on an even more stringent basis under state law in the particular state where the spillage occurred.

Title VII of the Coast Guard and Maritime Transportation Act of 2004 (the CGMTA), amended the OPA to require the owner or operator of any non-tank vessel of 400 gross tons or more, that carries oil of any kind as a fuel for main propulsion, including bunkers, to prepare and submit a response plan for each vessel. The vessel response plans must include detailed information on actions to be taken by vessel personnel to prevent or mitigate any discharge or substantial threat of such a discharge of ore from the vessel due to operational activities or casualties. The OPA had currently limited liability of responsible parties to the greater of \$1,000 per gross ton or \$0.85 million per containership that is over 300 gross tons (subject to periodic adjustment for inflation).

These limits of liability do not apply if an incident was directly caused by violation of applicable United States federal safety, construction or operating regulations or by a responsible party's gross negligence or willful misconduct, or if the responsible party fails or refuses to report the incident or to cooperate and assist in connection with oil removal activities. In addition to potential liability under the OPA as the relevant federal legislation, vessel owners may in some instances incur

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liability on an even more stringent basis under state law in the particular state where the spillage occurred. The OPA specifically permits individual states to impose their own liability regimes with regard to oil pollution incidents occurring within their boundaries, and some states environmental laws impose unlimited liability for oil spills.

In response to the Deepwater Horizon incident in the Gulf of Mexico, in 2010 the U.S. Congress proposed, but did not formally adopt legislation that would amend OPA to mandate stronger safety standards and increased liability and financial responsibility for offshore drilling operations. The bill did not seek to change the OPA liability limits applicable to vessels. While Congressional activity on this topic is expected to continue to focus on offshore facilities rather than on vessels generally, it cannot be known with certainty what form any such new legislative initiatives may take.

In addition, the Comprehensive Environmental Response, Compensation, and Liability Act (the CERCLA ), which applies to the discharge of hazardous substances (other than oil) whether on land or at sea, contains a similar liability regime and provides for cleanup, removal and natural resource damages. Liability under CERCLA is limited to the greater of \$300 per gross ton or \$0.5 million for vessels not carrying hazardous substances as cargo or residue. For vessels carrying hazardous substances as cargo or residue, the limit of liability is \$300 per gross ton or \$5.0 million, whichever is greater. Under both these provisions liability is unlimited if the incident is caused by gross negligence, willful misconduct, or a violation of certain regulations.

We currently maintain, for each of our owned vessels, insurance coverage against pollution liability risks in the amount of \$1.0 billion per incident. The insured risks include penalties and fines as well as civil liabilities and expenses resulting from accidental pollution. However, this insurance coverage is subject to exclusions, deductibles and other terms and conditions. If any liabilities or expenses fall within an exclusion from coverage, or if damages from a catastrophic incident exceed the \$1.0 billion limitation of coverage per incident, our cash flow, profitability and financial position could be adversely impacted.

The OPA requires owners and operators of all vessels over 300 gross tons, even those that do not carry petroleum or hazardous substances as cargo, to establish and maintain with the U.S. Coast Guard evidence of financial responsibility sufficient to meet their potential liabilities under the OPA. The U.S. Coast Guard has implemented regulations requiring evidence of financial responsibility in the amount of \$1,300 per gross ton, which includes the OPA limitation on liability of \$1,000 per gross ton. Under the regulations, vessel owners and operators may evidence their financial responsibility by showing proof of insurance, surety bond, self-insurance or guaranty. These limits are periodically revised.

Under the OPA, an owner or operator of a fleet of vessels is required only to demonstrate evidence of financial responsibility in an amount sufficient to cover the vessel in the fleet having the greatest maximum liability under the OPA. Under the self-insurance provisions, the ship owner or operator must have a net worth and working capital, measured in assets located in the United States against liabilities located anywhere in the world, that exceeds the applicable amount of financial responsibility. We have complied with the U.S. Coast Guard regulations by providing a certificate of responsibility from third party entities that are acceptable to the U.S. Coast Guard evidencing sufficient self-insurance.

The U.S. Coast Guard's regulations concerning certificates of financial responsibility provide, in accordance with the OPA, that claimants may bring suit directly against an insurer or guarantor that furnishes certificates of financial responsibility. In the event that such insurer or guarantor is sued directly, it is prohibited from asserting any contractual defense that it may have had against the responsible party and is limited to asserting those defenses available to the responsible party and the defense that the incident was caused by the willful misconduct of the responsible party. Certain organizations, which had typically provided certificates of financial responsibility under pre-OPA laws, including the major protection and indemnity organizations, have declined to furnish evidence of insurance for vessel owners and operators if they are subject to direct actions or required to waive insurance policy defenses. This requirement may have the effect of limiting the availability of the type of coverage required by the Coast Guard and could increase our costs of obtaining this insurance as well as the costs of our competitors that also require such coverage.

The United States Clean Water Act ( CWA ) prohibits the discharge of oil or hazardous substances in U.S. navigable waters and imposes strict liability in the form of penalties for unauthorized discharges. The CWA also imposes substantial liability for the costs of removal, remediation and damages and complements the remedies available under CERCLA. The EPA regulates the discharge of ballast water and other substances incidental to the normal operation of vessels in U.S. waters using a Vessel General Permit, or VGP, system pursuant to the CWA, in order to combat the risk of harmful organisms that can travel in ballast water carried from foreign ports. Compliance with the conditions of the VGP is required for commercial vessels 79 feet in length or longer (other than commercial fishing vessels.) In November 2011, the EPA issued a revised draft VGP that is expected to go into effect in 2013. This new VGP will impose a numeric standard to control the release of non-indigenous invasive species in ballast water discharges. In addition, through the CWA certification provisions that allow states to place additional conditions on use of the VGP within state waters, a number of states have proposed or implemented a variety of stricter ballast water requirements including, in some states, specific treatment standards. Compliance with new U.S. federal and state requirements could require the installation of equipment on our vessels to treat ballast water before it is discharged or the implementation of other port facility disposal arrangements or procedures at potentially substantial cost, and/or otherwise restrict our vessels from entering U.S. waters.

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The Federal Clean Air Act ( CAA ) requires the EPA to promulgate standards applicable to emissions of volatile organic compounds and other air contaminants. Our vessels are subject to CAA vapor control and recovery standards ( VCS ) for cleaning fuel tanks and conducting other operations in regulated port areas, and to CAA emissions standards for so-called Category 3 marine diesel engines operating in U.S. waters. In April 2010, EPA adopted regulations implementing the provision of MARPOL Annex VI regarding emissions from Category 3 marine diesel engines. Under these regulations, both U.S. and foreign-flagged ships must comply with the applicable engine and fuel standards of MARPOL Annex VI, including the stricter North America Emission Control Area (ECA) standards which took effect in August 2012, when they enter U.S. ports or operate in most internal U.S. waters including the Great Lakes. MARPOL Annex VI requirements are discussed in greater detail above under International regulations to prevent pollution from ships. We may incur costs to install control equipment on our vessels to comply with the new standards.

Also under the CAA, the U.S. Coast Guard has since 1990 regulated the safety of VCSs that are required under EPA and state rules. Our vessels operating in regulated port areas have installed VCSs that are compliant with EPA, state and U.S. Coast Guard requirements. In October 2010, the U.S. Coast Guard proposed a rule that would make its VCS requirements more compatible with new EPA and state regulations, reflect changes in VCS technology, and codify existing U.S. Coast Guard guidelines. It appears unlikely that the updated U.S. Coast Guard rule when finalized will impose a material increase in costs.

We intend to comply with all applicable U.S. state and federal regulations in the ports where our vessels call.

**Security Regulations:** Since the terrorist attacks of September 11, 2001, there have been a variety of initiatives intended to enhance vessel security. On November 25, 2002, the Marine Transportation Security Act of 2002 (the MTSA ) came into effect. To implement certain portions of the MTSA, in July 2003, the United States Coast Guard issued regulations requiring the implementation of certain security requirements aboard vessels operating in waters subject to the jurisdiction of the United States. Similarly, in December 2002, amendments to SOLAS created a new chapter of the convention dealing specifically with maritime security. The new chapter went into effect on July 1, 2004, and imposes various detailed security obligations on vessels and port authorities, most of which are contained in the ISPS Code. Among the various requirements are:

on-board installation of automatic information systems to enhance vessel-to-vessel and vessel-to-shore communications;

on-board installation of ship security alert systems;

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the development of vessel security plans; and

compliance with flag state security certification requirements.

The U.S. Coast Guard regulations, intended to be aligned with international maritime security standards, exempt non-U.S. vessels from MTSA vessel security measures, provided such vessels had on board, by July 1, 2004, a valid International Ship Security Certificate that attests to the vessel's compliance with SOLAS security requirements and the ISPS Code. The vessels in our fleet have on board valid International Ship Security Certificates and, therefore, are exempt from obtaining U.S. Coast Guard approved MTSA security plans.

**Inspection by Classification Societies:** Every sea going vessel must be classed by a classification society. The classification society certifies that the vessel is in class, signifying that the vessel has been built and maintained in accordance with the rules of the classification society and complies with applicable rules and regulations of the vessel's country of registry and the international conventions of which that country is a member. In addition, where surveys are required by international conventions and corresponding laws and ordinances of a flag state, the classification society will undertake them on application or by official order, acting on behalf of the authorities concerned.

The classification society also undertakes, on request, other surveys and checks that are required by regulations and requirements of the flag state. These surveys are subject to agreements made in each individual case or to the regulations of the country concerned. For maintenance of the class, regular and extraordinary surveys of hull, machinery (including the electrical plant) and any special equipment classed are required to be performed as follows:

*Annual Surveys:* For seagoing ships, annual surveys are conducted for the hull and the machinery (including the electrical plant) and, where applicable, for special equipment classed, at intervals of 12 months from the date of commencement of the class period indicated in the certificate.

*Intermediate Surveys:* Extended annual surveys are referred to as intermediate surveys and typically are conducted two and a half years after commissioning and each class renewal. Intermediate surveys may be carried out on the occasion of the second or third annual survey.

*Class Renewal Surveys:* Class renewal surveys, also known as special surveys, are carried out for the ship's hull, machinery (including the electrical plant), and for any special equipment classed, at the intervals indicated by the character of classification for the hull. At the special survey, the vessel is thoroughly examined, including audio-gauging, to determine the thickness of its steel structure. Should the thickness be found to be less than class requirements, the classification society would prescribe steel renewals. The classification society may grant a one-year grace period for completion of the special survey. Substantial amounts of money may have to be spent for steel renewals to pass a special survey if the vessel experiences excessive wear and tear. In lieu of the special survey every four or five years, depending on whether a grace period was granted, a ship owner has the option of arranging with the classification society for the vessel's integrated hull or machinery to be on a continuous survey cycle, in which every part of the vessel would be surveyed within a five-year cycle.

### **Risk of Loss and Liability Insurance**

**General:** The operation of any cargo vessel includes risks such as mechanical failure, physical damage, collision, property loss, cargo loss or damage, business interruption due to political circumstances in foreign countries, hostilities, and labor strikes. In addition, there is always an inherent possibility of marine disaster, including oil spills and other environmental mishaps, and the liabilities arising from owning and operating vessels in international trade. The OPA, which imposes virtually unlimited liability upon owners, operators and demise charterers of any vessel trading in the United States exclusive economic zone for certain oil pollution accidents in the United States, has made liability insurance more expensive for ship owners and operators trading in the U.S. market. While we believe that our present insurance coverage is adequate, not all risks can be insured, and there can be no guarantee that any specific claim will be paid, or that we will always be able to obtain adequate insurance coverage at reasonable rates.

**Hull and Machinery and War Risk Insurance:** We have marine hull and machinery and war risk insurance, which include coverage of the risk of actual or constructive total loss, for all of our owned vessels. Each of the owned vessels is covered up to at least fair market value, with a deductible of \$0.1 million per Panamax and Handymax vessel and \$0.2 million per Capesize vessel for the hull and machinery insurance. There are no deductibles for the war risk insurance. We have also arranged increased value insurance for most of the owned vessels. Under the

increased value insurance, in case of total loss of the vessel, we will be able to recover the sum insured under the increased value policy in addition to the sum insured under the hull and machinery policy. Increased value insurance also covers excess liabilities that are not recoverable in full by the hull and machinery policies by reason of under-insurance.

**Protection and Indemnity Insurance:** Protection and indemnity insurance is provided by mutual protection and indemnity associations, or P&I Associations, which cover Navios Holdings' third-party liabilities in connection with the operation of its ships. This includes third-party liability and other related expenses of injury or death of crew, passengers and other third parties, loss or damage to cargo, claims arising from collisions with other vessels, damage to other third-party property, pollution arising from oil or other substances, and salvage, towing and other related costs, including wreck removal. Protection and indemnity insurance is a form of mutual indemnity insurance, extended by protection and indemnity mutual associations.

Our protection and indemnity insurance coverage for oil pollution is limited to \$1.0 billion per event. The 13 P&I Associations that comprise the International Group insure approximately 95% of the world's commercial tonnage and have entered into a pooling agreement to reinsure each association's liabilities. Each vessel that we acquire will be entered with P&I Associations of the International Group. Under the International Group reinsurance program, each P&I club in the International Group is responsible for the first \$9.0 million of every claim. In every claim the amount in excess of \$9.0 million and up to \$70.0 million is shared by the clubs under a pooling agreement. Any claim in excess of \$70.0 million is reinsured by the International Group under the General Excess of Loss Reinsurance Contract. This policy currently provides an additional \$2.0 billion of coverage for non-oil pollution claims. Further to this, overspill protection has been placed by the International Group for claims up to \$1.0 billion in excess of \$2.07 billion, or \$3.07 billion in total. For passengers and crew claims, the overall limit is \$3.0 billion for any one event relating to any one vessel with a sub-limit of \$2.0 billion for passengers.

As a member of a P&I Association that is a member of the International Group, we will be subject to calls payable to the associations based on its claim records as well as the claim records of all other members of the individual associations, and members of the pool of P&I Associations comprising the International Group. The P&I Associations' policy year commences on February 20th. Calls are levied by means of Estimated Total Premiums (ETP) and the amount of the final installment of the ETP varies according to the actual total premium ultimately required by the club for a particular policy year. Members have a liability to pay supplementary calls which might be levied by the board of directors of the club if the ETP is insufficient to cover amounts paid out by the club.

**Uninsured Risks:** Not all risks are insured and not all risks are insurable. The principal insurable risks which nonetheless remain uninsured across our fleet are loss of hire and strikes, except in cases of loss of hire due to war or a piracy event. Specifically, Navios Holdings does not insure these risks because the costs are regarded as disproportionate. These insurances provide, subject to a deductible, a limited indemnity for hire that would not be receivable by the shipowner for reasons set forth in the policy. Should a vessel on time charter, where the vessel is paid a fixed hire day by day, suffer a serious mechanical breakdown, the daily hire will no longer be payable by the charterer. The purpose of the loss of hire insurance is to secure the loss of hire during such periods. In the case of strikes insurance, if a vessel is being paid a fixed sum to perform a voyage and the ship becomes strike bound at a loading or discharging port, the insurance covers the loss of earnings during such periods. However, in some cases when a vessel is transiting high risk war and/or piracy areas, Navios Holdings purchases war loss of hire insurance to cover up to 270 days of detention/loss of time.



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**Credit Risk Insurance:** Certain of our long term charter-out contracts have been insured until the end of 2016 through an AA rated European Union insurance provider for a maximum cash payment of up to \$120.0 million (including certain Navios Partners contracts). Our agreement provides that if the charterer goes into payment default, the insurer will reimburse us for the charter payments under the terms of the policy (subject to applicable deductibles and other customary limitations for such type of insurance).

## **Risk Management**

Risk management in the shipping industry involves balancing a number of factors in a cyclical and potentially volatile environment. Fundamentally, the challenge is to appropriately allocate capital to competing opportunities of owning or chartering vessels. In part, this requires a view of the overall health of the market, as well as an understanding of capital costs and returns. Thus, stated simply, one may charter-in part of a fleet as opposed to owning the entire fleet to maximize risk management and economic results. This is coupled with the challenge posed by the complex logistics of ensuring that the vessels controlled by Navios Holdings are fully employed.

Navios Holdings seeks to manage risk through a number of strategies, including vessel control strategies (chartering and ownership), freight carriage and FFA trading. Navios Holdings vessel control strategies include seeking the appropriate mix of owned vessels, long- and short-term chartered-in vessels, coupled with purchase options, when available, and spot charters. Navios Holdings also enters into COAs, which gives Navios Holdings, subject to certain limitations, the flexibility to determine the means of getting a particular cargo to its destination. Navios Holdings FFA trading strategies include taking economic hedges to manage and mitigate risk on vessels that are on-hire or coming off-hire to protect against the risk of movement in freight market rates.

## **Legal Proceedings**

Navios Holdings is not involved in any legal proceedings that it believes will have a significant effect on its business, financial position, results of operations and liquidity.

In January 2011, Korea Line Corporation ( KLC ) filed for receivership, which is reorganization under South Korean bankruptcy law. Navios Holdings has reviewed the matter, as five vessels of its core fleet were chartered out to KLC. The contracts for these vessels have been terminated and the vessels have been rechartered to third parties for variable charter periods. The Company has filed claims for all unpaid amounts by KLC in respect of the employment of the five vessels in the KLC corporate rehabilitation proceedings.

From time to time, Navios Holdings may be subject to legal proceedings and claims in the ordinary course of business. It is expected that these claims would be covered by insurance if they involved liabilities such as those that arise from a collision, other marine casualty, damage to cargoes, oil pollution, death or personal injuries to crew, subject to customary deductibles. Those claims, even if lacking merit, could result in the expenditure of significant financial and managerial resources.

## **Crewing and Shore Employees**

Navios Holdings crews its vessels primarily with Greek, Ukrainian, Georgian, Filipino, Polish and Russian officers and Filipino, Georgian, Bulgarian and Ukrainian seamen. Navios Holdings fleet manager is responsible for selecting its Greek officers, who are hired by Navios Holdings vessel-owning subsidiaries. Other nationalities are referred to Navios Holdings fleet manager by local crewing agencies. Navios Holdings is also responsible for travel and payroll of the crew. The crewing agencies handle each seaman's training. Navios Holdings requires that all of its seamen have the qualifications and licenses required to comply with international regulations and shipping conventions.

Navios Logistics crews its fleet with Argentinean, Brazilian and Paraguayan officers and seamen. Navios Logistics fleet managers are responsible for selecting the crew.

As of December 31, 2012, with respect to shore-side employees, Navios Holdings and its subsidiaries employ 130 employees in its Piraeus, Greece office, 12 employees in its New York office, nine employees in its Antwerp, Belgium office and two employees in its Monaco office. Navios Logistics employs 43 employees in its Asuncion, Paraguay offices, with 48 employees at the port facility in San Antonio, Paraguay, 123 employees in the Buenos Aires, Argentina office, six employees in its Montevideo, Uruguay office, with an additional 135 employees at the port facility in Nueva Palmira, Uruguay, and 12 employees at Hidronave S.A.'s Corumba, Brazil office.

## **Facilities**

Navios Holdings and its affiliates currently lease the following properties:

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Navios ShipManagement Inc. and Navios Corporation lease approximately 3,882.3 square meters of space at 85 Akti Miaouli, Piraeus, Greece, pursuant to lease agreements that expire in 2017 and 2019.

On July 1, 2010, Kleimar N.V. entered into a contract for the lease of approximately 632 square meters for its offices, pursuant to a lease that expires in 2019.

Navios Corporation leases approximately 16,703 square feet of space at 825 Third Avenue, New York, pursuant to a lease that expires in 2019. Navios Holdings sublets a portion of the 34<sup>th</sup> floor in the building and located at 825 Third Avenue, New York, which premises comprise a portion of the premises under the main lease, to a third party pursuant a sub-lease that expires in 2019.

Navios Tankers Management Inc. leases approximately 253.75 square meters of space at 85 Akti Miaouli, Piraeus, Greece, pursuant to a lease agreement signed on October 29, 2010 and expiring in 2019.

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Navios Shipmanagement Inc. also leases office space in Monaco pursuant to a lease that expires in June 2015. Navios Logistics and its subsidiaries currently lease the following premises:

CNSA, as a free zone direct user at the Nueva Palmira Free Zone, holds the right to occupy the land on which it operates its port and transfer facility, located at Zona Franca, Nueva Palmira, Uruguay. CNSA was authorized to operate as a free zone user on November 29, 1955 by a resolution of the Executive, which on September 27, 1956 approved an agreement, as required by applicable law at the time. On December 4, 1995, CNSA rights as a direct user were renewed in a single free zone user agreement, which was subsequently amended in many occasions incorporating new plots of land until its final version dated November 27, 2009. The agreement currently in force permits CNSA to install and operate a transfer station to handle and store goods, and to build and operate a plant to receive, prepare and dry grain on land in the Nueva Palmira Free Zone. The agreement expires on December 31, 2025, with a 20-year extension at Navios Logistics request. Navios Logistics pays an annual fee of approximately \$0.2 million, payable in eight consecutive months beginning in January of each year and increasing yearly in proportion to the variation in the U.S. Consumer Price Index corresponding to the previous year. There is also a transshipment fee of \$0.20 per ton transshipped. Navios Logistics has certain obligations with respect to improving the land subject to the agreement, and the agreement is terminable by the Free Zone Division if Navios Logistics breaches the terms of the agreement, or labor laws and social security contributions, and if it commits illegal acts or acts expressly forbidden by the agreement.

CNSA also leases approximately 205 square meters of space at Paraguay 2141, Montevideo, Uruguay, pursuant to a lease that expires in November 2020.

Navegacion Guarani S.A. leases approximately 640 square meters of space at Jejuí 324 corner Chile Edificio Grupo General, Asuncion, Paraguay, pursuant to a lease that expires in November 2013.

Compania Naviera Horamar S.A. leases approximately 409 square meters at Cepeda 429 Street, San Nicolás, Buenos Aires, Argentina, pursuant to a lease agreement that expires in November 2014.

Hidronave S.A. leases approximately 195 square meters at Av. General Rondon 1473 Street, Corumba, Brazil, pursuant to a lease agreement that expires in March 2015.

Hidronave S.A. leases approximately 650 square meters next to the river Paraguay at Lodario, Barrio Ponto, Mato Grosso 801, Brazil, pursuant to a lease agreement that expires at the end of April 2013.

Navegacion Guarani S.A. leases approximately 10,481 square meters of land and a small warehouse next to the river Paraguay in the San Miguel district of Asunción over the way to the Club Mbigua, pursuant to a lease agreement that expires in June 2013.

Compania Naviera Horamar S.A. leases a piece of land called La Misteriosa in an Island in the Province of Entre Rios, Argentina, Department of Islands of Ibicuy and Paranacito, pursuant to a lease agreement that expires in May 2016.

CNSA owns premises in Montevideo, Uruguay. This space is approximately 112 square meters and is located at Juan Carlos Gomez 1445, Oficina 701, Montevideo 1100, Uruguay.

Petrolera San Antonio S.A. owns the premises from which it operates in Avenida San Antonio, Paraguay. This space is approximately 146,744 square meters and is located between Avenida San Antonio and Virgen de Caacupé, San Antonio, Paraguay.

Compania Naviera Horamar S.A. owns two storehouses located at 880 Calle California, Ciudad Autonoma de Buenos Aires, Argentina and at 791/795 Calle General Daniel Cerri, Ciudad Autonoma de Buenos Aires, Argentina of approximately 259 and 825 square meters, respectively.

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Compania Naviera Horamar S.A. owns the premises from which it operates in Buenos Aires, Argentina. This space is approximately 1,208 square meters and is located in 846 Avenida Santa Fe, Ciudad Autonoma.

Petrovia Internacional S.A. owns two plots of land in Nueva Palmira, Uruguay, of approximately 29 acres each and one of 23 acres.

### ***C. Organizational structure***

Navios Holdings maintains offices in Piraeus, Greece, New York, New York, Antwerp, Belgium and Monaco. Navios Holdings' corporate structure is functionally organized: commercial ship management and risk management are conducted through Navios Corporation and its wholly-owned subsidiaries, while the operation and technical management of Navios Holdings' owned vessels are conducted through wholly-owned subsidiaries of Navios Holdings. Navios Logistics maintains offices in Buenos Aires, Argentina, Asuncion, Paraguay, Montevideo, Uruguay and Corumba, Brazil. Navios Logistics conducts the commercial and technical management of its vessels, barges and pushboats through its wholly-owned subsidiaries. Navios Logistics also owns the Nueva Palmira port and transfer facility indirectly through its Uruguayan subsidiary, CNSA, and the San Antonio port facility through its Paraguayan subsidiary, Petrolera San Antonio S.A.

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As of December 31, 2012, Navios Holdings owned 63.8% of Navios Logistics following the acquisition of Horamar, the partial sale of CNSA in January 2008 and the release of the remaining shares that were held in escrow. All of Navios Holdings' subsidiaries are wholly-owned, except for Navios Logistics and its subsidiaries. Navios Acquisition was a consolidated subsidiary from May 28, 2010 until its deconsolidation on March 30, 2011. On and after March 30, 2011, Navios Acquisition has not been consolidated and has been accounted for under the equity method of accounting based on Navios Holdings' economic interest in Navios Acquisition, since the preferred stock is considered in substance common stock for accounting purposes. As of December 31, 2012, Navios Holdings' ownership of the outstanding voting stock of Navios Acquisition was 45.24% and its economic interest in Navios Acquisition was 53.96%. The table below sets forth Navios Holdings' corporate structure as of December 31, 2012 (all corporations are domiciled in the Republic of the Marshall Islands except for Acropolis, Shikhar Ventures S.A., Faith Marine Ltd. and Sizzling Ventures Inc., which are Liberian corporations, Hestia Shipping Ltd. and Nav Holdings Limited, which are Maltese corporations, Kleimar, which is a Belgian corporation, Bulkinvest S.A., which is a Luxembourg corporation, White Narcissus Marine S.A., which is a Panamanian corporation, Navios Maritime Finance (US) Inc. and Navios Maritime Finance II (US) Inc., which are Delaware corporations, Navios Logistics' subsidiaries, which are incorporated in Uruguay, Argentina, Paraguay, Brazil, Marshall Islands and Panama and Navios Acquisition's subsidiaries, which are incorporated in Cayman Islands, Hong Kong, British Virgin Is., Marshall Islands and Delaware:

**Subsidiaries included in the consolidation:**

Company Name	Nature/ Vessel Name	Effective Ownership Interest	Country of Incorporation	Statement of Operations		
				2012	2011	2010
Navios Maritime Holdings Inc.	Holding Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Navios Corporation	Sub-Holding Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Navios International Inc.	Operating Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Navimax Corporation	Operating Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Navios Handybulk Inc.	Operating Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Hestia Shipping Ltd.	Operating Company	100%	Malta	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Anemos Maritime Holdings Inc.	Sub-Holding Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Navios ShipManagement Inc.	Management Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
NAV Holdings Limited	Sub-Holding Company	100%	Malta	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Kleimar N.V.	Operating Company/Vessel Owning Company	100%	Belgium	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Kleimar Ltd.	Operating Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Bulkinvest S.A.	Operating Company	100%	Luxembourg	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Primavera Shipping Corporation	Operating Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Ginger Services Co.	Operating Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Aquis Marine Corp.	Sub-Holding Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	3/23 - 12/31
Navios Tankers Management Inc.	Management Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	3/24 - 12/31
Astra Maritime Corporation	Operating Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Achilles Shipping Corporation	Operating Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Apollon Shipping Corporation	Operating Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Herakles Shipping Corporation	Operating Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Hios Shipping Corporation	Operating Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Ionian Shipping Corporation	Operating Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Kyros Shipping Corporation	Operating Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Meridian Shipping Enterprises Inc.	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Mercator Shipping Corporation	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Arc Shipping Corporation	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Horizon Shipping Enterprises Corporation	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Magellan Shipping Corporation	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Aegean Shipping Corporation	Operating Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Star Maritime Enterprises Corporation	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Corsair Shipping Ltd.	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Rowboat Marine Inc.	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Hyperion Enterprises Inc.	Vessel Owning Company	100%	Marshall Is.			1/1 - 1/7
Beaufiks Shipping Corporation	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Nostos Shipmanagement Corp.	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Aegean Sea Maritime Holdings Inc.	Sub-Holding Company	100%	Marshall Is.			3/18 - 5/27

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Amorgos Shipping Corporation	Vessel Owning Company	100%	Marshall Is.	3/18 - 5/27
Andros Shipping Corporation	Vessel Owning Company	100%	Marshall Is.	3/18 - 5/27
Antiparos Shipping Corporation	Vessel Owning Company	100%	Marshall Is.	3/18 - 5/27

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Company Name	Nature/ Vessel Name	Effective Ownership Interest	Country of Incorporation	Statement of Operations		
				2012	2011	2010
Ikaria Shipping Corporation	Vessel Owning Company	100%	Marshall Is.			3/18 - 5/27
Kos Shipping Corporation	Vessel Owning Company	100%	Marshall Is.			3/18 - 5/27
Mytilene Shipping Corporation	Vessel Owning Company	100%	Marshall Is.			3/18 - 5/27
Skiathos Shipping Corporation	Vessel Owning Company	100%	Marshall Is.			3/18 - 5/27
Syros Shipping Corporation	Vessel Owning Company	100%	Marshall Is.			3/18 - 5/27
Skopelos Shipping Corporation	Vessel Owning Company	100%	Cayman Is.			3/18 - 5/27
Sifnos Shipping Corporation	Vessel Owning Company	100%	Marshall Is.			3/18 - 5/27
Ios Shipping Corporation	Vessel Owning Company	100%	Cayman Is.			3/18 - 5/27
Thera Shipping Corporation	Vessel Owning Company	100%	Marshall Is.			3/18 - 5/27
Crete Shipping Corporation	Vessel Owning Company	100%	Marshall Is.			3/18 - 5/27
Rhodes Shipping Corporation	Vessel Owning Company	100%	Marshall Is.			3/18 - 5/27
Tinos Shipping Corporation	Vessel Owning Company	100%	Marshall Is.			3/18 - 5/27
Portorosa Marine Corp.	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Shikhar Ventures S.A.	Vessel Owning Company	100%	Liberia	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Sizzling Ventures Inc.	Operating Company	100%	Liberia	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Rheia Associates Co.	Operating Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Taharqa Spirit Corp.	Operating Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Rumer Holding Ltd.	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Chilali Corp.	Vessel Owning Company	100%	Marshall Is.			1/1 - 3/17
Pharos Navigation S.A.	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Pueblo Holdings Ltd.	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Surf Maritime Co.	Vessel Owning Company	100%	Marshall Is.			1/1 - 5/19
Quena Shipmanagement Inc.	Operating Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Orbiter Shipping Corp.	Vessel Owning Company	100%	Marshall Is.		1/1 - 5/18	1/1 - 12/31
Aramis Navigation Inc.	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
White Narcissus Marine S.A.	Vessel Owning Company	100%	Panama	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Navios GP L.L.C.	Operating Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Pandora Marine Inc.	Vessel Owning Company	100%	Marshall Is.			1/1 - 11/14
Floral Marine Ltd.	Vessel Owning Company	100%	Marshall Is.	1/1 - 14/6	1/1 - 12/31	1/1 - 12/31
Red Rose Shipping Corp.	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Customized Development S.A.	Vessel Owning Company	100%	Liberia			1/1 - 11/14
Highbird Management Inc.	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Ducale Marine Inc.	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Kohylia Shipmanagement S.A.	Vessel Owning Company	100%	Marshall Is.		1/1 - 5/18	1/1 - 12/31
Vector Shipping Corporation	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	2/16 - 12/31
Faith Marine Ltd.	Vessel Owning Company	100%	Liberia	1/1 - 12/31	1/1 - 12/31	5/19 - 12/31
Navios Maritime Finance (US) Inc.	Operating Company	100%	Delaware	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Navios Maritime Finance II (US) Inc.	Operating Company	100%	Delaware	1/1 - 12/31	1/12 - 12/31	
Solange Shipping Ltd.	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	5/16 - 12/31	
Tulsi Shipmanagement Co.	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	4/20 - 12/31	
Cinthara Shipping Ltd.	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	4/28 - 12/31	
Rawlin Services Co.	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	5/3 - 12/31	
Mauve International S.A.	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	5/16 - 12/31	
Mandora Shipping Ltd	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	10/17 - 12/31	
Serenity Shipping Enterprises Inc.	Vessel Owning Company	100%	Marshall Is.	2/23 - 12/31		

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Company Name	Nature/ Vessel Name	Ownership Interest	Country of Incorporation	Statement of Operations		
				2012	2011	2010
<b>Navios Maritime Acquisition Corporation and Subsidiaries <sup>(1)</sup> :</b>						
Navios Maritime Acquisition Corporation	Sub-Holding Company	53.7%	Marshall Is.	1/1 - 3/30	5/28 - 12/31	
Aegean Sea Maritime Holdings Inc.	Sub-Holding Company	53.7%	Marshall Is.	1/1 - 3/30	5/28 - 12/31	
Amorgos Shipping Corporation	Vessel Owning Company	53.7%	Marshall Is.	1/1 - 3/30	5/28 - 12/31	
Andros Shipping Corporation	Vessel Owning Company	53.7%	Marshall Is.	1/1 - 3/30	5/28 - 12/31	
Antiparos Shipping Corporation	Vessel Owning Company	53.7%	Marshall Is.	1/1 - 3/30	5/28 - 12/31	
Ikaria Shipping Corporation	Vessel Owning Company	53.7%	Marshall Is.	1/1 - 3/30	5/28 - 12/31	
Kos Shipping Corporation	Vessel Owning Company	53.7%	Marshall Is.	1/1 - 3/30	5/28 - 12/31	
Mytilene Shipping Corporation	Vessel Owning Company	53.7%	Marshall Is.	1/1 - 3/30	5/28 - 12/31	
Skiathos Shipping Corporation	Vessel Owning Company	53.7%	Marshall Is.	1/1 - 3/30	5/28 - 12/31	
Syros Shipping Corporation	Vessel Owning Company	53.7%	Marshall Is.	1/1 - 3/30	5/28 - 12/31	
Skopelos Shipping Corporation	Vessel Owning Company	53.7%	Cayman Is.	1/1 - 3/30	5/28 - 12/31	
Sifnos Shipping Corporation	Vessel Owning Company	53.7%	Marshall Is.	1/1 - 3/30	5/28 - 12/31	
Ios Shipping Corporation	Vessel Owning Company	53.7%	Cayman Is.	1/1 - 3/30	5/28 - 12/31	
Thera Shipping Corporation	Vessel Owning Company	53.7%	Marshall Is.	1/1 - 3/30	5/28 - 12/31	
Shinyo Dream Limited	Vessel Owning Company	53.7%	Hong Kong	1/1 - 3/30	9/10 - 12/31	
Shinyo Kannika Limited	Vessel Owning Company	53.7%	Hong Kong	1/1 - 3/30	9/10 - 12/31	
Shinyo Kieran Limited	Vessel Owning Company	53.7%	British Virgin Is.	1/1 - 3/30	9/10 - 12/31	
Shinyo Loyalty Limited	Vessel Owning Company	53.7%	Hong Kong	1/1 - 3/30	9/10 - 12/31	
Shinyo Navigator Limited	Vessel Owning Company	53.7%	Hong Kong	1/1 - 3/30	9/10 - 12/31	
Shinyo Ocean Limited	Vessel Owning Company	53.7%	Hong Kong	1/1 - 3/30	9/10 - 12/31	
Shinyo Saowalak Limited	Vessel Owning Company	53.7%	British Virgin Is.	1/1 - 3/30	9/10 - 12/31	
Crete Shipping Corporation	Vessel Owning Company	53.7%	Marshall Is.	1/1 - 3/30	5/28 - 12/31	
Rhodes Shipping Corporation	Vessel Owning Company	53.7%	Marshall Is.	1/1 - 3/30	5/28 - 12/31	
Tinos Shipping Corporation	Vessel Owning Company	53.7%	Marshall Is.	1/1 - 3/30	5/28 - 12/31	
Folegandros Shipping Corporation	Vessel Owning Company	53.7%	Marshall Is.	1/1 - 3/30	10/26 - 12/31	
Navios Acquisition Finance (US) Inc.	Operating Company	53.7%	Delaware	1/1 - 3/30	10/05 - 12/31	
Serifos Shipping Corporation	Vessel Owning Company	53.7%	Marshall Is.	1/1 - 3/30	10/26 - 12/31	



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Company Name	Nature / Vessel Name	Effective Ownership Interest	Country of Incorporation	Statement of Operations		
				2012	2011	2010
<b>Navios South American Logistics and Subsidiaries:</b>						
Navios South American Logistics Inc.	Sub-Holding Company	63.8%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Corporacion Navios S.A.	Operating Company	63.8%	Uruguay	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Nauticler S.A.	Sub-Holding Company	63.8%	Uruguay	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Compania Naviera Horamar S.A.	Vessel Operating Management Company	63.8%	Argentina	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Compania de Transporte Fluvial International S.A.	Sub-Holding Company	63.8%	Uruguay	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Ponte Rio S.A.	Operating Company	63.8%	Uruguay	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Thalassa Energy S.A. <sup>(2)</sup>	Barge Owning Company	39.9%	Argentina	1/1 - 12/31	1/1 - 7/24	1/1 - 12/31
		63.8%			7/25 - 12/31	
HS Tankers Inc. <sup>(2)</sup>	Tanker Owning Company	32.5%	Panama	1/1 - 12/31	1/1 - 7/24	1/1 - 12/31
		63.8%			7/25 - 12/31	
HS Navigation Inc. <sup>(2)</sup>	Tanker Owning Company	32.5%	Panama	1/1 - 12/31	1/1 - 7/24	1/1 - 12/31
		63.8%			7/25 - 12/31	
HS Shipping Ltd. Inc. <sup>(2)</sup>	Tanker Owning Company	39.9%	Panama	1/1 - 12/31	1/1 - 7/24	1/1 - 12/31
		63.8%			7/25 - 12/31	
HS South Inc. <sup>(2)</sup>	Tanker Owning Company	39.9%	Panama	1/1 - 12/31	1/1 - 7/24	1/1 - 12/31
		63.8%			7/25 - 12/31	
Petrovia Internacional S.A.	Land-Owning Company	63.8%	Uruguay	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Mercopar S.A.C.I.	Operating/Barge Owning Company	63.8%	Paraguay	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Navegacion Guarani S.A.	Operating Barge and Pushboat Owning Company	63.8%	Paraguay	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Hidrovia OSR S.A.	Oil Spill Response & Salvage Services/ Tanker Owning Company	63.8%	Paraguay	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Mercofluvial S.A.	Operating Barge and Pushboat Owning Company	63.8%	Paraguay	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Petrolera San Antonio S.A.	Port Facility Operating Company	63.8%	Paraguay	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Stability Oceanways S.A.	Barge and Pushboat Owning Operating Company	63.8%	Panama	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Hidronave South American Logistics S.A.	Pushboat Owning Company	32.5%	Brazil	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Navarra Shipping Corporation	Tanker-Owning Company	63.8%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	4/1 - 12/31
Pelayo Shipping Corporation	Tanker-Owning Company	63.8%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	4/1 - 12/31
Varena Maritime Services S.A.	Barge and Pushboat Owning Operating Company	63.8%	Panama	1/1 - 12/31	4/14 - 12/31	
Navios Logistics Finance (US) Inc.	Operating Company	100%	Delaware	1/1 - 12/31	1/16 - 12/31	
Merco Parana S.A.	Barge Owning Company	63.8%	Argentina	7/1 - 12/31		

(1) On March 30, 2011, immediately following the Navios Acquisition Share Exchange, Navios Holdings' ownership of the voting stock of Navios Acquisition decreased to 45% and Navios Holdings no longer controlled a majority of the voting power of Navios Acquisition. As a result, from March 30, 2011, Navios Acquisition has not been consolidated and has been accounted for under the equity method of accounting based on Navios Holdings' economic interest in Navios Acquisition.

(2) On July 25, 2011, Navios Logistics acquired the noncontrolling interests of its joint ventures Thalassa Energy S.A., HS Tankers Inc., HS Navigation Inc., HS Shipping Ltd. Inc. and HS South Inc. in accordance with the terms of certain stock purchase agreements with HS Energy Ltd., an affiliate of Vitol S.A.

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### **Affiliates included in the financial statements accounted for under the equity method:**

In the consolidated financial statements of Navios Holdings, the following entities are included as affiliates and are accounted for under the equity method, for such periods during which such entities were affiliates of Navios Holdings: (i) Navios Partners and its subsidiaries (ownership interest as of December 31, 2012 was 25.2%, which includes a 2% general partner interest), (ii) Navios Acquisition and its subsidiaries (voting interest and economic interest as of December 31, 2012 was 45.24% and 53.96%, respectively) and (iii) Acropolis Chartering and Shipping Inc. (ownership interest as of December 31, 2012 was 50%).

### ***D. Property, plants and equipment***

Our only material property is the owned vessels, tanker vessels, barges and pushboats and the port terminal facilities in Paraguay and Uruguay. See Item 4.B Business Overview above.

### **Item 4A. Unresolved Staff Comments**

None.

### **Item 5. Operating and Financial Review and Prospects**

The following is a discussion of Navios Holdings' financial condition and results of operations for each of the fiscal years ended December 31, 2012, 2011 and 2010. All of these financial statements have been prepared in accordance with Generally Accepted Accounting Principles in the United States of America (U.S. GAAP). You should read this section together with the consolidated financial statements, including the notes to those financial statements, for the years mentioned above which are included in this document.

This report contains forward-looking statements made pursuant to the safe harbor provisions of the Private Securities Reform Act of 1995. These forward-looking statements are based on Navios Holdings' current expectations and observations. Included among the factors that, in our view, could cause actual results to differ materially from the forward-looking statements contained in this report are those discussed under Risk Factors and Forward-Looking Statements.

#### **Overview**

Navios Holdings is a global, vertically integrated seaborne shipping and logistics company focused on the transport and transshipment of drybulk commodities, including iron ore, coal and grain. We technically and commercially manage our owned fleet, Navios Acquisitions' fleet and Navios Partners' fleet, and commercially manage our chartered-in fleet. Navios Holdings has in-house ship management expertise that allows it to oversee every step of ship management of the owned fleet, Navios Partners' and Navios Acquisitions' fleet including the shipping operations throughout the life of the vessels and the superintendence of maintenance, repairs and drydocking.

On February 2, 2007, Navios Holdings acquired all of the outstanding share capital of Kleimar. Kleimar is a Belgian maritime transportation company established in 1993. Kleimar is the owner and operator of Capesize, Panamax and Handymax vessels used in the transportation of cargoes and has an extensive COA business.

On August 7, 2007, Navios Holdings formed Navios Partners under the laws of Marshall Islands. Navios G.P. L.L.C. ( General Partner ), a wholly-owned subsidiary of Navios Holdings, was also formed on that date to act as the general partner of Navios Partners and received a 2% general partner interest in Navios Partners. Navios Partners is an affiliate and not consolidated under Navios Holdings.

#### *Navios Logistics*

Navios Logistics is one of the largest logistics companies in the Hidrovia region of South America, serving the storage and marine transportation needs of its customers through two port storage and transfer facilities, one for grain commodities and the other for refined petroleum products and a diverse fleet, consisting of vessels, barges and pushboats. Navios Holdings currently owns 63.8% of Navios Logistics.

#### *Navios Acquisition*

Navios Acquisition is an owner and operator of tanker vessels focusing in the transportation of petroleum products (clean and dirty) and bulk liquid chemicals.

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On May 28, 2010, Navios Holdings acquired control over Navios Acquisition. As a result, Navios Holdings concluded a business combination had occurred and consolidated the results of Navios Acquisition from that date until March 30, 2011.

On March 30, 2011, Navios Holdings exchanged 7,676,000 shares of Navios Acquisition's common stock it held for non-voting Series C preferred stock of Navios Acquisition (the Navios Acquisition Share Exchange) pursuant to an Exchange Agreement entered into on March 30, 2011 between Navios Acquisition and Navios Holdings. Immediately after the Navios Acquisition Share Exchange, Navios Holdings' ownership of the outstanding voting stock of Navios Acquisition decreased to 45% and Navios Holdings ceased to control a majority of the voting power of Navios Acquisition. From that date onwards, Navios Acquisition has been considered an affiliate entity of Navios Holdings and not a controlled subsidiary of the Company, and the investment in Navios Acquisition has been accounted for under the equity method due to the Company's significant influence over Navios Acquisition based on Navios Holdings' economic interest in Navios Acquisition, since the preferred stock is considered to be, in-substance, common stock for accounting purposes.

As of December 31, 2012, Navios Holdings' ownership of the outstanding voting stock of Navios Acquisition was 45.24% and its economic interest in Navios Acquisition was 53.96%.

### **Charter Policy and Industry Outlook**

Navios Holdings' policy has been to take a portfolio approach to managing operating risks. This policy led Navios Holdings to time charter-out many of the vessels that it is presently operating (i.e., vessels owned by Navios Holdings or which it has taken into its fleet under charters having a duration of more than 12 months) for periods up to 10 years at inception to various shipping industry counterparties considered by Navios Holdings to have appropriate credit profiles. By doing this, Navios Holdings aims to lock in, subject to credit and operating risks, favorable forward revenue and cash flows which it believes will cushion it against unfavorable market conditions. In addition, Navios Holdings trades additional vessels taken in on shorter term charters of less than 12 months duration as well as voyage charters or COAs and forward freight agreements ( FFAs ).

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In 2010, 2011 and 2012, this chartering policy had the effect of generating Time Charter Equivalents ( TCE ) that were higher than spot employment.

The average daily charter-in vessel cost for the Navios Holdings long-term charter-in fleet (excluding vessels, which are utilized to serve voyage charter or COAs) was 12,304 per day for the year ended December 31, 2012. The average long-term charter-in hire rate per vessel was included in the amount of long-term hire included elsewhere in this document and was computed by (a) multiplying the (i) daily charter-in rate for each vessel by (ii) number of days the vessel is in operation for the year and (b) dividing such product by the total number of vessel days for the year. These rates exclude gains and losses from FFAs. Furthermore, Navios Holdings has the ability to increase its owned fleet through purchase options at favorable prices relative to the current market exercisable in the future.

Navios Holdings believes that a decrease in global commodity demand from its current level, and the delivery of drybulk carrier new buildings into the world fleet, could have an adverse impact on future revenue and profitability. However, the operating cost advantage of Navios Holdings' owned vessels and long-term chartered fleet, which is chartered-in at favorable rates, will continue to help mitigate the impact of the declines in freight rates. A reduced freight rate environment may also have an adverse impact on the value of Navios Holdings' owned fleet. In reaction to a decline in freight rates, available ship financing has also been negatively impacted.

Navios Logistics owns and operates vessels, barges and pushboats located mainly in Argentina, the largest bulk transfer and storage port facility in Uruguay, and an upriver liquid port facility located in Paraguay. Operating results for Navios Logistics are highly correlated to: (i) South American grain production and export, in particular Argentinean, Brazilian, Paraguayan, Uruguayan and Bolivian production and export; (ii) South American iron ore production and export, mainly from Brazil; and (iii) sales (and logistic services) of petroleum products in the Argentine and Paraguayan markets. Navios Holdings believes that the continuing development of these businesses will foster throughput growth and therefore increase revenues at Navios Logistics. Should this development be delayed, grain harvests be reduced, or the market experience an overall decrease in the demand for grain or iron ore, the operations in Navios Logistics would be adversely affected.

**Fleet Development**

The following is the current core fleet employment profile (excluding Navios Logistics), including the newbuilds to be delivered. The current core fleet consists of 50 vessels totaling 5.1 million deadweight tons. The employment profile of the fleet as of April 22, 2013 is reflected in the tables below. The 47 vessels in current operation aggregate approximately 4.8 million deadweight tons and have an average age of 6.1 years. Navios Holdings has currently fixed 69.0% and 11.3% of the 2013 and 2014 available days, respectively, of its fleet (excluding vessels, which are utilized to fulfill COAs), representing contracted fees (net of commissions), based on contracted charter rates from our current charter agreement of \$124.5 million and \$34.5 million, respectively. Although these fees are based on contractual charter rates, any contract is subject to performance by the counterparties and us. Additionally, the level of these fees would decrease depending on the vessels' off-hire days to perform periodic maintenance. The average contractual daily charter-out rate for the core fleet (excluding vessels, which are utilized to fulfill COAs) is \$12,286 and \$21,662 for 2013 and 2014, respectively. The average daily charter-in rate for the active long-term charter-in vessels (excluding vessels, which are utilized to fulfill COAs) for 2013 is \$13,381.

**Owned Vessels**

Vessels	Type	Built	DWT	Charter-out Rate <sup>(1)</sup>	Profit Share <sup>(5)</sup>	Expiration Date <sup>(2)</sup>
Navios Serenity	Handysize	2011	34,690	7,600	No	07/09/2013
Navios Ionian	Ultra Handymax	2000	52,067	8,550	No	06/22/2013
Navios Celestial	Ultra Handymax	2009	58,063	8,075	No	05/14/2013
Navios Vector	Ultra Handymax	2002	50,296	9,738	No	10/06/2013
Navios Horizon	Ultra Handymax	2001	50,346	9,500	No	09/05/2013
Navios Herakles	Ultra Handymax	2001	52,061	8,788	No	03/28/2014
Navios Achilles	Ultra Handymax	2001	52,063	8,788 <sup>(7)</sup>	65%/\$20,000	10/28/2013
Navios Meridian	Ultra Handymax	2002	50,316	11,400	No	05/22/2013
Navios Mercator	Ultra Handymax	2002	53,553	10,450 <sup>(7)</sup>	65%/\$20,000	10/24/2013
Navios Arc	Ultra Handymax	2003	53,514	8,788	No	09/19/2013
Navios Hios	Ultra Handymax	2003	55,180	<sup>(9)</sup>	No	
Navios Kypros	Ultra Handymax	2003	55,222	8,550 <sup>(7)</sup>	No	03/20/2014

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Navios Ulysses	Ultra Handymax	2007	55,728	8,663 <sup>(7)</sup>	No	04/28/2013
				9,975 <sup>(7)</sup>	No	04/28/2014
Navios Vega	Ultra Handymax	2009	58,792	15,751	No	05/10/2013
Navios Astra	Ultra Handymax	2006	53,468	8,075	No	05/22/2013
Navios Magellan	Panamax	2000	74,333	6,508	No	05/04/2013
Navios Star	Panamax	2002	76,662	7,790	No	01/22/2014
Navios Asteriks	Panamax	2005	76,801			
Navios Centaurus	Panamax	2012	81,472	12,825	No	04/15/2014
Navios Avior	Panamax	2012	81,355	12,716	No	05/14/2014
Navios Bonavis	Capesize	2009	180,022	47,400	No	06/29/2014
Navios Happiness	Capesize	2009	180,022	13,039 <sup>(7)</sup>	50%/\$32,000	08/05/2013
Navios Lumen	Capesize	2009	180,661	10,450 <sup>(8)</sup>	No	01/18/2014
Navios Stellar	Capesize	2009	169,001	10,450 <sup>(7)</sup>	No	11/11/2013
Navios Phoenix	Capesize	2009	180,242	13,656	No	01/27/2014 <sup>(6)</sup>
Navios Antares	Capesize	2010	169,059	6,600 <sup>(7)</sup>	No	06/26/2013
Navios Etoile	Capesize	2010	179,234	29,356	50% in excess of \$38,500	12/02/2020
Navios Bonheur	Capesize	2010	179,259	13,538 <sup>(7)</sup>	50%/\$32,000	07/09/2013
Navios Altamira	Capesize	2011	179,165	24,674	No	01/18/2021
Navios Azimuth	Capesize	2011	179,169	9,738 <sup>(7)</sup>	50%/\$34,500	01/15/2014

**Table of Contents****Long-term Chartered-in Vessels**

Vessels	Type	Built	DWT	Purchase Option (3)	Charter-out Rate (1)	Expiration Date (2)
Navios Lyra	Handysize	2012	34,718	Yes(4)	7,030	05/18/2013
Navios Primavera	Ultra Handymax	2007	53,464	Yes	7,790	05/18/2013
Navios Armonia	Ultra Handymax	2008	55,100	No	(9)	
Navios Apollon	Ultra Handymax	2000	52,073	No	8,788	04/25/2013
Navios Orianna	Ultra Handymax	2012	61,442	Yes	8,788	08/05/2013
Navios Libra II	Panamax	1995	70,136	No	7,363	06/05/2013
Navios Altair	Panamax	2006	83,001	No	8,075	10/22/2013
Navios Esperanza	Panamax	2007	75,356	No	6,840	09/03/2013
Navios Marco Polo	Panamax	2011	80,647	Yes	7,838	01/13/2014
Navios Southern Star	Panamax	2013	82,224	Yes	10,450	10/12/2013
Navios Koyo	Capesize	2011	181,415	Yes	11,970	03/05/2014
Golden Heiwa	Panamax	2007	76,662	No		
Beaufiks	Capesize	2004	180,310	Yes		
Rubena N	Capesize	2006	203,233	No		
SC Lotta	Capesize	2009	169,056	No		
King Ore	Capesize	2010	176,800	No		
Navios Obeliks	Capesize	2012	181,415	Yes		

**Chartered-in Vessels to be Delivered**

Vessels	Type	Delivery Date	Purchase Option	DWT
Navios Felix <sup>(10)</sup>	Capesize	04/2016	Yes	180,000
Navios Mercury	Ultra Handymax	07/2013	Yes	61,000
Navios Venus <sup>(10)</sup>	Ultra Handymax	02/2015	Yes	61,000

- (1) Daily rate net of commissions. These rates do not include insurance proceeds received upfront in November 2012.
- (2) Expected redelivery basis midpoint of full redelivery period.
- (3) Generally, Navios Holdings may exercise its purchase option after three to five years of service.
- (4) Navios Holdings holds the initial 50% purchase option on the vessel.
- (5) Profit share based on applicable Baltic TC Average exceeding \$/day rates listed.
- (6) Subject to COA of \$45,500 per day for the remaining period until first quarter of 2015.
- (7) Amount represents daily rate of mitigation proceeds following the default of the original charterer.
- (8) Amount represents daily rate of mitigation proceeds following the restructuring of the original charter.
- (9) The vessel is currently under drydocking.
- (10) In April 2013, Navios Holdings agreed to postpone the delivery dates of two chartered-in vessels, the Navios Felix and the Navios Venus.

**Recent Developments****Agreement to Acquire a Ten-Vessel Fleet**

In April 2013, Navios Holdings and Navios Acquisition have executed a binding letter of intent to acquire ten vessels, composed of five product tankers and five container vessels with an average age of 5.5 years, from debtors of HSH Nordbank AG ( HSH ) through a new joint venture ( Navios JV ).

It is estimated that the purchase price to be paid to HSH will consist of \$130.0 million in cash and the assumption of the Subordinated HSH participating loans. It is anticipated that the cash payment will be funded as follows:

\$10.0 million, from an investment by Navios JV funded by Navios Holdings and Navios Acquisition, and

\$120.0 million, from the proceeds of a senior bank financing to be secured with a first-priority mortgage on the vessels.

The transaction is subject to a number of conditions, and no assurance can be provided that the transaction will be concluded as contemplated, if at all.

***Credit Default Insurance Settlement***

In the fourth quarter of 2012, Navios Holdings restructured the insurance arrangement with its credit default insurer. In connection with this restructuring, Navios Holdings received:

(i) a \$175.4 million lump sum cash payment from the credit default insurer; and

(ii) \$41.2 million of revenue covered under the restructured credit default insurance policy

As part of restructuring of the credit default insurance and pursuant to the management agreement between the parties, Navios Holdings agreed to provide supplemental charter insurance for \$76.7 million of charters to Navios Partners, with a maximum cash payment of \$20.0 million.

Navios Holdings has \$41.2 million of charters participating in the pool insurance coverage from its credit default insurer. The pool insurance covers charters totaling \$217.1 million of both Navios Holdings and Navios Partners, with a maximum cash payment of \$120.0 million.

***Dividend Policy***

On February 15, 2013, the Board of Directors declared a quarterly cash dividend for the fourth quarter of 2012 of \$0.06 per share of common stock. This dividend was paid on March 27, 2013 to stockholders of record on March 20, 2013. The declaration and payment of any further dividend remain subject to the discretion of the Board, and will depend on, among other things, Navios Holdings' cash requirements after taking into account market opportunities, restrictions under its credit agreements, other debt obligations and such other factors as the Board may deem advisable.

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### ***Changes in Capital Structure***

**Issuance and Forfeitures of Common Stock:** During the year ended December 31, 2012, 6,202 shares of restricted common stock were forfeited upon termination of employment. In addition, 29,251 shares were issued following the exercise of the options for cash at an exercise price of \$3.18 per share.

On December 20, 2012, pursuant to the stock plan approved by the Board of Directors, Navios Holdings issued to its employees 801,028 shares of restricted common stock, 31,000 restricted stock units and 1,344,357 stock options.

During the year ended December 31, 2012, 528,914 restricted common stock and 24,932 restricted stock units, which were issued to the Company's employees in 2009, 2010 and 2011, vested.

**Share Repurchase Program:** On November 14, 2008, the Board of Directors approved a share repurchase program authorizing the purchase of up to \$25.0 million of Navios Holdings' common stock pursuant to a program adopted under Rule 10b5-1 under the Exchange Act. The program does not require any minimum purchase or any specific number or amount of shares and may be suspended or reinstated at any time in Navios Holdings' discretion and without notice. Repurchases are subject to restrictions under the terms of the Company's credit facilities and indenture. There were no shares repurchased during the year ended December 31, 2012 and 2010. During the year ended December 31, 2011, Navios Holdings repurchased 73,651 shares for a total cost of \$0.2 million.

Following the issuances, repurchases and cancellations of the shares described above, as of December 31, 2012, Navios Holdings had 103,255,409 shares of common stock and 8,479 shares of preferred stock outstanding.

### ***Navios Partners***

On February 6, 2013, Navios Partners completed its public offering of 5,175,000 common units, including the full exercise of the underwriters overallotment option, at \$14.15 per unit and raised gross proceeds of approximately \$73.2 million. The net proceeds of the offering were approximately \$69.6 million. Navios Holdings paid \$1.5 million in order to retain its 2% general partner interest. As a result, 105,613 additional general partnership units were issued in connection with this offering. Following this offering, Navios Holdings' interest in Navios Partners decreased to 23.4% (which includes a 2% general partner interest).

The Board of Directors of Navios Partners declared a cash distribution for the fourth quarter of 2012 of \$0.4425 per unit. On February 14, 2013, Navios Holdings received an amount of \$7.3 million, representing the cash distribution from Navios Partners for the fourth quarter of 2012.

Dividends received during the year ended December 31, 2012, 2011 and 2010 were \$27.9 million, \$25.6 million and \$21.2 million, respectively.

### ***Navios Acquisition***

On January 4, 2013, Navios Holdings received an amount of \$1.3 million, equal to a dividend of \$0.05 per common share, representing the cash distribution from Navios Acquisition for the third quarter of 2012.

On February 26, 2013, Navios Acquisition completed multiple offerings, including two direct registered offerings and one private placement for Navios Holdings and certain members of the management of Navios Acquisition, Navios Partners and Navios Holdings, raising gross proceeds of \$100.5 million. A total of 35,246,791 shares were issued at a price of \$2.85 per share. In the private placement, Navios Holdings purchased an aggregate of 17,544,300 shares of Navios Acquisition common stock for an amount \$50.0 million. Following these offerings, Navios Holdings ownership of the outstanding voting stock of Navios Acquisition increased to 47.4% and its economic interest in Navios Acquisition decreased to 52.2%.

Dividends received during the year ended December 31, 2012, 2011 and 2010 were \$5.2 million, \$5.2 million and \$0, respectively.

### ***Navios Logistics***

During the second quarter of 2012, Navios Logistics began the construction of four tank barges at a cost of \$1.9 million each. The first tank barge was delivered in October 2012 and the second tank barge in December 2012. The third tank barge was delivered in April 2013 and the remaining tank barge is expected to be delivered in June 2013.



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During the second half of 2012, Navios Logistics completed the acquisition of one pushboat and six tank barges, which were previously chartered-in, for a total consideration of \$15.9 million.

On March 19, 2013, Navios Logistics acquired Energias Renovables del Sur S.A ( Energias ), a Uruguayan company, for a total consideration of \$2.0 million. Energias controls 12 hectares of undeveloped land located in the Nueva Palmira free zone in Uruguay, near Navios Logistics existing port. Navios Logistics plans on developing this land and expanding its port operations.

On March 7, 2013, Navios Logistics issued \$90.0 million in aggregate principal amount of 9 <sup>1</sup>/<sub>4</sub>% Senior Notes due 2019 (the Additional Logistics Senior Notes ) at a premium, with a price of 103.750%. The terms of the Additional Logistics Senior Notes are identical to the \$200.0 million of Senior Notes due 2019 that were issued in April 2011 ( the Existing Logistics Senior Notes and, together with the Additional Logistics Senior Notes, the Logistics Senior Notes ) and are fully and unconditionally guaranteed, jointly and severally, by all of the Navios Logistics direct and indirect subsidiaries that guarantee the Existing Logistics Senior Notes.

### A. Operating Results

#### Factors Affecting Navios Holdings Results of Operations:

Navios Holdings actively manages the risk in its operations by: (i) operating the vessels in its fleet in accordance with all applicable international standards of safety and technical ship management; (ii) enhancing vessel utilization and profitability through an appropriate mix of long-term charters complemented by spot charters (time charters for short-term employment) and COAs; (iii) monitoring the financial impact of corporate exposure from both physical and FFAs transactions; (iv) monitoring market and counterparty credit risk limits; (v) adhering to risk management and operation policies and procedures; and (vi) requiring counterparty credit approvals.

Navios Holdings believes that the important measures for analyzing trends in its results of operations consist of the following:

*Market Exposure:* Navios Holdings manages the size and composition of its fleet by chartering and owning vessels in order to adjust to anticipated changes in market rates. Navios Holdings aims to achieve an appropriate balance between owned vessels and long and short-term chartered-in vessels and controls under its Core Fleet approximately 5.1 million dwt in drybulk tonnage. Navios Holdings options to extend the charter duration of vessels it has under long-term time charter (durations of over 12 months) and its purchase options on chartered vessels permit Navios Holdings to adjust the cost and the fleet size to correspond to market conditions.

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*Available days:* Available days is the total number of days a vessel is controlled by a company less the aggregate number of days that the vessel is off-hire due to scheduled repairs or repairs under guarantee, vessel upgrades or special surveys. The shipping industry uses available days to measure the number of days in a period during which vessels should be capable of generating revenues.

*Operating days:* Operating days is the number of available days in a period less the aggregate number of days that the vessels are off-hire due to any reason, including lack of demand or unforeseen circumstances. The shipping industry uses operating days to measure the aggregate number of days in a period during which vessels actually generate revenues.

*Fleet utilization:* Fleet utilization is obtained by dividing the number of operating days during a period by the number of available days during the period. The shipping industry uses fleet utilization to measure a company's efficiency in finding suitable employment for its vessels and minimizing the amount of days that its vessels are off-hire for reasons other than scheduled repairs or repairs under guarantee, vessel upgrades, special surveys or vessel positioning.

*TCE:* TCE rates are defined as voyage and time charter revenues less voyage expenses during a period divided by the number of available days during the period. The TCE rate is a standard shipping industry performance measure used primarily to compare daily earnings generated by vessels on time charters with daily earnings generated by vessels on voyage charters, because charter hire rates for vessels on voyage charters are generally not expressed in per day amounts, while charter hire rates for vessels on time charters generally are expressed in such amounts.

*Equivalent vessels:* Equivalent vessels data is the available days of the fleet divided by the number of the calendar days in the respective period.

### **Voyage and Time Charter**

Revenues are driven primarily by the number of vessels in the fleet, the number of days during which such vessels operate and the amount of daily charter hire rates that the vessels earn under charters, which, in turn, are affected by a number of factors, including:

the duration of the charters;

the level of spot market rates at the time of charters;

decisions relating to vessel acquisitions and disposals;

the amount of time spent positioning vessels;

the amount of time that vessels spend in drydock undergoing repairs and upgrades;

the age, condition and specifications of the vessels; and

the aggregate level of supply and demand in the drybulk shipping industry.

Time charters are available for varying periods, ranging from a single trip (spot charter) to a long-term period which may be many years. Under a time charter, owners assume no risk for finding business, obtaining and paying for fuel or other expenses related to the voyage, such as port

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entry fees. In general, a long-term time charter assures the vessel owner of a consistent stream of revenue. Operating the vessel in the spot market affords the owner greater spot market opportunity, which may result in high rates when vessels are in high demand or low rates when vessel availability exceeds demand. Vessel charter rates are affected by world economics, international events, weather conditions, strikes, governmental policies, supply and demand, and many other factors that might be beyond the control of management.

Consistent with industry practice, Navios Holdings uses TCE rates, which consist of revenue from vessels operating on time charters and voyage revenue less voyage expenses from vessels operating on voyage charters in the spot market, as a method of analyzing fluctuations between financial periods and as a method of equating revenue generated from a voyage charter to time charter revenue.

TCE revenue also serves as an industry standard for measuring revenue and comparing results between geographical regions and among competitors.

The cost to maintain and operate a vessel increases with the age of the vessel. Older vessels are less fuel efficient, cost more to insure and require upgrades from time to time to comply with new regulations. The average age of Navios Holdings' owned Core Fleet is 6.4 years. However as such fleet ages or if Navios Holdings expands its fleet by acquiring previously owned and older vessels, the cost per vessel would be expected to rise and, assuming all else, including rates, remains constant, vessel profitability would be expected to decrease.

### **Spot Charters, COAs, and FFAs**

Navios Holdings enhances vessel utilization and profitability through a mix of voyage charters, short-term charter-out contracts, COAs and strategic backhaul cargo contracts.

Navios Holdings enters into drybulk shipping FFAs as economic hedges relating to identifiable ship and/or cargo positions and as economic hedges of transactions the Company expects to carry out in the normal course of its shipping business. By utilizing certain derivative instruments, including drybulk shipping FFAs, the Company manages the financial risk associated with fluctuating market conditions. In entering into these contracts, the Company has assumed the risk that might arise from the possible inability of counterparties to meet the terms of their contracts.

As of December 31, 2012, 2011 and 2010, none of our FFAs qualified for hedge accounting treatment. Drybulk FFAs traded by the Company that do not qualify for hedge accounting are shown at fair value in the balance sheet and changes in fair value are recorded through the statement of operations.

FFAs cover periods generally ranging from one month to one year and are based on time charter rates or freight rates on specific quoted routes. FFAs are executed either over-the-counter, between two parties, or through LCH, the London clearing house. FFAs are settled in cash monthly based on publicly quoted indices.

LCH call for both base and margin collaterals, which are funded by Navios Holdings, and which in turn substantially eliminates counterparty risk. Certain portions of these collateral funds may be restricted at any given time as determined by LCH.

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At the end of each calendar quarter, the fair value of drybulk shipping FFAs traded over-the-counter are determined from an index published in London, United Kingdom and the fair value of those FFAs traded with LCH are determined from the LCH valuations accordingly. Navios Holdings has implemented specific procedures designed to respond to credit risk associated with over-the-counter trades, including the establishment of a list of approved counterparties and a credit committee which meets regularly.

**Statement of Operations Breakdown by Segment**

Navios Holdings reports financial information and evaluates its operations by charter revenues and not by vessel type, length of ship employment, customers or type of charter. Navios Holdings does not use discrete financial information to evaluate the operating results for each such type of charter. Although revenue can be identified for these types of charters, management does not identify expenses, profitability or other financial information for these charters. The reportable segments reflect the internal organization of the Company and are strategic businesses that offer different products and services. The Company currently has two reportable segments from which it derives its revenues, Drybulk Vessel Operations and Logistics Business, and previously had a Tanker Vessel Operations segment, which consisted of transportation and handling of liquid cargoes through the ownership, operation and trading of tankers vessels, until the deconsolidation of Navios Acquisition on March 30, 2011. The Drybulk Vessel Operations business consists of the transportation and handling of bulk cargoes through the ownership, operation, and trading of vessels, freight, and FFAs. For Navios Holdings reporting purposes, Navios Logistics is considered as one reportable segment, the Logistics Business segment. The Logistics Business segment consists of our port terminal business, barge business and cabotage business in the Hidrovia region of South America. Navios Holdings measures segment performance based on net income.

For further segment information, please see Note 20 to the Consolidated Financial Statements included elsewhere in this Annual Report.

**Period over Period Comparisons****For the year ended December 31, 2012 compared to the year ended December 31, 2011**

The following table presents consolidated revenue and expense information for each of the years ended December 31, 2012 and 2011 and was derived from the audited consolidated revenue and expense accounts of Navios Holdings for each of the years ended December 31, 2012 and 2011.

(In thousands of U.S. dollars)	Year Ended December 31, 2012	Year Ended December 31, 2011
Revenue	\$ 616,494	\$ 689,355
Time charter, voyage and logistics business expenses	(269,279)	(273,312)
Direct vessel expenses	(117,790)	(117,269)
General and administrative expenses	(51,331)	(52,852)
Depreciation and amortization	(108,206)	(107,395)
Provision for losses on accounts receivable	(17,136)	(239)
Interest income	2,717	4,120
Interest expense and finance cost, net	(106,196)	(107,181)
Loss on derivatives	(196)	(165)
Gain on sale of assets	323	38,822
Loss on change in control		(35,325)
Loss on bond extinguishment		(21,199)
Other income	189,239	1,660
Other expense	(10,993)	(12,990)
<b>Income before equity in net earnings of affiliated companies</b>	<b>\$ 127,646</b>	<b>\$ 6,030</b>
Equity in net earnings of affiliated companies	48,228	35,246
<b>Income before taxes</b>	<b>\$ 175,874</b>	<b>\$ 41,276</b>
Income tax (expense)/benefit	(312)	56
<b>Net income</b>	<b>\$ 175,562</b>	<b>\$ 41,332</b>

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Less: Net income attributable to the noncontrolling interest	(77)	(506)
Preferred stock dividends of subsidiary		(27)
Preferred stock dividends attributable to the noncontrolling interest		12

<b>Net income attributable to Navios Holdings common stockholders</b>	<b>\$ 175,485</b>	<b>\$ 40,811</b>
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Set forth below are selected historical and statistical data for Navios Holdings (excluding Navios Acquisition and Navios Logistics) for each of the years ended December 31, 2012 and 2011 that the Company believes may be useful in better understanding the Company's financial position and results of operations.

	Year Ended	
	December 31,	
	2012	2011
<b>FLEET DATA</b>		
Available days	17,589	16,423
Operating days	17,273	16,201
Fleet utilization	98.2%	98.7%
Equivalent vessels	48	45
<b>AVERAGE DAILY RESULTS</b>		
Time Charter Equivalents	\$ 18,167	\$ 23,064

During the year ended December 31, 2012, there were 1,166 more available days as compared to 2011, due to (i) an increase of 543 available days of the owned fleet mainly due to the delivery of two newbuild vessels and the acquisition of one formerly chartered-in vessel in 2012; this increase was partially mitigated by the sale of the Navios Buena Ventura in June 2012 and (ii) an increase in long-term charter-in fleet available days of 2,167 days. This increase was partially offset by a decrease of 1,544 days in short-term chartered-in fleet available days. Navios Holdings can increase or decrease its fleet's size by chartering-in vessels for long or short-term periods (less than one year).

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The average TCE rate for the year ended December 31, 2012 was \$18,167 per day, which was \$4,897 per day lower than the rate achieved in 2011. This was due primarily to (i) the decline in the freight market during 2012 as compared to the same period in 2011 and (ii) the impact of the accounting treatment of the one-time upfront cash payment received in connection with the credit default insurance restructuring, whereby revenues attributable to defaulted charterers that would have been previously recognized over the life of those charters, were recorded immediately within Other income .

**Revenue:** Revenue from drybulk vessel operations for the year ended December 31, 2012 was \$369.5 million, as compared to \$429.5 million for the year ended December 31, 2011. The decrease in drybulk revenue was mainly attributable to: (i) a decrease in short-term charter-in fleet available days by 1,544 days and (ii) a decrease in TCE per day by 21.2% to \$18,167 per day during the year ended December 31, 2012, as compared to \$23,064 per day during the year ended December 31, 2011. This decrease was partially offset by (i) an increase in available days for owned vessels by 5.3% to 10,757 days during the year ended December 31, 2012 from 10,214 days during the year ended December 31, 2011 and (ii) an increase in long-term charter-in fleet available days by 2,167 days.

Revenue from the logistics business was \$247.0 million for the year ended December 31, 2012, as compared to \$234.7 million for the year ended December 31, 2011. This increase was mainly attributable to: (i) increase in volume handled and in rates in the dry and liquid port terminals; (ii) increase due to the expansion of the barge fleet in the third and fourth quarter of 2011; and (iii) increase in the time charter rates of the cabotage vessels. This overall increase was partially mitigated by a decrease in the volume of products sold in the liquid port in Paraguay.

Following the Navios Acquisition Share Exchange, and the deconsolidation of Navios Acquisition on March 30, 2011, there was no revenue from tanker vessel operations from that date onwards. Revenue from tanker vessel operations for the year ended December 31, 2011 was \$25.1 million.

**Time Charter, Voyage and Logistics Business Expenses:** Time charter, voyage and logistics business expenses decreased by \$4.0 million or 1.5% to \$269.3 million for the year ended December 31, 2012, as compared to \$273.3 million for the year ended December 31, 2011.

The time charter and voyage expenses from drybulk operations decreased by \$2.0 million or 1.2% to \$162.5 million for the year ended December 31, 2012, as compared to \$164.5 million for the year ended December 31, 2011. This was primarily due to a decrease in charter-in hire rates and voyage charter expenses. This decrease was mitigated by a net increase of 623 days in the short-term and long-term fleet available days (as discussed above).

Of the total amounts for the years ended December 31, 2012 and 2011, \$106.8 million and \$108.4 million, respectively, were related to Navios Logistics. The decrease in Navios Logistics was mainly due to (a) decrease in the volume of products sold in the liquid port in Paraguay; and (b) decrease of charter-in expenses of the barge fleet due to the acquisition of one pushboat and six tank barges, which were previously chartered-in, in the third quarter of 2012. This overall decrease was partially mitigated by an increase in expenses attributable to the port operation as a result of the increased operations in the dry port.

Time charter and voyage expenses from tanker vessel operations for year ended December 31, 2011 was \$0.4 million.

**Direct Vessel Expenses:** Direct vessel expenses increased by \$0.5 million or 0.4% to \$117.8 million for the year ended December 31, 2012, as compared to \$117.3 million for the year ended December 31, 2011. Direct vessel expenses include crew costs, provisions, deck and engine stores, lubricating oils, insurance premiums and costs for maintenance and repairs.

The direct vessel expenses from drybulk operations increased by \$1.4 million or 3.2% to \$47.0 million for the year ended December 31, 2012, as compared to \$45.6 million for the year ended December 31, 2011. The increase resulted primarily from an increase in available days for owned vessels by 543 days.

Of the total amounts for the years ended December 31, 2012 and 2011, \$70.8 million and \$64.1 million, respectively, related to Navios Logistics. The increase in Navios Logistics was mainly due to (a) increase in crew costs of cabotage vessels; and (b) increase in the expenses of the barge business as a result of the expansion of the barge fleet in the third and fourth quarter of 2011.

Direct vessel expenses from tanker vessel operations was \$7.6 million for the year ended December 31, 2011.

**General and Administrative Expenses:** General and administrative expenses of Navios Holdings are composed of the following:

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(in thousands of U.S. dollars)	Year Ended December 31, 2012	Year Ended December 31, 2011
Payroll and related costs <sup>(1)</sup>	\$ 24,912	\$ 22,906
Professional, legal and audit fees <sup>(1)</sup>	4,862	5,958
Navios Logistics <sup>(2)</sup>	14,844	13,662
Navios Acquisition		1,026
Other <sup>(1)</sup>	869	513
<b>Sub-total</b>	<b>45,487</b>	<b>44,065</b>
Credit risk insurance	5,844	8,787
<b>General and administrative expenses</b>	<b>\$ 51,331</b>	<b>\$ 52,852</b>

(1) Excludes the logistics and tanker vessel businesses.

(2) Includes \$0.6 million administrative management services provided by Navios Holdings as per the administrative agreement with Navios Logistics.

The decrease in general and administrative expenses by \$1.6 million or 2.9% to \$51.3 million for the year ended December 31, 2012, as compared to \$52.9 million for the year ended December 31, 2011, was mainly attributable to (a) \$1.1 million decrease in professional and legal fees; (b) a \$1.0 million decrease in general and administrative expenses due to deconsolidation of Navios Acquisition; and (c) a \$3.0 million decrease in credit risk insurance fees. The overall decrease was partially offset by (a) a \$2.0 million increase in payroll and other related costs consisting of a \$1.5 million increase in payroll costs and a \$0.5 million increase in stock plan expenses; (b) a \$1.2 million increase in general and administrative expenses attributable to the logistics business mainly due to an increase in professional fees; and (c) a \$0.3 million increase in other general and administrative expenses.

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**Depreciation and Amortization:** For the year ended December 31, 2012, depreciation and amortization increased by \$0.8 million to \$108.2 million, as compared to \$107.4 million for the year ended December 31, 2011. The increase was primarily due to (a) an increase in depreciation of drybulk vessels by \$0.6 million due to the increase in the number of the owned fleet vessels; (b) a \$3.9 million increase in amortization of favorable and unfavorable leases attributable to accelerated amortization of intangible assets and liabilities as a result of the redelivery of two chartered-in vessels; and (c) an increase of \$4.3 million attributable to the logistics business, mainly due to the additional depreciation generated by (i) the expansion of the barge fleet in the third and fourth quarter of 2011, (ii) the completion of the new silo in the dry port in the second quarter of 2012 and (iii) the acquisition of one pushboat and six tank barges in the third quarter of 2012 that were previously chartered-in. This increase was partially offset by an \$8.0 million decrease due to deconsolidation of Navios Acquisition.

**Provision for Losses on Accounts Receivable:** For the year ended December 31, 2012, provision for losses on accounts receivable increased by \$16.9 million to \$17.1 million, as compared to \$0.2 million for the year ended December 31, 2011. The increase derives mainly from drybulk operations and is a result of provisions for defaulted charterers including the effect of the credit default insurance restructuring. For the years ended December 31, 2012 and 2011, the provision for losses on accounts receivable related to the logistics business was \$0.8 million and \$0.5 million, respectively.

**Interest Expense and Finance Cost, Net:** Interest expense and finance cost, net for the year ended December 31, 2012 decreased by \$1.0 million or 0.9% to \$106.2 million, as compared to \$107.2 million in the same period of 2011. This decrease was due to an \$8.7 million decrease in interest expense and finance cost attributable to Navios Acquisition as a result of its deconsolidation. This decrease was partially offset by (a) a \$4.7 million increase in interest expense and finance cost mainly as a result of (i) the \$88.0 million ship mortgage notes issued in July 2012 and (ii) increased amortization of deferred finance costs; and (b) a \$3.0 million increase in interest expense and finance cost attributable to Navios Logistics following the issuance of the Existing Logistics Senior Notes in April 2011.

Interest income decreased by \$1.4 million to \$2.7 million for the year ended December 31, 2012, as compared to \$4.1 million for the same period of 2011. This decrease was attributable to (a) a \$0.6 million decrease in interest income of drybulk vessel operations; (b) a \$0.4 million decrease in interest income of the logistics business; and (c) a \$0.4 million decrease as a result of the deconsolidation of Navios Acquisition. This decrease was mainly attributable to the decrease in time deposits and to lower rates.

**Loss on Derivatives:** The loss from derivatives was \$0.2 million for both years ended December 31, 2012 and 2011. Navios Holdings records the change in the fair value of derivatives at each balance sheet date. The FFA market has experienced significant volatility in the past few years and, accordingly, recognition of the changes in the fair value of FFAs has, and can, cause significant volatility in earnings. The extent of the impact on earnings is dependent on two factors: market conditions and Navios Holdings' net position in the market. Market conditions were volatile in both periods.

**Gain on Sale of Assets:** The gain on sale of assets for the year ended December 31, 2012 was \$0.3 million which resulted from the sale of the Navios Buena Ventura to Navios Partners on June 15, 2012 for cash consideration of \$67.5 million. During the same period in 2011, a gain of \$38.8 million resulted from the sale of the Navios Luz and the Navios Orbiter to Navios Partners on May 19, 2011 for a total consideration of \$130.0 million, of which \$120.0 million was paid in cash and \$10.0 million was paid in newly issued common units of Navios Partners.

**(Loss)/ Gain on Change in Control:** On March 30, 2011, Navios Holdings completed the Navios Acquisition Share Exchange whereby Navios Holdings exchanged 7,676,000 shares of Navios Acquisition's common stock it held for non-voting Series C preferred stock of Navios Acquisition pursuant to an Exchange Agreement entered into on March 30, 2011 between Navios Acquisition and Navios Holdings. On March 30, 2011, based on the equity method, the Company recorded an investment in Navios Acquisition of \$103.3 million, which represents the fair values of the common stock and Series C preferred stock that were held by Navios Holdings on such date. On March 30, 2011, the Company accounted for a loss on change in control of \$35.3 million, which is equal to the fair value of the Company's investment in Navios Acquisition of \$103.3 million less the Company's portion of Navios Acquisition's net assets on March 30, 2011.

**Loss on Bond Extinguishment:** In December 2006, the Company issued \$300.0 million in senior notes at a fixed rate of 9.5% due on December 15, 2014 (the 2014 Notes). On January 28, 2011, Navios Holdings completed the sale of \$350.0 million of 8.125% Senior Notes due 2019 (the 2019 Notes). The net proceeds from the sale of the 2019 Notes were used to redeem all of the 2014 Notes and pay related transaction fees and expenses and for general corporate purposes. As a result of such transaction, Navios Holdings recorded expenses from bond extinguishment of \$21.2 million.

**Net Other Income and Expense:** Other income increased by \$187.6 million to \$189.2 million for the year ended December 31, 2012, as compared to \$1.6 million for the year ended December 31, 2011. This increase was mainly due to (a) a \$186.3 million of other income of drybulk vessel operations as a result of the credit default insurance restructuring (see Note 25 to the audited consolidated financial statements of Navios Holdings for the year ended December 31, 2012, included elsewhere in this document); and (b) a \$0.9 million increase in other income of Navios Logistics.



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Other expense decreased by \$2.0 million to \$11.0 million for the year ended December 31, 2012, as compared to \$13.0 million for the year ended December 31, 2011. This decrease was mainly attributable to (a) a \$1.0 million decrease in miscellaneous expenses mainly relating to voyages; and (b) a \$1.0 million decrease in other expenses of Navios Logistics mainly due to (i) lower taxes other-than-income taxes and (ii) decreased expenses from foreign exchange differences as a result of favorable fluctuation of the U.S. dollar exchange rate against the local currencies in the countries where Navios Logistics conducts its barge business operations.

**Equity in Net Earnings of Affiliated Companies:** Equity in net earnings of affiliated companies increased by \$13.0 million or 36.8% to \$48.2 million for the year ended December 31, 2012, as compared to \$35.2 million for the same period in 2011. This increase was mainly due to (a) a \$0.6 million increase in the amortization of deferred gain from the sale of vessels to Navios Partners; and (b) a \$12.4 million increase in investment income resulting from: (i) a \$13.3 million net increase in contribution relating to Navios Partners; and (ii) a \$0.9 million negative contribution under the equity method relating to Navios Acquisition.

The Company recognizes the gain from the sale of vessels to Navios Partners immediately in earnings only to the extent of the interest in Navios Partners owned by third parties and defers recognition of the gain to the extent of its own ownership interest in Navios Partners (the deferred gain) (see also Related Party Transactions). Subsequently, the deferred gain is amortized to income over the remaining useful life of the vessel. The recognition of the deferred gain is accelerated in the event that (i) the vessel is subsequently sold or otherwise disposed of by Navios Partners or (ii) the Company's ownership interest in Navios Partners is reduced. Besides, the Company recognizes gains and losses in earnings for the issuance of shares by its affiliates, provided that the issuance of shares qualifies as a sale of shares.

**Income Tax (Expense)/ Benefit:** Income tax increased by \$0.4 million to a \$0.3 million expense for the year ended December 31, 2012, as compared to a \$0.1 million benefit for the year ended December 31, 2011. The main reason was the decrease in income from deferred tax of Navios Logistics.

**Net Income Attributable to the Noncontrolling Interest:** Net income attributable to the noncontrolling interest decreased by \$0.4 million to \$0.1 million for the year ended December 31, 2012, as compared to \$0.5 million for the same period in 2011. This decrease was due to (a) a \$0.6 million decrease income attributable to the noncontrolling interest in Navios Logistics mainly due to the acquisition of the noncontrolling interests of its joint ventures on July 25, 2011. This decrease was partially offset by a \$0.2 million decrease in loss attributable to the noncontrolling interest in Navios Acquisition as a result of the deconsolidation of Navios Acquisition on March 30, 2011.

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The following table presents consolidated revenue and expense information for each of the years ended December 31, 2011 and 2010 and was derived from the audited consolidated revenue and expense accounts of Navios Holdings for each of the years ended December 31, 2011 and 2010.

(In thousands of U.S. dollars)	Year Ended December 31, 2011	Year Ended December 31, 2010
Revenue	\$ 689,355	\$ 679,918
Time charter, voyage and logistics business expenses	(273,312)	(285,742)
Direct vessel expenses	(117,269)	(97,925)
General and administrative expenses	(52,852)	(58,604)
Depreciation and amortization	(107,395)	(101,793)
Provision for losses on accounts receivable	(239)	(4,660)
Interest income	4,120	3,642
Interest expense and finance cost, net	(107,181)	(106,022)
Gain on derivatives	(165)	4,064
Gain on sale of assets	38,822	55,432
Gain on change in control	(35,325)	17,742
Loss on bond extinguishment	(21,199)	
Other income	1,660	10,349
Other expense	(12,990)	(11,303)
<b>Income before equity in net earnings of affiliated companies</b>	<b>\$ 6,030</b>	<b>\$ 105,098</b>
Equity in net earnings of affiliated companies	35,246	40,585
<b>Income before taxes</b>	<b>\$ 41,276</b>	<b>\$ 145,683</b>
Income tax (expense)/benefit	56	(414)
<b>Net income</b>	<b>\$ 41,332</b>	<b>\$ 145,269</b>
Less: Net loss/(income) attributable to the noncontrolling interest	(506)	488
Preferred stock dividends of subsidiary	(27)	
Preferred stock dividends attributable to the noncontrolling interest	12	
<b>Net income attributable to Navios Holdings common stockholders</b>	<b>\$ 40,811</b>	<b>\$ 145,757</b>

Set forth below are selected historical and statistical data for Navios Holdings (excluding Navios Acquisition and Navios Logistics) for each of the years ended December 31, 2011 and 2010 that the Company believes may be useful in better understanding the Company's financial position and results of operations.

	Year Ended December 31,	
	2011	2010
<b>FLEET DATA</b>		
Available days	16,423	15,918
Operating days	16,201	15,841
Fleet utilization	98.7%	99.5%
Equivalent vessels	45	44
<b>AVERAGE DAILY RESULTS</b>		
Time Charter Equivalents	\$ 23,064	\$ 25,527

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During the year ended December 31, 2011, there were 505 more available days as compared to 2010, due to an increase of 1,534 available days of the owned fleet following the delivery of newbuilding vessels at various times from the first quarter of 2010 until the first quarter of 2011. This increase was partially offset by a decrease of 1,029 days in short-term and long-term chartered-in fleet available days. Navios Holdings can increase or decrease its fleet size by chartering-in vessels for long or short-term periods (less than one year).

The average TCE rate for the year ended December 31, 2011 was \$23,064 per day, which was \$2,463 per day lower than the rate achieved in 2010. This was due primarily to the decline in the freight market during 2011 as compared to the same period in 2010.

**Revenue:** Revenue from drybulk vessel operations for the year ended December 31, 2011 was \$429.5 million, as compared to \$458.4 million for the year ended December 31, 2010. The decrease in drybulk revenue was mainly attributable to: (i) a decrease in short-term charter-in and long-term chartered-in fleet available days by 275 days and 754 days, respectively, and (ii) a decrease in TCE per day by 9.7% to \$23,064 per day during the year ended December 31, 2011, as compared to \$25,527 per day during the year ended December 31, 2010. This decrease was partially offset by an increase in available days for owned vessels by 17.7% to 10,214 days during the year ended December 31, 2011 from 8,680 days during the year ended December 31, 2010.

Revenue from the logistics business was \$234.7 million for the year ended December 31, 2011, as compared to \$188.0 million for the year ended December 31, 2010. This increase was mainly attributable to: (i) the new vessels, the San San H (formerly known as Jiujiang) and the Stavroula, which commenced operations in October 2010 and March 2011, respectively; (ii) an increase in the volumes of iron ore transported; and (iii) an increase in the price of products sold. This overall increase was partially mitigated by a slight decrease in storage services in the liquid port terminal.

Following the Navios Acquisition Share Exchange, and the deconsolidation of Navios Acquisition on March 30, 2011, there was no revenue from tanker vessel operations from that date onwards. Revenue from tanker vessel operations for the year ended December 31, 2011 was \$25.1 million. Following the delivery of a chemical tanker, the Nave Polaris, on January 27, 2011, Navios Acquisition had 874 available days and a TCE rate of \$29,558. During the year ended December 31, 2010, revenue from tanker vessel operations was \$33.5 million. Following the VLCC Acquisition and the acquisitions of the Colin Jacob in June 2010, the Ariadne Jacob in July 2010 and the Nave Cosmos in October 2010, Navios Acquisition had 1,104 available days at a TCE of \$30,087 for the year ended December 31, 2010.

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**Time Charter, Voyage and Logistics Business Expenses:** Time charter, voyage and logistics business expenses decreased by \$12.4 million or 4.3% to \$273.3 million for the year ended December 31, 2011, as compared to \$285.7 million for the year ended December 31, 2010.

The time charter and voyage expenses from drybulk operations decreased by \$38.4 million or 18.9% to \$164.5 million for the year ended December 31, 2011, as compared to \$202.9 million for the year ended December 31, 2010. This was primarily due to a decrease in the short-term and long-term chartered-in fleet activity (as discussed above).

Of the total amounts for the years ended December 31, 2011 and 2010, \$108.4 million and \$82.4 million, respectively, were related to Navios Logistics. The increase in Navios Logistics was mainly due to (a) an increase in volume of iron ore transported; (b) an increase in the operating costs of the Navios Logistics port facilities in Uruguay and Paraguay; and (c) an increase in the price of products purchased.

Time charter and voyage expenses from tanker vessel operations for both the years ended December 31, 2011 and 2010 were \$0.4 million.

**Direct Vessel Expenses:** Direct vessel expenses increased by \$19.4 million or 19.8% to \$117.3 million for the year ended December 31, 2011, as compared to \$97.9 million for the year ended December 31, 2010. Direct vessel expenses include crew costs, provisions, deck and engine stores, lubricating oils, insurance premiums and costs for maintenance and repairs.

The direct vessel expenses from drybulk operations increased by \$8.2 million or 21.9% to \$45.6 million for the year ended December 31, 2011, as compared to \$37.4 million for the year ended December 31, 2010. The increase resulted primarily from an increase in available days for owned vessels by 17.7% to 10,214 days during the year ended December 31, 2011 from 8,680 days during the year ended December 31, 2010.

Of the total amounts for the years ended December 31, 2011 and 2010, \$64.1 million and \$50.8 million, respectively, related to Navios Logistics. The increase in Navios Logistics was mainly due to (a) additional operating expenses generated by the new vessels, the Stavroula and the San San H (formerly known as the Jiujiang), which commenced operations in October 2010 and March 2011, respectively; and (b) an increase in crew costs and repairs and maintenance costs related to the barge business.

Direct vessel expenses from tanker vessel operations was \$7.6 million for the year ended December 31, 2011, as compared to \$9.7 million for the year ended December 31, 2010. This decrease was mainly due to the decrease in available days for owned vessels by 230 days to 874 days during the year ended December 31, 2011 from 1,104 days for the year ended December 31, 2010, which was the result of the deconsolidation of Navios Acquisition on March 30, 2011.

**General and Administrative Expenses:** General and administrative expenses of Navios Holdings are composed of the following:

(in thousands of U.S. dollars)	Year Ended December 31, 2011	Year Ended December 31, 2010
Payroll and related costs <sup>(1)</sup>	\$ 22,906	\$ 17,826
Professional, legal and audit fees <sup>(1)</sup>	5,958	5,679
Navios Logistics <sup>(2)</sup>	13,662	12,210
Navios Acquisition	1,026	9,461
Other <sup>(1)</sup>	513	2,664
<b>Sub-total</b>	<b>44,065</b>	<b>47,840</b>
Credit risk insurance <sup>(1)</sup>	8,787	10,764
<b>General and administrative expenses</b>	<b>\$ 52,852</b>	<b>\$ 58,604</b>

(1) Excludes the logistics and tanker vessel businesses.

(2) Excludes \$0.4 million administrative management services provided by Navios Holdings as per the administrative agreement with Navios Logistics.

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The decrease in general and administrative expenses by \$5.7 million or 9.7% to \$52.9 million for the year ended December 31, 2011, as compared to \$58.6 million for the year ended December 31, 2010, was mainly attributable to (a) a \$8.4 million decrease in general and administrative expenses due to deconsolidation of Navios Acquisition; (b) a \$2.2 million decrease in other general and administrative expenses; and (c) a \$2.0 million decrease in credit risk insurance fees. The overall decrease was partially offset by (a) a \$5.1 million increase in payroll and other related costs consisting of a \$3.3 million increase in payroll costs and a \$1.8 million increase in stock plan expenses; (b) a \$0.3 million increase in professional, legal and audit fees; and (c) a \$1.5 million increase in general and administrative expenses attributable to the logistics business mainly due to an increase in salaries as a result of the increased number of employees, increased wages and the impact of foreign exchange rates.

**Depreciation and Amortization:** For the year ended December 31, 2011, depreciation and amortization increased by \$5.6 million or 5.5% to \$107.4 million, as compared to \$101.8 million for the year ended December 31, 2010. The increase was primarily due to (a) an increase in depreciation of drybulk vessels by \$8.6 million due to the increase in the number of the owned fleet vessels; and (b) an increase of \$0.5 million attributable to the logistics business, mainly due to the additional depreciation of the cabotage business generated by the new vessels, the Stavroula and the San San H, which were delivered in July and June 2010, respectively. This increase was partially offset by (a) a \$1.9 million decrease due to deconsolidation of Navios Acquisition; and (b) a decrease of \$1.6 million in amortization of favorable and unfavorable leases.

**Provision for Losses on Accounts Receivable:** For the year ended December 31, 2011, Navios Holdings provided \$0.2 million for losses relating to receivables from FFA trading counterparties and receivables from vessel operations in comparison to a \$4.7 million provision that the Company recorded during 2010. For the year ended December 31, 2011 and 2010, the provision for losses on accounts receivable related to logistics business was \$0.5 million and \$0.7 million, respectively.

**Interest Expense and Finance Cost, Net:** Interest expense and finance cost, for the year ended December 31, 2011 increased by \$1.2 million or 1.1% to \$107.2 million, as compared to \$106.0 million in the same period of 2010. This increase was due to a \$12.5 million increase in interest expense and finance cost attributable to Navios Logistics, following the issuance of \$200.0 million of the Existing Logistics Senior Notes in April 2011. This increase was partially offset by (a) a \$7.0 million decrease in interest expense and finance cost attributable to Navios Acquisition as a result of its deconsolidation; and (b) a \$4.3 million decrease in interest expense and finance cost of Navios Holdings mainly as a result of a decrease in amortization of financing costs.

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Interest income increased by \$0.5 million to \$4.1 million for the year ended December 31, 2011, as compared to \$3.6 million for the same period of 2010. This increase was mainly attributable to the increase in time deposits of the logistics business.

**(Loss)/ Gain on Derivatives:** The loss from derivatives for the year ended December 31, 2011 was \$0.2 million, all of which resulted from FFA derivatives trading. The gain from derivatives for the year ended December 31, 2010 was \$4.1 million, which resulted from (a) a \$1.8 million loss from FFA derivatives trading; and (b) a \$5.9 million gain from the Navios Acquisition warrants. During 2010, prior to the consolidation of Navios Acquisition, Navios Holdings valued the Navios Acquisition warrants at fair value and changes in fair value were recorded in (Loss)/ gain on derivatives. All warrants were exercised during 2010, pursuant to the Navios Acquisition Warrant Program.

The FFA market has experienced significant volatility in the past few years and, accordingly, recognition of the changes in the fair value of FFAs has, and can, cause significant volatility in earnings. The extent of the impact on earnings is dependent on two factors: market conditions and Navios Holdings' net position in the market. Market conditions were volatile in both periods. As an indicator of volatility, selected Baltic Exchange Panamax time charter average rates are shown below.

	<b>Baltic Exchange's Panamax Time Charter Average Index</b>
December 24, 2010	\$ 14,711 <sup>(a)</sup>
May 20, 2010	\$ 37,099 <sup>(b)</sup>
December 31, 2010	\$ 14,711 <sup>(*)</sup>
February 2, 2011	\$ 10,372 <sup>(c)</sup>
March 11, 2011	\$ 17,115 <sup>(d)</sup>
December 31, 2011	\$ 13,139 <sup>(*)</sup>

(a) Low for fiscal year 2010

(b) High for fiscal year 2010

(c) Low for fiscal year 2011

(d) High for fiscal year 2011

(\*) End of year rate

**Gain on Sale of Assets:** The gain on sale of assets for the year ended December 31, 2011 was \$38.8 million, which resulted from the sale of the Navios Luz and the Navios Orbiter to Navios Partners on May 19, 2011 for a total consideration of \$130.0 million, of which \$120.0 million was paid in cash and \$10.0 million was paid in newly issued common units of Navios Partners. The gain on sale of assets for the year ended December 31, 2010 was \$55.4 million which was a result of: (a) a gain of \$23.8 million from the sale of the Navios Hyperion on January 8, 2010 to Navios Partners; (b) a gain of \$0.5 million from the sale of the Navios Aurora II to Navios Partners on March 18, 2010; (c) a gain of \$1.8 million from the sale of the Navios Pollux to Navios Partners on May 21, 2010; and (d) a gain of \$22.1 million and \$7.2 million from the sale of the Navios Fulvia and the Navios Melodia, respectively, to Navios Partners.

**(Loss)/ Gain on Change in Control:** On March 30, 2011, Navios Holdings completed the Navios Acquisition Share Exchange whereby Navios Holdings exchanged 7,676,000 shares of Navios Acquisition's common stock it held for non-voting Series C preferred stock of Navios Acquisition pursuant to an Exchange Agreement entered into on March 30, 2011 between Navios Acquisition and Navios Holdings. On March 30, 2011, based on the equity method, the Company recorded an investment in Navios Acquisition of \$103.3 million, which represents the fair value of the common stock and Series C preferred stock that were held by Navios Holdings on such date. On March 30, 2011, the Company accounted a loss on change in control of \$35.3 million, which is equal to the fair value of the Company's investment in Navios Acquisition of \$103.3 million less the Company's portion of Navios Acquisition's net assets on March 30, 2011.

The gain on change in control for the year ended December 31, 2010 was \$17.7 million in connection with Navios Acquisition. Upon obtaining control of Navios Acquisition, the investment in common shares and the investment in warrants were remeasured to fair value, resulting in a gain of \$17.7 million and noncontrolling interest (the number of shares not controlled by the Company) was recognized at fair value (the public share price as of May 28, 2010 of \$6.56) amounting to \$60.5 million.

**Loss on Bond Extinguishment:** In December 2006, the Company issued \$300.0 million in senior notes at a fixed rate of 9.5% due on December 15, 2014 (the 2014 Notes). On January 28, 2011, Navios Holdings completed the sale of \$350.0 million of 8.125% Senior Notes due

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2019 (the 2019 Notes ). The net proceeds from the sale of the 2019 Notes were used to redeem all of the 2014 Notes and pay related transaction fees and expenses and for general corporate purposes. As a result of such transaction, we recorded expenses from bond extinguishment of \$21.2 million.

**Net Other Income and Expense:** Net other expense increased by \$10.4 million to \$11.3 million for the year ended December 31, 2011, as compared to \$0.9 million for the year ended December 31, 2010. This increase was mainly due to (a) a \$1.0 million increase in other expenses, net of Navios Logistics mainly due to higher taxes other-than-income taxes and exchange rate differences; (b) a \$0.4 million decrease in other income, net of Navios Acquisition; (c) a \$5.1 million decrease in miscellaneous income relating to voyages; (d) a \$0.8 million increase in other expenses; (e) a \$3.8 million decrease as a result of a \$3.8 million gain recognized from the purchase of the 2% convertible senior promissory note for an aggregate price of \$29.1 million on November 3, 2010; and (f) a \$0.9 million decrease in interest income from investments in finance leases. This increase was partially offset by a \$1.6 million decrease in miscellaneous voyage expenses.

**Equity in Net Earnings of Affiliated Companies:** Equity in net earnings of affiliated companies decreased by \$5.4 million or 13.3% to \$35.2 million for the year ended December 31, 2011, as compared to \$40.6 million for the same period in 2010. This decrease was mainly due to a \$6.7 million decrease in the amortization of deferred gain mitigated by a \$1.3 million increase in investment income resulting from (i) a \$1.6 million net increase in contribution relating to Navios Partners; (ii) a \$0.1 million negative contribution under the equity method relating to Navios Acquisition; and (iii) a \$0.2 million decrease in contribution relating to Acropolis.

The Company recognizes the gain from the sale of vessels to Navios Partners immediately in earnings only to the extent of the interest in Navios Partners owned by third parties and defers recognition of the gain to the extent of its own ownership interest in Navios Partners (the deferred gain ) (see also Related Party Transactions ). Subsequently, the deferred gain is amortized to income over the remaining useful life of the vessel. The recognition of the deferred gain is accelerated in the event that (i) the vessel is subsequently sold or otherwise disposed of by Navios Partners or (ii) the Company's ownership interest in Navios Partners is reduced.

**Income Tax Benefit/ (Expense):** Income tax decreased by \$0.5 million to a \$0.1 million benefit for the year ended December 31, 2011, as compared to a \$0.4 million expense for the year ended December 31, 2010. The main reason was the decrease in the net income before taxes of Navios Logistics for the year ended December 31, 2011, as compared to 2010.

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**Net Loss/(Income) Attributable to the Noncontrolling Interest:** Net income attributable to the noncontrolling interest increased by \$1.0 million to \$0.5 million of income for the year ended December 31, 2011, as compared to a loss of \$0.5 million for the same period in 2010. This increase was due to a \$4.2 million decrease in loss attributable to the noncontrolling interest in Navios Acquisition as a result of the deconsolidation of Navios Acquisition on March 30, 2011. This increase was partially offset by a decrease of \$3.2 million in income attributable to the noncontrolling interest in Navios Logistics mainly due to the acquisition of the noncontrolling interests of its joint ventures on July 25, 2011 and the fact that Navios Logistics' net income for the year ended December 31, 2011 decreased compared to the corresponding period in 2010.

**Non-Guarantor Subsidiaries**

Our non-guarantor subsidiaries accounted for approximately \$252.1 million, or 40.9%, of our total revenue, \$3.9 million, or 2.2%, of our total net income and approximately \$53.7 million, or 13.4%, of Adjusted EBITDA, in each case for the year ended December 31, 2012. Our non-guarantor subsidiaries accounted for approximately \$280.6 million, or 40.7%, of our total revenue, \$11.0 million, or 26.9%, of our total net income and approximately \$71.7 million, or 27.5%, of Adjusted EBITDA, in each case, for the year ended December 31, 2011. Our non-guarantor subsidiaries accounted for approximately \$249.2 million, or 36.7%, of our total revenue, \$9.5 million, or 6.5%, of our total net income and approximately \$70.3 million, or 19.7%, of Adjusted EBITDA, in each case for the year ended December 31, 2010.

**B. Liquidity and Capital Resources**

Navios Holdings has historically financed its capital requirements with cash flows from operations, equity contributions from stockholders and credit facilities. Main uses of funds have been capital expenditures for the acquisition of new vessels, new construction and upgrades at the port terminals, expenditures incurred in connection with ensuring that the owned vessels comply with international and regulatory standards, repayments of credit facilities and payments of dividends. Navios Holdings anticipates that cash on hand, internally generated cash flows and borrowings under the existing credit facilities will be sufficient to fund the operations of the fleet and the logistics business, including working capital requirements. However, see Item 4.B Business Overview Exercise of Vessel Purchase Options, Working Capital Position and Long-Term Debt Obligations and Credit Arrangements for further discussion of Navios Holdings' working capital position.

In November 2008, the Board of Directors approved a share repurchase program for up to \$25.0 million of Navios Holdings' common stock. Share repurchases are made pursuant to a program adopted under Rule 10b5-1 under the Securities Exchange Act of 1934, as amended. The program does not require any minimum purchase or any specific number or amount of shares and may be suspended or reinstated at any time in Navios Holdings' discretion and without notice. Repurchases are subject to restrictions under the terms of the Company's credit facilities and indenture. In October 2011, Navios Holdings repurchased 73,651 shares for a total cost of \$0.2 million. There were no shares repurchased during the year ended December 31, 2012 and 2010. Since the initiation of the program, 981,131 shares have been repurchased for a total consideration of \$2.0 million.

The following table presents cash flow information for each of the years ended December 31, 2012, 2011 and 2010.

	Year Ended December 31, 2012	Year Ended December 31, 2011	Year Ended December 31, 2010
<i>(in thousands of U.S. dollars)</i>			
Net cash provided by operating activities	\$ 233,846	\$ 106,643	\$ 188,641
Net cash provided by/(used in) investing activities	7,251	(175,264)	(135,920)
Net cash (used in)/provided by financing activities	(154,325)	32,307	(19,244)
<b>Increase/(decrease) in cash and cash equivalents</b>	<b>86,772</b>	<b>(36,314)</b>	<b>33,477</b>
Cash and cash equivalents, beginning of year	171,096	207,410	173,933
<b>Cash and cash equivalents, end of year</b>	<b>\$ 257,868</b>	<b>\$ 171,096</b>	<b>\$ 207,410</b>

**Cash provided by operating activities for the year ended December 31, 2012 as compared to the cash provided by operating activities for the year ended December 31, 2011:**



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Net cash from operating activities increased by \$127.2 million to \$233.8 million for the year ended December 31, 2012, as compared to \$106.6 million for the year ended December 31, 2011. In determining net cash from operating activities, net income is adjusted for the gain on sale of assets and effects of certain non-cash items including depreciation and amortization, deferred taxes and unrealized gains and losses on derivatives which may be analyzed in detail as follows:

<b>(in thousands of U.S. dollars)</b>	<b>Year Ended December 31, 2012</b>	<b>Year Ended December 31, 2011</b>
Net income	\$ 175,562	\$ 41,332
<b>Adjustments to reconcile net income to net cash provided by operating activities:</b>		
Depreciation and amortization	108,206	107,395
Amortization and write-off of deferred financing costs	6,309	5,580
Amortization of deferred drydock and special survey costs	7,289	5,364
Provision for losses on accounts receivable	17,136	239
Unrealized loss/(gain) on FFA derivatives	124	(289)
Share based compensation and consultancy fees	4,712	4,252
Gain on sale of assets	(323)	(38,822)
Loss on bond extinguishment		5,573
Loss on change in control		35,325
Income tax expense/(benefit)	312	(56)
Equity in affiliates, net of dividends received	(2,317)	6,909
<b>Net income adjusted for non-cash items</b>	<b>\$ 317,010</b>	<b>\$ 172,802</b>

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Restricted cash increased by \$18.3 million from \$6.4 million at December 31, 2011 to \$24.7 million at December 31, 2012. The primary reason for this increase was: (a) an \$11.7 million increase of cash reserves in the pledged account with the agent bank under one loan facility as additional security; and (b) a \$6.8 million increase in cash reserves deposited in retention accounts for repayment of debt principal and interest. This increase was partially offset by a \$0.3 million decrease in the margin account for FFAs.

Accounts receivable, net, decreased by \$15.7 million from \$101.4 million at December 31, 2011 to \$85.7 million at December 31, 2012. The decrease was primarily due to: (a) a decrease of \$14.7 million in accounts receivable from charterers and receivables reserves; and (b) a \$2.9 million decrease in accounts receivable of Navios Logistics. This increase was partially offset by a \$1.9 million increase in other receivables.

Amounts due from affiliate companies, including current and non-current portion, increased by \$59.1 million from \$49.4 million for the year ended December 31, 2011 to \$108.5 million for the year ended December 31, 2012. The increase was due to: (a) a \$41.5 million increase in management and administrative fees, other expenses and reimbursement for drydocking costs receivable from Navios Acquisition, and (b) a \$17.6 million increase in management and administrative fees and other expenses receivable from Navios Partners.

Inventories increased by \$9.9 million from \$21.7 million at December 31, 2011 to \$31.6 million at December 31, 2012. The increase was primarily due to: (a) an \$8.1 million increase in inventories of Navios Logistics mainly attributable to an increase in petroleum products inventories in the liquid port; and (b) a \$1.8 million increase in inventories on board of our drybulk vessels.

Prepaid expenses and other current assets decreased by \$1.1 million from \$21.0 million at December 31, 2011 to \$19.9 million at December 31, 2012. The main reason for the decrease was: (a) a \$4.1 million decrease in accounts receivable claims; and (b) a \$0.7 million decrease in prepaid expenses. This decrease was partially offset by: (a) a \$1.7 million increase in other current assets and prepaid taxes; and (b) a \$2.0 million increase in prepaid expenses and other current assets of Navios Logistics mainly due to decrease in accounts receivable claims and other current assets.

Other long term assets decreased by \$9.4 million from \$18.9 million at December 31, 2011 to \$9.5 million at December 31, 2012. The main reason for the decrease was: (a) a \$0.9 million decrease in long-term receivables from charterers; (b) a \$7.0 million decrease in long-term accrued income; and (c) a \$1.5 million decrease in other long-term assets of Navios Logistics.

Accounts payable increased by \$11.8 million from \$52.1 million at December 31, 2011 to \$63.9 million at December 31, 2012. The primary reasons for the increase were: (a) a \$15.2 million increase in accounts payable of Navios Logistics mainly attributable to: (i) a \$11.5 million increase in accounts trade payable as a result of the increase in operations following the expansion of the barge fleet and the increase of activities in Navios Logistics dry port terminal, and (ii) a \$3.7 million increase due to the current portion of consideration payable for the acquisition of the chartered-in fleet; (b) \$2.4 million increase in accounts payable to bunkers and lubricants suppliers; (c) a \$2.0 million increase in accounts payable to insurers; and (d) a \$3.7 million increase in accounts payable relating to utilities and other service providers, repairers and legal, audit and consulting services. This increase was partially offset by a decrease of: (a) a \$7.7 million decrease in accounts payable to head owners; (b) a \$1.9 million decrease in accounts payable to suppliers; and (c) a \$1.9 million decrease in accounts payable relating to brokers and other accounts payable.

Accrued expenses increased by \$11.8 million to \$75.7 million at December 31, 2012 from \$63.9 million at December 31, 2011. The primary reasons for the increase were: (a) an increase of \$1.3 million in accrued expenses of Navios Logistics mainly due to the increase in payroll and taxes; (b) a \$0.7 million increase in accrued expenses relating to payroll; (c) a \$7.2 million increase in accrued expenses relating to direct vessel expenses and voyage expenses; (d) an increase of \$3.3 million in accrued estimated losses on uncompleted voyages; and (e) a \$1.6 million increase in other accrued expenses. This increase was partially offset by a \$2.3 million decrease in accrued interest and professional fees.

Deferred income and cash received in advance decreased by \$13.3 million to \$15.3 million at December 31, 2012 from \$28.6 million at December 31, 2011. Deferred income primarily reflects freight and charter-out amounts collected on voyages that have not been completed and the current portion of the deferred gain from the sale of various vessels to Navios Partners to be amortized over the next year amounting to \$10.1 million. The primary reasons for the decrease of the deferred income and cash received in advance were: (a) a \$0.9 million decrease in gain from the sale of assets; (b) a \$10.9 million decrease in deferred freight; and (c) a \$1.5 million decrease in deferred income of Navios Logistics.

Other long term liabilities and deferred income decreased by \$8.6 million to \$29.6 million at December 31, 2012 from \$38.2 million at December 31, 2011. The primary reasons for the decrease were: (a) an \$11.7 million decrease in the non-current portion of deferred gain from the sale of vessels to Navios Partners; and (b) a \$4.3 million decrease in other long term payables. This decrease was partially offset by a \$7.4 million increase in other long-term liabilities of Navios Logistics mainly due to the non-current portion of consideration payable for the acquisition of the chartered-in fleet.

**Cash provided by investing activities for the year ended December 31, 2012 as compared to cash used in investing activities for the year ended December 31, 2011:**

Cash provided by investing activities was \$7.2 million for the year ended December 31, 2012, as compared to cash used in investing activities of \$175.3 million for the same period of 2011.

Cash provided by investing activities for the year ended December 31, 2012 was the result of: (a) \$67.5 million of proceeds from the sale of the Navios Buena Ventura to Navios Partners on June 15, 2012; and (b) \$10.0 million of loan repayments received from Navios Acquisition. The above was partially offset by: (a) \$5.0 million due to additional drawdowns during 2011 from Navios Acquisition under its loan facility with the Company and \$6.1 million of expenses paid by the Company for Navios Acquisition vessels under construction; (b) \$1.5 million in payments relating to the acquisition of General Partner units following offerings by Navios Partners; (c) \$26.1 million paid for the acquisition of the vessel Navios Serenity and \$12.3 million paid for the delivery of the Navios Centaurus and Navios Avior in the first and second quarter of 2012, respectively; and (d) \$1.7 million paid for the purchase of other fixed assets by the Company and \$17.6 million relating to amounts paid by Navios Logistics for (i) the construction of a new silo in Nueva Palmira, Uruguay; (ii) the construction of a new conveyor belt in the dry port in Uruguay; (iii) the construction of four tank barges; (iv) the construction of additional tanks in the liquid port; (v) the acquisition of one pushboat and six tank barges in 2012 that were previously chartered-in by Navios Logistics; and (vi) improvements in the pushboat fleet.

Cash used in investing activities for the year ended December 31, 2011 was the result of: (a) a \$72.4 million decrease due to the Navios Acquisition deconsolidation; (b) \$3.0 million of deposits for acquisitions of tanker vessels under construction; (c) \$33.6 million due to additional drawdowns during 2011 from Navios Acquisition under its loan facility with the Company; (d) \$63.8 million of deposits for the acquisition of two newbuilding bulk carriers scheduled to be delivered during the first the second quarter of 2012; (e) \$51.6 million paid for the acquisition of the vessels Navios Azimuth, Navios Altamira and Navios Astra, and \$4.5 million paid for the delivery of the Nave Polaris on January 27, 2011; (f) \$2.1 million in payments relating to the acquisition of General Partner units following offerings by Navios Partners; and (g) the purchase of other fixed assets of \$71.1 million mainly relating to Navios Logistics for (i) the construction of the new drying and conditioning facility and a new silo in the dry port in Uruguay; (ii) the acquisition and transportation of three pushboats, 66 barges and a floating dry dock; (iii) the construction of a new silo in the dry port in Uruguay and (iv) fixed asset improvements and the purchase of other fixed assets. The above was partially offset by (a) \$120.0 million of proceeds from the sale of the Navios Luz and the Navios Orbiter to Navios Partners on May 19, 2011; (b) a \$0.8 million decrease in restricted cash, and (c) \$6.0 million of loan repayments received from Navios Acquisition.

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Cash used in financing activities was \$154.3 million for the year ended December 31, 2012, as compared to cash provided by financing activities of \$32.3 million for the same period of 2011.

Cash used in financing activities for the year ended December 31, 2012 was the result of: (a) \$236.2 million of debt repayments made in connection with Navios Holdings' outstanding indebtedness (including Navios Logistics); (b) \$1.5 million relating to payments for capital lease obligations; (c) a \$19.6 million increase in restricted cash related to loan repayments; and (d) \$32.4 million of dividends paid to the Company's shareholders. This was partially offset by: (a) \$52.2 million of gross loan proceeds in connection with (i) \$40.9 million of gross loan proceeds for financing the acquisition of the Navios Serenity and refinancing the debt of the Navios Astra; and (ii) \$11.3 million of loan proceeds for financing the construction of the Navios Centaurus, less \$1.9 million of debt issuance costs; (b) \$85.0 million of net proceeds from the sale of Ship Mortgage Notes issued on July 2012; and (c) \$0.1 million of proceeds from the exercise of options to purchase common stock.

Cash provided by financing activities for the year ended December 31, 2011 was the result of: (a) \$83.5 million of loan proceeds (net of related finance fees of \$2.8 million) in connection with (i) \$80.5 million of Navios Holdings' loan proceeds for financing the acquisition of the Navios Azimuth, the Navios Altamira, the Navios Astra, the Navios Avior and the Navios Centaurus (net of relating finance fees of \$2.4 million); and (ii) \$3.0 million of Navios Acquisition's loan proceeds (net of relating finance fees of \$0.4 million); (b) \$0.4 million of proceeds from the exercise of options to purchase common stock; (c) \$341.0 million of net proceeds from the sale of the 2019 Notes; and (d) \$193.2 million of net proceeds from the sale of the Existing Logistics Senior Notes. This was partially offset by: (a) the repayment of \$300.0 million of the 2014 Notes with the proceeds of the sale of the 2019 Notes; (b) \$248.5 million of installment payments made in connection with Navios Holdings' outstanding indebtedness (including Navios Acquisition and Navios Logistics); (c) \$1.0 million relating to payments for capital lease obligations; (d) \$27.2 million of dividends paid to the Company's shareholders; (e) \$8.6 million paid by Navios Logistics for the acquisition of the noncontrolling interests in its joint ventures Thalassa Energy S.A., HS Tankers Inc., HS Navigation Inc., HS Shipping Ltd Inc. and HS South Shipping Inc.; (f) a \$0.3 million increase in restricted cash relating to loan repayments; and (g) \$0.2 million paid for the repurchase of 73,651 shares of the Company's common stock pursuant to the share repurchase program approved in November 2008.

**Cash provided by operating activities for the year ended December 31, 2011 as compared to the cash provided by operating activities for the year ended December 31, 2010:**

Net cash from operating activities decreased by \$82.0 million to \$106.6 million for the year ended December 31, 2011, as compared to \$188.6 million for the year ended December 31, 2010. In determining net cash from operating activities, net income is adjusted for the gain on sale of assets and effects of certain non-cash items including depreciation and amortization, deferred taxes and unrealized gains and losses on derivatives which may be analyzed in detail as follows:

<b>(in thousands of U.S. dollars)</b>	<b>Year Ended December 31, 2011</b>	<b>Year Ended December 31, 2010</b>
Net income	\$ 41,332	\$ 145,269
<b>Adjustments to reconcile net income to net cash provided by operating activities:</b>		
Depreciation and amortization	107,395	101,793
Amortization and write-off of deferred financing costs	5,580	11,752
Amortization of deferred drydock and special survey costs	5,364	3,306
Provision for losses on accounts receivable	239	4,660
Unrealized (gain)/loss on FFA derivatives	(289)	19,903
Unrealized gain on warrants		(5,888)
Unrealized gain on interest rate swaps		(1,133)
Share based compensation and consultancy fees	4,252	8,095
Gain on sale of assets/partial sale of subsidiary	(38,822)	(55,432)
Gain on repurchase of convertible bond		(3,799)
Loss on bond extinguishment	5,573	
Loss/(gain) on change in control	35,325	(17,742)
Income tax (benefit)/expense	(56)	414
Equity in affiliates, net of dividends received	6,909	307

<b>Net income adjusted for non-cash items</b>	<b>\$ 172,802</b>	<b>\$ 211,505</b>
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Restricted cash, including current and non-current portion, decreased by \$47.2 million from \$53.6 million at December 31, 2010 to \$6.4 million at December 31, 2011. The primary reason for this decrease was: (a) a \$33.8 million decrease as a result of the deconsolidation of Navios Acquisition; (b) a \$0.6 million decrease in restricted cash of Navios Logistics; (c) a \$12.5 million decrease of cash reserves in the pledged account with the agent bank under the loan facility with HSH Nordbank and Commerzbank AG; and (d) a \$0.6 million decrease in other restricted cash accounts. This decrease was partially offset by a \$0.3 million increase in cash reserves relating to loan facilities with Credit Agricole Corporate and Investment Bank ( Credit Agricole ).

Accounts receivable, net, increased by \$31.0 million from \$70.4 million at December 31, 2010 to \$101.4 million at December 31, 2011. The increase was primarily due to: (a) a \$14.9 million increase in accounts receivable of Navios Logistics mainly due to the increase in operations as a result of the new fleet acquired, the increase in sales of products and the decrease in the allowance for doubtful receivables; and (b) an increase of \$26.9 million in accounts receivable from charterers and receivables reserves. This increase was partially offset by: (a) a \$2.9 million decrease in the receivable amount from FFA trading partners; (b) a \$3.4 million decrease in other receivables; and (c) a \$4.5 million decrease as a result of the Navios Acquisition deconsolidation.

Amounts due from affiliate companies increased by \$46.8 million from \$2.6 million for the year ended December 31, 2010 to \$49.4 million for the year ended December 31, 2011. The increase was due to: (a) a \$45.5 million increase in management and administrative fees, other expenses and reimbursement for drydocking costs receivable from Navios Acquisition and Navios Partners, and (b) a \$1.3 million increase in dividends receivable from Navios Acquisition.

Inventories increased by \$2.3 million from \$19.4 million at December 31, 2010 to \$21.7 million at December 31, 2011. The increase was primarily due to a \$3.4 million increase in inventories on board of our drybulk vessels. This increase was partially offset by a \$1.1 million decrease in inventories of Navios Logistics mainly due to a decrease in petroleum products inventories in the liquid port mitigated by increase in inventories on board of vessels.

The net fair value of open FFA trades, as included in the balance sheet at December 31, 2011, amounted to an asset of \$1.3 million whereas the net fair value of open FFA trades, as included in the balance sheet at December 31, 2010, amounted to an asset of \$1.5 million and a liability of \$0.2 million, reflecting the marked-to-market values at the end of the respective years.

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The net fair value for derivative accounts decreased during the year ended December 31, 2011 by \$0.1 million due to \$0.4 million of payments relating to FFA trades, partially offset by a \$0.3 million gain in the unrealized component of NOS ASA and LCH portfolios, directly affecting the cash flow statement.

Prepaid expenses and other current assets increased by \$5.7 million from \$15.3 million at December 31, 2010 to \$21.0 million at December 31, 2011. The main reason for the increase was: (a) a \$4.4 million increase in accounts receivable claims; (b) a \$1.6 million increase in other assets; and (c) a \$1.0 million increase in prepaid expenses and other current assets of Navios Logistics. This increase was partially offset by: (a) a \$0.9 million decrease in prepaid expenses; and (b) a \$0.4 million decrease in prepaid expenses and other current assets of Navios Acquisition as a result of its deconsolidation.

Other long term assets increased by \$8.5 million from \$10.4 million at December 31, 2010 to \$18.9 million at December 31, 2011. The main reason for the increase was: (a) a \$6.7 million increase in long-term receivables from charterers; and (b) a \$3.8 million increase in long-term prepaid hires for chartered-in vessels. This increase was partially offset by a \$2.0 million decrease in other long-term assets of Navios Logistics.

Accounts payable increased by \$2.6 million from \$49.5 million at December 31, 2010 to \$52.1 million at December 31, 2011. The primary reasons for the increase were: (a) a \$0.6 million increase in accounts payable of Navios Logistics mainly attributable to the increase in operations; (b) a \$3.0 million increase in accounts payable to head owners; (c) a \$1.4 million increase in accounts payable to suppliers and repairers; (d) a \$1.0 million increase in accounts payable to insurers; (e) a \$0.2 million increase in legal, audit and consulting payables; and (f) a \$2.2 million increase in other accounts payable. This increase was partially offset by a decrease of (a) \$1.8 million decrease in accounts payable to bunkers and lubricants suppliers; (b) \$0.6 million decrease in accounts payable to FFA trading counterparties; and (c) \$3.4 million decrease as a result of the Navios Acquisition deconsolidation.

Accrued expenses increased by \$1.5 million to \$63.9 million at December 31, 2011 from \$62.4 million at December 31, 2010. The primary reasons for the increase were: (a) an increase of \$6.1 million in accrued expenses of Navios Logistics mainly due to the increase in interest, payroll and taxes; (b) an increase of \$9.9 million in accrued interest; (c) an increase of \$1.6 million in accrued estimated losses on uncompleted voyages; and (d) a \$0.3 million increase in accrued expenses relating to audit fees and related services. This increase was partially offset by: (a) a \$9.2 million decrease in accrued expenses of Navios Acquisition as a result of its deconsolidation; (b) a \$1.5 million decrease in accrued expenses relating to payroll; (c) a \$1.9 million decrease in accrued expenses relating to direct vessel expenses and voyage expenses; (d) a \$0.5 million decrease in accrued expenses relating to professional fees; and (e) a \$3.3 million decrease in other accrued expenses.

Deferred income and cash received in advance increased by \$10.9 million to \$28.6 million at December 31, 2011 from \$17.7 million at December 31, 2010. Deferred income primarily reflects freight and charter-out amounts collected on voyages that have not been completed and the current portion of the deferred gain from the sale of the Navios Aurora, the Navios Sagittarius, the Navios Hyperion, the Navios Melodia, the Navios Fulvia, the Navios Orbiter and the Navios Luz to Navios Partners to be amortized over the next year amounting to \$10.9 million. The primary reasons for the increase of the deferred income and cash received in advance were: (a) a \$2.6 million increase in gain from the sale of assets; (b) a \$6.5 increase in deferred freight; and (c) a \$4.5 million increase in deferred income of Navios Logistics. This increase was partially offset by \$2.7 million decrease as a result of the deconsolidation of Navios Acquisition.

Other long term liabilities and deferred income increased by \$2.2 million to \$38.2 million at December 31, 2011 from \$36.0 million at December 31, 2010. The primary reasons for the increase were (a) a \$3.3 million increase in other long term payables; and (b) a \$1.1 million increase in the non-current portion of deferred income. This increase was partially offset by: (a) a \$2.0 million decrease in other long-term liabilities of Navios Logistics; and (b) a \$0.2 million decrease in the non-current portion of deferred gain from the sale of vessels to Navios Partners.

**Cash used in investing activities for the year ended December 31, 2011 as compared to the year ended December 31, 2010:**

Cash used in investing activities increased by \$39.4 million to \$175.3 million for the year ended December 31, 2011, as compared to \$135.9 million for the same period in 2010.

Cash used in investing activities for the year ended December 31, 2011, was the result of: (a) a \$72.4 million decrease due to the Navios Acquisition deconsolidation; (b) \$3.0 million of deposits for acquisitions of tanker vessels under construction; (c) \$33.6 million due to additional drawdowns during 2011 from Navios Acquisition under its loan facility with the Company; (d) \$63.8 million of deposits for the acquisition of two newbuilding bulk carriers scheduled to be delivered during the first the second quarter of 2012; (e) \$51.6 million paid for the acquisition of the vessels Navios Azimuth, Navios Altamira and Navios Astra, and \$4.5 million paid for the delivery of the Nave Polaris on January 27, 2011; (f) \$2.1 million in payments relating to the acquisition of General Partner units following offerings by Navios Partners; and (g) the purchase of other fixed assets amounting to \$71.1 million mainly relating to Navios Logistics for (i) the construction of the new drying and conditioning

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facility and a new silo in the dry port in Uruguay; (ii) the acquisition and transportation of three pushboats, 66 barges and a floating dry dock; (iii) the construction of a new silo in the dry port in Uruguay; and (iv) fixed asset improvements and the purchase of other fixed assets. The above was partially offset by (a) \$120.0 million of proceeds from the sale of the Navios Luz and the Navios Orbiter to Navios Partners on May 19, 2011; (b) a \$0.8 million decrease in restricted cash, and (c) \$6.0 million of loan repayments received from Navios Acquisition.

Cash used in investing activities was \$135.9 million for the year ended December 31, 2010. This was the result of: (a) the deposits for acquisitions of Capesize vessels under construction amounting to \$253.5 million and \$89.7 million for deposits for acquisitions of tanker vessels under construction; (b) \$132.9 million paid for the acquisition of the vessels Navios Antares, Navios Vector, Navios Buena Ventura, Navios Bonheur, Navios Luz and Navios Etoile, and \$89.9 million paid for the acquisition of the vessels Colin Jacob, Ariadne Jacob and Nave Cosmos, including any additional expenses incurred from each vessel's purchase; (c) \$102.0 million paid net of cash assumed for the VLCC Acquisition; (d) the purchase of other fixed assets amounting to \$16.8 million mainly relating to Navios Logistics for (i) the acquisition of two 29 acre parcels of land south of the Nueva Palmira Free Zone; (ii) payments for the construction of the new drying and conditioning facility in Nueva Palmira; and (iii) the purchase of other fixed assets, barges and pushboats; and (e) \$6.2 million in payments relating to the acquisition of General Partner units following offerings by Navios Partners. The above was partially offset by: (a) \$67.7 million decrease in Navios Holdings' restricted cash; (b) proceeds of \$63.0 million, \$90.0 million, \$110.0 million, \$72.1 million, and \$89.9 million from the sale of the Navios Hyperion, the Navios Aurora II, the Navios Pollux, the Navios Melodia and the Navios Fulvia, respectively, to Navios Partners and \$18.3 million from the sale of the Vanessa; (c) net proceeds of \$40.8 million from the transfer of assets and liabilities of Navios Holdings to Navios Acquisition; (d) \$0.2 million received in connection with the finance lease receivable; and (e) net proceeds of \$3.1 million for the purchase by Navios Holdings of 6,337,551 shares of Navios Acquisition's common stock amounting to \$63.2 million less cash assumed on the initial consolidation date of \$66.3 million.

### **Cash provided by financing activities for the year ended December 31, 2011 as compared to cash used in financing activities for the year ended December 31, 2010:**

Cash provided by financing activities was \$32.3 million for the year ended December 31, 2011, as compared to cash used in financing activities of \$19.2 million for the same period of 2010.



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Cash provided by financing activities for the year ended December 31, 2011 was the result of (a) \$83.5 million of loan proceeds (net of relating finance fees \$2.8 million) in connection with (i) \$80.5 million of Navios Holdings' loan proceeds for financing the acquisition of the Navios Azimuth, the Navios Altamira, the Navios Astra, the Navios Avior and the Navios Centaurus (net of relating finance fees of \$2.4 million); and (ii) \$3.0 million of Navios Acquisition's loan proceeds (net of relating finance fees of \$0.4 million); (b) \$0.4 million of proceeds from the exercise of options to purchase common stock; (c) \$341.0 million of net proceeds from the sale of the 2019 Notes; and (d) \$193.2 million of net proceeds from the sale of the Logistics Senior Notes. This was partially offset by: (a) the repayment of \$300.0 million of the 2014 Notes with the proceeds of the sale of the 2019 Notes; (b) \$248.5 million of installment payments made in connection with Navios Holdings' outstanding indebtedness (including Navios Acquisition and Navios Logistics); (c) \$1.0 million relating to payments for capital lease obligations; (d) \$27.2 million of dividends paid to the Company's shareholders; (e) \$8.6 million paid by Navios Logistics for the acquisition of the noncontrolling interests in its joint ventures Thalassa Energy S.A., HS Tankers Inc., HS Navigation Inc., HS Shipping Ltd Inc. and HS South Shipping Inc.; (f) a \$0.3 million increase in restricted cash relating to loan repayments; and (g) \$0.2 million paid for the repurchase of 73,651 shares of the Company's common stock pursuant to the share repurchase program approved in November 2008.

Cash used in financing activities for the year ended December 31, 2010 was the result of: (a) \$27.0 million of dividends paid during the year ended December 31, 2010; (b) \$804.4 million of installments paid in connection with our outstanding indebtedness; (c) a \$2.1 million net outflow relating to the Warrant Program; (d) \$29.1 million paid for the purchase of the 2% convertible bond that took place on November 16, 2010; (e) \$0.5 million of distributions to noncontrolling shareholders relating to the logistics business; (f) \$49.0 million paid for the purchase of 13,132 of certain series of mandatorily convertible preferred stock; and (g) \$1.8 million of fees related to the issuance of preferred shares. The decrease of \$913.9 million in cash provided by financing activities was partially offset by: (a) \$443.2 million of Navios Holdings' loan proceeds (net of relating finance fees of \$23.4 million) in connection with (i) \$178.2 million of loan proceeds related to Navios Acquisition, (ii) \$0.3 million of loan proceeds relating to the logistics business; and (iii) \$288.1 million of loan proceeds relating to all other facilities of Navios Holdings; (b) \$400.0 million of proceeds from Navios Acquisition's 8.625% first priority ship mortgage notes due 2017; (c) a \$17.7 million decrease in restricted cash relating to loan repayments; (d) \$0.4 million proceeds from issuance of common shares; and (e) \$33.4 million net proceeds from the offering 6,500,000 shares of Navios Acquisition that was completed on November 19, 2010.

**Adjusted EBITDA:** EBITDA represents net income plus interest and finance costs plus depreciation and amortization and income taxes. Adjusted EBITDA in this document represents EBITDA before stock based compensation. Navios Holdings believes that Adjusted EBITDA is a basis upon which liquidity can be assessed and represents useful information to investors regarding Navios Holdings' ability to service and/or incur indebtedness, pay capital expenditures, meet working capital requirements and pay dividends. Navios Holdings also believes that Adjusted EBITDA is used (i) by prospective and current lessors as well as potential lenders to evaluate potential transactions; and (ii) to evaluate and price potential acquisition candidates.

Adjusted EBITDA has limitations as an analytical tool, and should not be considered in isolation or as a substitute for the analysis of Navios Holdings' results as reported under U.S. GAAP. Some of these limitations are: (i) Adjusted EBITDA does not reflect changes in, or cash requirements for, working capital needs; and (ii) although depreciation and amortization are non-cash charges, the assets being depreciated and amortized may have to be replaced in the future. Adjusted EBITDA does not reflect any cash requirements for such capital expenditures. Because of these limitations, Adjusted EBITDA should not be considered as a principal indicator of Navios Holdings' performance. Furthermore, our calculation of Adjusted EBITDA may not be comparable to that reported by other companies due to differences in methods of calculation.

For a reconciliation of cash flows from operating activities to Adjusted EBITDA refer to Item 3. Key Information, A. Selected Financial Data.

Adjusted EBITDA for the years ended December 31, 2012 and 2011 was \$399.5 million and \$260.8 million, respectively. The \$138.7 million increase in Adjusted EBITDA was primarily due to: (a) a decrease of \$4.0 million in time charter, voyage and logistic business expenses; (b) a decrease in direct vessel expenses (excluding the amortization of deferred drydock and special survey costs) of \$1.4 million; (c) a decrease in general and administrative expenses of \$2.0 million (excluding share based compensation expenses); (d) a \$35.3 million decrease in losses on change in control; (e) a \$21.2 million decrease in loss on bond extinguishment; (f) a \$187.6 million increase in other income as a result of the credit default insurance restructuring (see Note 25 to the audited consolidated financial statements of Navios Holdings for the year ended December 31, 2012, included elsewhere in this document); (g) a decrease in other expense by \$2.0 million; (h) an increase in equity in net earnings from affiliated companies of \$13.0 million; and (i) a decrease in income attributable to the noncontrolling interest income (including preferred stock dividends and preferred stock dividends attributable to the noncontrolling interest) of \$0.4 million. The overall variance of \$266.9 million was partially offset by: (a) a decrease in revenue of \$72.8 million; (b) an increase in provision for losses on accounts receivable of \$16.9 million; and (c) a \$38.5 million decrease in gain on sale of assets.

Adjusted EBITDA for the years ended December 31, 2011 and 2010 was \$260.8 million and \$356.1 million, respectively. The \$95.3 million decrease in Adjusted EBITDA was primarily due to: (a) an increase in direct vessel expenses (excluding the amortization of deferred drydock and special survey costs) of \$17.3 million; (b) an increase in losses from derivatives of \$4.3 million; (c) an increase in net other expense by \$10.4 million; (d) a decrease in gain on sale of assets by \$16.6 million; (e) a decrease in gain on fair value of investment in Navios

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Acquisition of \$53.0 million; (f) a \$21.2 million increase in losses on bond extinguishment; (g) an increase in noncontrolling interest income (including preferred stock dividends and preferred stock dividends attributable to the noncontrolling interest) of \$1.0 million; and (h) a decrease in equity in net earnings from affiliated companies of \$5.4 million. The overall variance of \$129.2 million was partially offset by: (a) an increase in revenue of \$9.4 million; (b) a decrease of \$12.4 million in time charter, voyage and logistic business expenses; (c) a decrease in general and administrative expenses of \$7.6 million (excluding share based compensation expenses); and (d) a decrease in provision for losses on accounts receivable of \$4.5 million.

### **Long-Term Debt Obligations and Credit Arrangements:**

#### *Navios Holdings loans*

In December 2006, the Company issued \$300.0 million in senior notes at a fixed rate of 9.5% due on December 15, 2014 (the 2014 Notes ). On January 28, 2011, Navios Holdings completed the sale of \$350.0 million of 8.125% Senior Notes due 2019 (the 2019 Notes ). The net proceeds from the sale of the 2019 Notes were used to redeem any and all of Navios Holdings' outstanding 2014 Notes and pay related transaction fees and expenses and for general corporate purposes. The effect of this transaction was the recognition of a \$21.2 million loss in the statement of income under Loss on bond extinguishment , which comprises a \$5.6 million loss relating to the accelerated amortization of unamortized deferred finance costs and a \$15.6 million loss relating to cash payments for transaction fees and expenses in connection with the 2014 Notes extinguishment.

**Senior Notes:** On January 28, 2011, the Company and its wholly-owned subsidiary, Navios Maritime Finance II (US) Inc. (together with the Company, the 2019 Co Issuers ) issued \$350.0 million in senior notes due on February 15, 2019 at a fixed rate of 8.125%. The senior notes are fully and unconditionally guaranteed, jointly and severally and on an unsecured senior basis, by all of the Company's subsidiaries, other than Navios Maritime Finance II (US) Inc., Navios Maritime Finance (US) Inc., Navios Logistics and its subsidiaries and Navios GP L.L.C. The subsidiary guarantees are full and unconditional , as those terms are used in Regulation S-X Rule 3-10, except that the indenture provides for an individual subsidiary's guarantee to be automatically released in certain customary circumstances, such as when a subsidiary is sold or all of the assets of the subsidiary are sold, the capital stock is sold, when the subsidiary is designated as an unrestricted subsidiary for purposes of the indenture, upon liquidation or dissolution of the subsidiary or upon legal or covenant defeasance or satisfaction and discharge of the notes. The 2019 Co-Issuers

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have the option to redeem the notes in whole or in part, at any time (i) before February 15, 2015, at a redemption price equal to 100% of the principal amount, plus a make-whole premium, plus accrued and unpaid interest, if any, and (ii) on or after February 15, 2015, at a fixed price of 104.063% of the principal amount, which price declines ratably until it reaches par in 2017, plus accrued and unpaid interest, if any. At any time before February 15, 2014, the 2019 Co-Issuers may redeem up to 35% of the aggregate principal amount of the notes with the net proceeds of an equity offering at 108.125% of the principal amount of the notes, plus accrued and unpaid interest, if any, so long as at least 65% of the originally issued aggregate principal amount of the notes remains outstanding after such redemption. In addition, upon the occurrence of certain change of control events, the holders of the notes will have the right to require the 2019 Co-Issuers to repurchase some or all of the notes at 101% of their face amount, plus accrued and unpaid interest to the repurchase date.

The senior notes contain covenants which, among other things, limit the incurrence of additional indebtedness, issuance of certain preferred stock, the payment of dividends, redemption or repurchase of capital stock or making restricted payments and investments, creation of certain liens, transfer or sale of assets, entering in transactions with affiliates, merging or consolidating or selling all or substantially all of the 2019 Co-Issuers' properties and assets and creation or designation of restricted subsidiaries. The 2019 Co-Issuers were in compliance with the covenants as of December 31, 2012.

**Ship Mortgage Notes:** In November 2009, the Company and its wholly-owned subsidiary, Navios Maritime Finance (US) Inc. (together, the Mortgage Notes Co Issuers ) issued \$400.0 million of first priority ship mortgage notes due on November 1, 2017 at a fixed rate of 8.875%. In July 2012, the Mortgage Notes Co-Issuers issued an additional \$88.0 million of the ship mortgage notes at par value. The exchange offer of the ship mortgage notes issued in July 2012 was completed on October 4, 2012.

The ship mortgage notes are senior obligations of the Mortgage Notes Co-Issuers and are secured by first priority ship mortgages on 17 vessels owned by certain subsidiary guarantors and other related collateral securities. The ship mortgage notes are fully and unconditionally guaranteed, jointly and severally by all of the Company's direct and indirect subsidiaries that guarantee the 2019 Notes and Navios Maritime Finance II (US) Inc. The guarantees of the Company's subsidiaries that own mortgage vessels are senior secured guarantees and the guarantees of the Company's subsidiaries that do not own mortgage vessels are senior unsecured guarantees. In addition, the Mortgage Notes Co-Issuers have the option to redeem the ship mortgage notes in whole or in part, at any time (1) before November 1, 2013, at a redemption price equal to 100% of the principal amount plus a make whole price which is based on a formula calculated using a discount rate of treasury bonds plus 50 basis points, and (2) on or after November 1, 2013, at a fixed price of 104.438%, which price declines ratably until it reaches par in 2015.

Furthermore, upon occurrence of certain change of control events, the holders of the ship mortgage notes may require the Mortgage Notes Co-Issuers to repurchase some or all of the notes at 101% of their face amount. Pursuant to the terms of a registration rights agreement, as a result of satisfying certain conditions, the Mortgage Notes Co Issuers and the guarantors are not obligated to file a registration statement that would have enabled the holders of ship mortgage notes to exchange the privately placed notes with publicly registered notes with identical terms. The ship mortgage notes contain covenants which, among other things, limit the incurrence of additional indebtedness, issuance of certain preferred stock, the payment of dividends, redemption or repurchase of capital stock or making restricted payments and investments, creation of certain liens, transfer or sale of assets, entering into certain transactions with affiliates, merging or consolidating or selling all or substantially all of the Mortgage Notes Co-Issuers' properties and assets and creation or designation of restricted subsidiaries.

The Mortgage Notes Co-Issuers were in compliance with the covenants as of December 31, 2012.

### **Loan Facilities:**

The majority of the Company's senior secured credit facilities include maintenance covenants, including loan-to-value ratio covenants, based on either charter-adjusted valuations, or charter-free valuations. As of December 31, 2012, the Company and its subsidiaries were in compliance with all of the covenants under each of its credit facilities outlined below.

*HSH/Commerzbank Facility:* In February 2007, Navios Holdings entered into a secured loan facility with HSH Nordbank and Commerzbank AG maturing on October 31, 2014. The facility was initially composed of a \$280.0 million term loan facility and a \$120.0 million reducing revolving facility and it has been amended and repaid as certain vessels have been sold. The loan facility bears interest at a margin ranging from 115 basis points to 175 basis points depending on the specified security value and requires compliance with financial covenants, including a specified security value maintenance compared to total debt percentage and minimum liquidity. It is an event of default under the revolving credit facility if such covenants are not complied with or if Angeliki Frangou, the Company's Chairman and Chief Executive Officer, beneficially owns less than 20% of the issued stock. As of December 31, 2012, the outstanding revolving credit facility is repayable in one quarterly installment of \$0.8 million and seven quarterly installments of \$0.2 million with a final balloon payment of \$2.0 million on the last payment date and the outstanding term loan facility is repayable in one quarterly installment of \$0.5 million and seven quarterly installments of \$1.1 million with a final balloon payment of \$33.2 million on the last payment date. As of December 31, 2012, the full amount under the revolving credit facility had been drawn and the outstanding amount was \$4.4 million. As of December 31, 2012, the outstanding amount under the term loan

facility was \$41.7 million.

*Credit Agricole Facilities:* In December 2007, Navios Holdings entered into a facility agreement with Credit Agricole for an amount of up to \$154.0 million in order to partially finance the construction of two Capesize bulk carriers. In July 2009, following an amendment of the above-mentioned agreement, the amount of the facility has been changed to up to \$130.0 million. The interest rate of the amended facility is based on a margin of 175 basis points. The facility is repayable in one installment of \$5.1 million, followed by three semi-annual installments of \$1.7 million and ten semi-annual installments of \$1.1 million with a final balloon payment of \$8.6 million on the last payment date. The loan facility requires compliance with certain financial covenants and the covenants contained in the 2019 Notes. As of December 31, 2012, the outstanding amount under this facility was \$30.3 million.

In August 2009, Navios Holdings entered into an additional facility agreement with Credit Agricole for an amount of up to \$75.0 million to partially finance the acquisition costs of two Capesize vessels. The loan bears interest at a rate of LIBOR plus 175 basis points. The outstanding amount of the loan as of December 31, 2012 is repayable in 16 semi-annual installments of \$1.4 million with a final payment of \$10.0 million on the last repayment date. The loan facility requires compliance with certain financial covenants and the covenants contained in the 2019 Notes. As of December 31, 2012, the outstanding amount under this facility was \$32.0 million.

In September 2010, Navios Holdings entered into another facility agreement with Credit Agricole for an amount of up to \$40.0 million in order to partially finance the construction of one Capesize bulk carrier. As of December 31, 2012, the outstanding amount under the loan facility was repayable in one installment of \$5.4 million and 16 semi-annual equal installments of \$1.2 million, with a final balloon payment of \$8.0 million on the last payment date. The loan bears interest at a rate of LIBOR plus 275 basis points. The loan facility requires compliance with certain financial covenants and the covenants contained in the 2019 Notes. As of December 31, 2012, the outstanding amount under this facility was \$32.7 million.

In August 2011, Navios Holdings entered into an additional facility agreement with Credit Agricole for an amount of up to \$23.0 million in order to partially finance the construction of one newbuilding bulk carrier. The facility is repayable in 19 semi-annual equal installments of \$0.7 million, with a final balloon payment of \$7.3 million on the last payment date. The loan bears interest at a rate of LIBOR plus 275 basis points. The loan facility requires compliance with certain covenants and with the covenants contained in the 2019 Notes. As of December 31, 2012, the outstanding amount under this facility was \$20.2 million.

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In December 2011, Navios Holdings entered into another facility agreement with Credit Agricole for an amount of up to \$23.0 million in order to partially finance the construction of one newbuilding bulk carrier. As of December 31, 2012, the outstanding amount under the loan facility was repayable in 19 semi-annual equal installments of \$0.7 million after the drawdown date, with a final balloon payment of \$7.5 million on the last payment date. The loan bears interest at a rate of LIBOR plus 325 basis points. The loan facility requires compliance with certain covenants and with the covenants contained in the 2019 Notes. As of December 31, 2012, the outstanding amount under this facility was \$20.8 million.

*DNB Facilities:* In June 2008, Navios Holdings entered into a facility agreement with DNB NOR BANK ASA for an amount of up to \$133.0 million in order to partially finance the construction of two Capesize bulk carriers. In June 2009, following an amendment of the above-mentioned agreement, one of the two tranches of the facility amounting to \$66.5 million was cancelled. The interest rate of the amended facility is based on a margin of 225 basis points. On July 10, 2012, the Company repaid in full the loan using a portion of the proceeds of the ship mortgage notes issued in July 2012 and cash on hand.

In August 2010, Navios Holdings entered into a facility agreement with DNB NOR BANK ASA for an amount of up to \$40.0 million in order to partially finance the construction of one Capesize bulk carrier. The loan bears interest at a rate of LIBOR plus 275 basis points. As of December 31, 2012, the outstanding loan is repayable in 17 equal quarterly installments of \$0.6 million, with a final balloon payment of \$21.0 million on the last payment date. The loan facility requires compliance with certain financial covenants and the covenants contained in the 2019 Notes. As of December 31, 2012, the outstanding amount under this facility was \$30.4 million.

*Dekabank Facility:* In February 2009 (amended and restated in May 2009), Navios Holdings entered into a facility of up to \$120.0 million with Dekabank Deutsche Girozentrale to finance the acquisition of two Capesize vessels. The interest rate of the facility was based on a margin of 190 basis points. On June 15, 2012, the Company sold the Navios Buena Ventura and fully repaid the outstanding balance associated with the vessel. On July 9, 2012, the Company repaid in full the loan using a portion of the proceeds of the ship mortgage notes issued in July 2012 and cash on hand.

*Cyprus Popular Bank Public Co. Ltd. Facility:* In March 2009, Navios Holdings entered into a loan facility with Cyprus Popular Bank Public Co. Ltd. of up to \$110.0 million to be used to finance the pre-delivery installments for the construction of newbuilding vessels and for general corporate purposes. As of September 7, 2010, the available amount of the loan facility was reduced to \$30.0 million. On May 10, 2011, the amount of \$18.9 million was drawn to finance the acquisition of the Navios Astra. This loan bears interest at a rate of LIBOR plus 275 basis points. On April 20, 2012, the Company repaid the facility in full using the proceeds under the second tranche of the DVB Bank SE loan facility. As of December 31, 2012, the facility will be available until May 2013 and the available amount under the facility was \$30.0 million.

As a result of the on-going restructuring of Cyprus Popular Bank Public Co. Ltd., the availability of our revolving credit facility has not been confirmed. See Risk Factors Disruptions in world financial markets and the resulting governmental action in Europe, the United States and in other parts of the world could have a material adverse impact on our ability to obtain financing required to acquire vessels or new businesses. Furthermore, such a disruption would materially adversely affect our results of operations, financial condition and cash flows.

*Commerzbank Facility:* In June 2009, Navios Holdings entered into a facility agreement for an amount of up to \$240.0 million (divided into four tranches of \$60.0 million) with Commerzbank AG in order to partially finance the acquisition of a Capesize vessel and the construction of three Capesize vessels. Following the delivery of two Capesize vessels, Navios Holdings cancelled two of the four tranches and in October 2010 fully repaid their outstanding loan balances of \$53.6 million and \$54.5 million, respectively. As of December 31, 2012, the third tranche of the facility is repayable in one quarterly installment of \$0.3 million and 25 quarterly installments of \$0.9 million, with a final balloon payment of \$13.8 million on the last payment date. The fourth tranche of the facility is repayable in one quarterly installment of \$0.2 million and 31 quarterly installments of \$0.8 million, with a final balloon payment of \$9.5 million on the last payment date. The loan bears interest at a rate based on a margin of 225 basis points. The loan facility requires compliance with certain covenants and with the covenants contained in the 2019 Notes. As of December 31, 2012, the outstanding amount was \$71.7 million.

*DVB Bank SE Facility:* On March 23, 2012, Navios Holdings entered into a facility agreement with a syndicate of banks led by DVB Bank SE for an amount of up to \$42.0 million in two tranches: (a) the first tranche is for an amount of up to \$26.0 million in order to finance the acquisition of a handysize vessel; and (b) the second tranche is for an amount of up to \$16.0 million to refinance the Navios Astra loan facility with Cyprus Popular Bank Public Co. Ltd. The two tranches bear interest at a rate of LIBOR plus 285 basis points and 360 basis points, respectively. As of December 31, 2012, Navios Holdings had drawn \$26.0 million under the first tranche and \$14.9 million under the second tranche. The first tranche is repayable in 29 quarterly installments of \$0.4 million, with a final balloon payment of \$14.4 million on the last repayment date and the second tranche is repayable in 30 quarterly installments of \$0.3 million, with a final balloon payment of \$6.4 million on the last repayment date. The loan facility requires compliance with certain financial covenants and the covenants contained in the 2019 Notes. As of December 31, 2012, the outstanding amount was \$39.3 million.

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*Unsecured Bond:* In July 2009, Navios Holdings issued a \$20.0 million unsecured bond due in July 2012 as a partial payment for the acquisition price of a Capesize vessel. Interest accrued on the principal amount of the unsecured bond at the rate of 6% per annum. All accrued interest (which was not compounded) was first due and payable in July 2012, the maturity date. The outstanding amount was repaid in full on July 24, 2012 in accordance with its terms.

Amounts drawn under the facilities are secured by first priority mortgages on Navios Holdings' vessels and other collateral. The credit facilities contain a number of restrictive covenants that limit Navios Holdings and/or its subsidiaries from, among other things: incurring or guaranteeing indebtedness; entering into affiliate transactions; charging, pledging or encumbering the vessels; changing the flag, class, management or ownership of Navios Holdings' vessels; changing the commercial and technical management of Navios Holdings' vessels; selling or changing the ownership of Navios Holdings' vessels; and subordinating the obligations under the credit facilities to any general and administrative costs relating to the vessels. The credit facilities also require the vessels to comply with the ISM Code and ISPS Code and to maintain valid safety management certificates and documents of compliance at all times. The credit facilities also require compliance with a number of financial covenants including debt coverage ratios and minimum liquidity. It is an event of default under the credit facilities if such covenants are not complied with.

### *Navios Logistics Loans*

#### *Logistics Senior Notes*

On April 12, 2011, Navios Logistics and its wholly-owned subsidiary Navios Logistics Finance (US) Inc. ( *Logistics Finance* ) and, together with *Logistics Co-Issuers* ) issued \$200.0 million in senior notes due on April 15, 2019 at a fixed rate of 9.25% (the *Existing Logistics Senior Notes* ). The *Existing Logistics Senior Notes* are fully and unconditionally guaranteed, jointly and severally, by all of Navios Logistics' direct and indirect subsidiaries except for Hidronave South American Logistics S.A. and Navios Logistics Finance (US) Inc. The subsidiary guarantees are full and unconditional , as those terms are used in Regulation S-X Rule 3-10, except that the indenture provides for an individual subsidiary's guarantee to be automatically released in certain customary circumstances, such as when a subsidiary is sold or all of the assets of the subsidiary are sold, the capital stock is sold, when the subsidiary is designated as an unrestricted subsidiary for purposes of the indenture, upon liquidation or dissolution of the subsidiary or upon legal or covenant defeasance or satisfaction and discharge of the notes. The *Logistics Co-Issuers* have the option to redeem the notes in whole or in part, at their option, at any time (i) before April 15, 2014, at a redemption price equal to 100% of the principal amount plus the applicable make-whole premium plus accrued and unpaid interest, if any, to the redemption date and (ii) on or after April 15, 2014, at a fixed price of 106.938%, which price declines ratably until it reaches par in 2017. At any time before April 15, 2014, the *Logistics Co-Issuers* may redeem up to 35% of the aggregate principal amount of the *Existing Logistics Senior Notes* with the net proceeds of an equity offering at 109.25% of the principal amount of the notes, plus accrued and unpaid interest, if any, to the redemption date so long as at least 65% of the originally issued aggregate principal amount of the notes remains outstanding after such redemption.

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In addition, upon the occurrence of certain change of control events, the holders of the Logistics Senior Notes will have the right to require the Logistics Co- Issuers to repurchase some or all of the notes at 101% of their face amount, plus accrued and unpaid interest to the repurchase date.

The Existing Logistics Senior Notes contain covenants which, among other things, limit the incurrence of additional indebtedness, issuance of certain preferred stock, the payment of dividends, in excess of 6% per annum of the net proceeds received by or contributed to Navios Logistics in or from any public offering, redemption or repurchase of capital stock or making restricted payments and investments, creation of certain liens, transfer or sale of assets, entering in transactions with affiliates, merging or consolidating or selling all or substantially all of Navios Logistics properties and assets and creation or designation of restricted subsidiaries.

On March 7, 2013, Navios Logistics issued \$90.0 million in aggregate principal amount of the Additional Logistics Senior Notes . The terms of the Additional Logistics Senior Notes are identical to the \$200.0 million of 9 1/4% Senior Notes due 2019 that were issued in April 2011 (the Existing Logistics Senior Notes ) and are fully and unconditionally guaranteed, jointly and severally, by all of the Navios Logistics direct and indirect subsidiaries that guarantee the Existing Logistics Senior Notes. The Additional Logistics Senior Notes and the Existing Logistics Senior Notes will be treated as a single class for all purposes under the indenture (including, without limitation, waivers, amendments, redemptions and other offers to purchase) and the Additional Logistics Senior Notes will rank equally with the Existing Logistics Senior Notes. Because nearly all of the Existing Logistics Senior Notes are now unrestricted, the Additional Logistics Senior Notes will be issued under a different CUSIP number than the Existing Logistics Senior Notes. Following the consummation of the exchange offer for the Additional Logistics Senior Notes, it is expected that nearly all of the Additional Logistics Senior Notes and the Existing Logistics Senior Notes will have the same CUSIP number.

### *Cyprus Popular Bank Public Co. Ltd. Facility*

On March 20, 2012, Cyprus Popular Bank Public Co. Ltd. and Nauticler S.A., a subsidiary of Navios Logistics, finalized the documentation of the \$40.0 million revolving credit facility for working and investment capital purposes. The loan bears interest at a rate based on a margin of 300 basis points and the obligations will be secured by mortgages on four tanker vessels or alternative security over other assets acceptable to the bank. The facility requires Navios Logistics to be in compliance with the covenants contained in the indentures governing the Logistics Senior Notes. The loan is initially repayable 12 months after drawdown with extension options available. As of December 31, 2012, the \$40.0 million revolving credit facility was fully undrawn.

As a result of the on-going restructuring of Cyprus Popular Bank Co. Ltd., the availability of our revolving credit facility has not been confirmed. See Risk Factors Disruptions in world financial markets and the resulting governmental action in Europe, the United States and in other parts of the world could have a material adverse impact on our ability to obtain financing required to acquire vessels or new businesses. Furthermore, such a disruption would materially adversely affect our results of operations, financial condition and cash flows.

### *Non-Wholly-owned Subsidiaries Indebtedness*

On July 25, 2011, Navios Logistics acquired the noncontrolling interests of its joint ventures Thalassa Energy S.A., HS Tankers Inc., HS Navigation Inc., HS Shipping Ltd .Inc. and HS South Inc., in accordance with the terms of certain stock purchase agreements with HS Energy Ltd., an affiliate of Vitol S.A. Navios Logistics paid total consideration of \$8.5 million for such noncontrolling interests (\$8.6 million including transactions expenses), and simultaneously paid \$53.2 million in full and final settlement of all amounts of indebtedness of such joint ventures.

### *Other Indebtedness*

In connection with the acquisition of Hidronave S.A. on October 29, 2009, Navios Logistics assumed an \$0.8 million loan facility that was entered into by Hidronave S.A. in 2001 in order to finance the construction of a pushboat (Nazira). As of December 31, 2012, the outstanding loan balance was \$0.6 million. The loan facility bears interest at a fixed rate of 600 basis points. The loan is to be repaid in equal monthly installments of \$5,740 each and the final repayment date must occur prior to August 10, 2021. The loan also requires compliance with certain covenants.

The maturity table below reflects the principal payments for the next five years and thereafter of all borrowings of Navios Holdings (including Navios Logistics) outstanding as of December 31, 2012, based on the repayment schedules of the respective loan facilities (as described above) and the outstanding amount due under the debt securities.

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Year	Amount in millions of U.S. dollars
2013	\$ 33.1
2014	63.7
2015	22.5
2016	21.9
2017	529.2
2018 and thereafter	691.7
<b>Total</b>	<b>\$ 1,362.1</b>

**Working Capital Position:** On December 31, 2012, Navios Holdings' current assets totaled \$470.6 million, while current liabilities totaled \$189.4 million, resulting in a positive working capital position of \$281.2 million. Navios Holdings' cash forecast indicates that it will generate sufficient cash during 2013 to make the required principal and interest payments on its indebtedness, provide for the normal working capital requirements of the business and remain in a positive cash position during 2013.

While projections indicate that existing cash balances and operating cash flows will be sufficient to service the existing indebtedness, Navios Holdings continues to review its cash flows with a view toward increasing working capital.

**Capital expenditures:** For the year ended December 31, 2012, the Company acquired the Navios Serenity, a 2011-built Handysize vessel and former long-term chartered-in vessel in operation, for an acquisition price of \$26.1 million, of which \$26.0 million was funded through a loan and the remaining amount was paid from cash on hand. The Company also took delivery of: (i) the Navios Centaurus, a 2012-built Panamax vessel from a South Korean shipyard for an acquisition price of \$37.1 million, of which \$15.6 million was paid from existing cash and \$21.5 million was financed through a loan; and (ii) the Navios Avior, a 2012-built Panamax vessel from a South Korean shipyard for a purchase price of \$39.1 million, of which \$18.2 million was paid from existing cash and \$20.9 million was financed through a loan. Currently, Navios Holdings does not have any commitments for vessel capital expenditures.



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For the year ended December 31, 2012, Navios Logistics paid: (a) \$3.4 million for the construction of a new silo at its dry port in Uruguay, which has been operational since April 2012; (b) \$7.5 million for the construction of a new conveyor belt in its dry port facility in Uruguay, which is expected to be completed in the first half of 2013; (c) \$4.6 million for the construction of four tank barges, of which two tank barges were delivered in October and December 2012, with a cost of \$1.9 million each, the third tank barge was delivered in April 2013 and the remaining tank barge is expected to be delivered in June 2013 and (d) \$0.3 million for the construction of additional tanks in its liquid port in Paraguay. Additionally, during 2012, Navios Logistics completed the acquisition of one push boat and six tank barges, which were previously chartered-in, for a total consideration of \$15.9 million. As of December 31, 2012, Navios Logistics had paid \$2.6 million and the remaining balance was \$13.3 million. Refer also to Item 5F. Contractual Obligations as at December 31, 2012 .

**Concentration of Credit Risk:***Accounts receivable*

Concentrations of credit risk with respect to accounts receivables are limited due to Navios Holdings' large number of customers, who are internationally dispersed and have a variety of end markets in which they sell. Due to these factors, management believes that no additional credit risk beyond amounts provided for collection losses is inherent in Navios Holdings' trade receivables. For the years ended December 31, 2012, 2011 and 2010, none of the customers accounted for more than 10% of the Company's revenue.

In addition, certain of our long term charter-out contracts have been insured until the end of 2016 through an AA rated European Union insurance provider for a maximum cash payment of up to \$120.0 million (including certain Navios Partners' charters). Our agreement provides that if the charterer goes into payment default, the insurer will reimburse us for the charter payments under the terms of the policy (subject to applicable deductibles and other customary limitations for such type of insurance).

*Cash deposits with financial institutions*

Cash deposits in excess of amounts covered by government-provided insurance are exposed to loss in the event of non-performance by financial institutions. Navios Holdings does maintain cash deposits in excess of government-provided insurance limits. Navios Holdings also minimizes exposure to credit risk by dealing with a diversified group of major financial institutions.

**Effects of Inflation:**

Navios Holdings does not consider inflation to be a significant risk to the cost of doing business in the foreseeable future. Inflation has a moderate impact on operating expenses, drydocking expenses and corporate overhead. Refer to Statement of Operations Breakdown by Segment in Operating Results for the discussion of the effects of inflation in Navios Logistics operations.

***C. Research and development, patents and licenses, etc.***

Not applicable.

***D. Trend information***

Our results of operations depend primarily on the charter hire rates that we are able to realize for our vessels, which depend on the demand and supply dynamics characterizing the dry bulk market at any given time. For other trends affecting our business, please see other discussions in Item 5. Operating and Financial Review and Prospects .

***E. Off-Balance Sheet Arrangements***

Charter hire payments to third parties for chartered-in vessels are treated as operating leases for accounting purposes. Navios Holdings is also committed to making rental payments under operating leases for its office premises. Future minimum rental payments under Navios Holdings' non-cancelable operating leases are disclosed in Navios Holdings' Consolidated Financial Statements included in this Annual Report. As of December 31, 2012, Navios Holdings was contingently liable for letters of guarantee and letters of credit amounting to \$0.6 million issued by various banks in favor of various organizations and the total amount was collateralized by cash deposits which are included as a component of restricted cash.

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Contemporaneously with the credit default insurance restructuring, the Company entered into an agreement to provide supplemental charter insurance to Navios Partners. The agreement provided Navios Partners with guarantees against counterparty default on certain existing charters, which had previously been covered by the credit default insurance for the same vessels, same periods and same amounts. The supplemental charter insurance covers \$76.7 million of aggregate future charter payments and provides for a maximum possible payout of \$20.0 million by the Company to Navios Partners. Premiums that are calculated on the same basis as the restructured credit default insurance are included in the management fee that is paid by Navios Partners to Navios Holdings pursuant to the management agreement. As of December 31, 2012, no claims had been submitted to Navios Holdings.

In connection with the acquisition of Horamar, Navios Logistics recorded liabilities for certain pre-acquisition contingencies amounting to \$6.6 million (\$2.9 million relating to VAT-related matters, \$1.7 million for withholding tax-related matters, \$1.5 million relating to provisions for claims and others and \$0.5 million for income tax-related matters) that were included in the allocation of the purchase price based on their respective fair values. As it relates to these contingencies, the prior owners of Horamar agreed to indemnify Navios Logistics in the event that any of the above contingencies materialize before agreed-upon dates, extending to various dates through January 2020. As of December 31, 2012, the remaining liability related to these pre-acquisition contingencies amounted to \$1.0 million (\$2.8 million in 2011 and \$4.7 million in 2010) and was entirely offset by an indemnification asset for the same amount, which was reflected in other non-current assets.

On March 1, 2012, Navios Logistics issued a guarantee and indemnity letter that guaranteed the performance by Petrolera San Antonio S.A. of all its obligations to Vitol S.A. for up to \$10.0 million. On July 11, 2012, the amount of the guarantee was amended to \$12.0 million and on March 1, 2013 the guarantee was extended for one year, expiring on March 1, 2014.

### *F. Contractual Obligations as at December 31, 2012:*

#### **Payment due by period (\$ in millions)**

Contractual Obligations	<b>Total</b>	<b>Less than 1 year</b>	<b>1-3 years</b>	<b>3-5 years</b>	<b>More than 5 years</b>
Long-term debt <sup>(1)(3)</sup>	\$ 1,362.1	\$ 33.1	\$ 86.2	\$ 551.1	\$ 691.7
Operating Lease Obligations (Time Charters) for vessels in operation <sup>(5)</sup>	423.5	96.1	114.6	86.9	125.9
Operating Lease Obligations (Time Charters) for vessels to be delivered <sup>(5)</sup>	231.9	9.0	53.0	53.0	116.9
Operating Lease Obligations Push Boats and Barges	1.6	1.6			
Capital lease obligations	25.1	1.4	2.8	20.9	
Navios Logistics contractual payments <sup>(4)</sup>	23.7	14.4	7.4	1.9	
Rent Obligations <sup>(2)</sup>	14.7	2.6	4.9	4.6	2.6
<b>Total</b>	<b>\$ 2,082.6</b>	<b>\$ 158.2</b>	<b>\$ 268.9</b>	<b>\$ 718.4</b>	<b>\$ 937.1</b>

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- (1) The amount identified does not include interest costs associated with the outstanding credit facilities, which are based on LIBOR rates, plus the costs of complying with any applicable regulatory requirements and a margin ranging from 1.30% to 3.60% per annum. The amount does not include interest costs with rates of 8.125% and 8.875% for the 2019 Notes and Ship Mortgage Notes of Navios Holdings, respectively, and 9.25% for the Logistics Senior Notes.
- (2) Navios Corporation also leases approximately 16,703 square feet of space at 825 Third Avenue, New York pursuant to a lease that expires on April 29, 2019. Navios Shipmanagement Inc. and Navios Corporation lease approximately 3,882 square meters of space at 85 Akti Miaouli, Piraeus, Greece, pursuant to lease agreements that expires in 2017 and 2019. Navios Shipmanagement Inc. also leases office space in Monaco pursuant to a lease that expires on June 2015. On July 1, 2010, Kleimar N.V. signed a new contract and currently leases approximately 632 square meters for its offices. Navios Tankers Management Inc. leases approximately for 254 square meters at 85 Akti Miaouli, Piraeus, Greece pursuant to a lease that expires in 2019. The table above incorporates the lease obligations of the offices of Navios Holdings, indicated in this footnote, and of Navios Logistics. See also Item 4.B. Business Overview Facilities.
- (3) The amount does not include unamortized discount associated with our 2019 Notes and Ship Mortgage Notes.
- (4) As of December 31, 2012, Navios Logistics had obligations related to its port expansion project in the dry port concerning mainly (i) the new conveyor belt, (ii) the construction of four tank barges and (iii) the acquisition of one push boat and six liquid barges of \$7.1 million, \$3.3 million and \$13.3 million, respectively.
- (5) Approximately 38% of the time charter payments included above are estimated to relate to operational costs for these vessels.

**Recent Accounting Pronouncements***Fair Value Disclosures*

In January 2010, the Financial Accounting Standards Board ( FASB ) issued amended standards requiring additional fair value disclosures. The amended standards require disclosures of transfers in and out of Levels I and II of the fair value hierarchy, as well as requiring gross basis disclosures for purchases, sales, issuances and settlements within the Level III reconciliation. Additionally, the update clarifies the requirement to determine the level of disaggregation for fair value measurement disclosures and to disclose valuation techniques and inputs used for both recurring and nonrecurring fair value measurements in either Level II or Level III. Navios Holdings adopted the new guidance in the first quarter of fiscal year 2010, except for the disclosures related to purchases, sales, issuance and settlements within Level III, which was effective for Navios Holdings beginning in the first quarter of fiscal year 2012. The adoption of the new standard did not have a significant impact on Navios Holdings consolidated financial statements.

*Goodwill Impairment Guidance*

In September 2011, the FASB issued an update to simplify how public entities test goodwill for impairment. The amendments in the update permit an entity to first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount on a basis for determining whether it is necessary to perform the two-step goodwill impairment test described in Topic 350. The more-likely-than-not threshold is defined as having a likelihood of more than 50 percent. The amendments are effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011. Early adoption is permitted including for annual and interim impairment tests performed as of a date before September 15, 2011, if an entity's financial statements for the most recent annual or interim period have not yet been issued or, for nonpublic entities, have not yet been made available for issuance. The amendment was adopted by Navios Holdings in the first quarter of 2012. The adoption of the new amendments did not have a significant impact on Navios Holdings consolidated financial statements.

*Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income*

In February 2013, the Financial Accounting Standards Board ( FASB ) issued amended standards requiring additional disclosures for other comprehensive income. The amended standards require an entity to provide information about the amounts reclassified out of accumulated other comprehensive income by component. In addition, an entity is required to present, either on the face of the statement where net income is presented or in the notes, significant amounts reclassified out of accumulated other comprehensive income by the respective line items of net income, but only if the amount reclassified is required under U.S. GAAP to be reclassified to net income in its entirety in the same reporting period. The amendments apply to all entities that issue financial statements that are presented in conformity with U.S. GAAP and that report items of other comprehensive income. Public companies are required to comply with these amendments for all reporting periods presented, including interim periods. For public entities, the amendments are effective prospectively for reporting periods beginning after December 15, 2012. Early adoption is permitted. Navios Holdings has not yet adopted the new amendments. The adoption of the new standard is not expected to have a significant impact on Navios Holdings consolidated financial statements.

**Critical Accounting Policies**

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The Navios Holdings consolidated financial statements have been prepared in accordance with U.S. GAAP. The preparation of these financial statements requires Navios Holdings to make estimates in the application of its accounting policies based on the best assumptions, judgments and opinions of management. Following is a discussion of the accounting policies that involve a higher degree of judgment and the methods of their application that affect the reported amount of assets and liabilities, revenues and expenses and related disclosure of contingent assets and liabilities at the date of its financial statements. Actual results may differ from these estimates under different assumptions or conditions.

Critical accounting policies are those that reflect significant judgments or uncertainties, and potentially result in materially different results under different assumptions and conditions. Navios Holdings has described below what it believes are its most critical accounting policies that involve a high degree of judgment and the methods of their application. For a description of all of Navios Holdings significant accounting policies, see Note 2 to the Consolidated Financial Statements, included herein.

***Use of Estimates:*** The preparation of consolidated financial statements in conformity with the U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the dates of the financial statements and the

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reported amounts of revenues and expenses during the reporting periods. On an on-going basis, management evaluates the estimates and judgments, including those related to uncompleted voyages, future drydock dates, the carrying value of investments in affiliates, the selection of useful lives for tangible assets, expected future cash flows from long-lived assets to support impairment tests, provisions necessary for accounts receivables, provisions for legal disputes, pension benefits, and contingencies. Management bases its estimates and judgments on historical experience and on various other factors that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results could differ from those estimates under different assumptions and/or conditions.

**Stock-based Compensation:** In December 2012, 2011 and 2010, the Company authorized the issuance of shares of restricted common stock, restricted stock units and stock options in accordance with the Company's stock option plan for its employees, officers and directors. These awards of restricted common stock, restricted stock units and stock options are based on service conditions only and vest over three years. In December 2012, the Company also authorized the issuance of shares of restricted common stock, restricted stock units and stock options for its employees, officers and directors that vest on April 30, 2014 upon achievement of certain internal performance criteria and set targets.

The fair value of stock option grants is determined with reference to option pricing model, and principally adjusted Black-Scholes models. The fair value of restricted stock and restricted stock units is determined by reference to the quoted stock price on the date of grant. Compensation expense, net of estimated forfeitures, is recognized based on a graded expense model over the vesting period. Compensation expense for the awards that vest upon achievement of the performance criteria is recognized when it is probable that the performance criteria will be met.

**Impairment of Long lived Assets:** Vessels, other fixed assets and other long-lived assets held and used by Navios Holdings are reviewed periodically for potential impairment whenever events or changes in circumstances indicate that the carrying amount of a particular asset may not be fully recoverable. Navios Holdings' management evaluates the carrying amounts and periods over which long-lived assets are depreciated to determine if events or changes in circumstances have occurred that would require modification to their carrying values or useful lives. In evaluating useful lives and carrying values of long-lived assets, certain indicators of potential impairment are reviewed, such as undiscounted projected operating cash flows, vessel sales and purchases, business plans and overall market conditions.

Undiscounted projected net operating cash flows are determined for each asset group and compared to the carrying value of the vessel, the unamortized portion of deferred drydock and special survey costs related to the vessel and related carrying value of the intangible with respect to the time charter agreement attached to that vessel or the carrying value of deposits for newbuildings. Within the shipping industry, vessels are customarily bought and sold with a charter attached. The value of the charter may be favorable or unfavorable when comparing the charter rate to then current market rates. The loss recognized either on impairment (or on disposition) will reflect the excess of carrying value over fair value (selling price) for the vessel asset group.

The Company determined undiscounted projected net operating cash flows for each vessel and compared it to the vessel's carrying value together with the carrying value of deferred drydock and special survey costs related to the vessel and the carrying value of the related intangible. The significant factors and assumptions used in the undiscounted projected net operating cash flow analysis included: determining the projected net operating cash flows by considering the charter revenues from existing time charters for the fixed fleet days (the Company's remaining charter agreement rates) and an estimated daily time charter equivalent for the unfixed days (based on the 10-year average historical one year time charter rates adjusted for outliers) over the remaining economic life of each vessel, net of brokerage and address commissions, excluding days of scheduled off-hires, running cost based on current year actual, assuming an annual increase of 3.0% after 2014 and a utilization rate of 98.3% based on the fleet's historical performance. The assessment concluded that step two of the impairment analysis was not required and no impairment of vessels and the intangible assets existed as of December 31, 2012, as the undiscounted projected net operating cash flows exceeded the carrying value.

In the event that impairment would occur, the fair value of the related asset would be determined and an impairment charge would be recorded to operations calculated by comparing the asset's carrying value to its fair value. Fair value is typically estimated primarily through the use of third-party valuations performed on an individual vessel basis.

Although management believes the underlying assumptions supporting this assessment are reasonable, if the charter rate trends and the length of the current market downturn, vary significantly from our forecasts, management may be required to perform step two of the impairment analysis in the future which could expose Navios Holdings to material impairment charges in the future.

No impairment loss was recognized for any of the periods presented.

In connection with its impairment testing on its vessels as of December 31, 2012, the Company performs a sensitivity analysis on the most sensitive and/or subjective assumptions that have the potential to affect the outcome of the test, principally the projected charter rate used to

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forecast future cash flows for unfixed days. In that regard, there would continue to be no impairment required to be recognized on any of the Company's vessels when assuming a decline in the 10-year average (of the one-year charter rate for similar vessels), which is the rate that the Company uses to forecast future cash flows for unfixed days, ranging from 23.2 % to 87.5 % (depending on the vessel).

As of December 31, 2012, the 10-year historical average rates for the Company's vessels (which naturally varies by type of vessel) used in determining future cash flows for purposes of its impairment analysis were 61.0% higher than the daily time charter equivalent rate of the owned fleet achieved in the fiscal year 2012 of \$18,167 per day.

In addition, the Company compared the 10-year historical average (of the one-year charter rate for similar vessels) with the five-year, three-year and one-year historical averages (of the one-year charter rate for similar vessels). A comparison of the 10-year historical average (of the one-year charter rate) and the five-year, three-year and one-year historical averages (of the one-year charter rate for similar vessels) is as follows (as of December 31, 2012):

<b>Historical Average of One-year Charter Rates</b>			
<b>(over Various Periods) vs. the 10-year Historical Average</b>			
<b>(of the One-Year Charter Rate)</b>			
	5-Year Average	3-Year Average	1-Year Average
<b>(% below the 10-year average)</b>			
Handysize	(0.7%)	(22.2%)	(46.0%)
Ultra-Handymax	(6.7%)	(33.2%)	(55.1%)
Panamax	(4.8%)	(36.5%)	(62.3%)
Capesize	(10.2%)	(54.1%)	(70.5%)

If testing for impairment using the five-year, three-year and one-year historical averages (of the one-year charter rate for similar vessels) in lieu of the 10-year historical average (of the one-year charter rate for similar vessels), the Company estimates that none, two and 24 of its vessels, respectively, would have carrying values in excess of their projected undiscounted future cash flows.

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As of December 31, 2012, the Company owns and operates a fleet of 30 vessels, with an aggregate carrying value of \$1,396.9 million, including the carrying value of existing time charters on its fleet of vessels. On a vessel-by-vessel basis, as of December 31, 2012, the carrying value of 28 of the Company's vessels (including the carrying value of the time charter, if any, on the specified vessel) exceeds the estimated fair value of those same vessels (including the estimated fair value of the time charter, if any, on the specified vessel) by approximately \$602.2 million in the aggregate (the unrealized loss).

A vessel-by-vessel summary as of December 31, 2012 follows (with an \* indicating those individual vessels whose carrying value exceeds its estimated fair value, including the related time charter):

Vessel	Year Built	Purchase Price (in millions) (1)	Carrying Value (as of December 31, 2012) (in millions) (1)
Navios Serenity	2011	\$ 26.1	\$ 25.4 *
Navios Ionian	2000	31.4	20.7 *
Navios Celestial	2009	34.1	30.1 *
Navios Vector	2002	32.4	27.9 *
Navios Horizon	2001	23.4	16.3 *
Navios Herakles	2001	32.7	21.8 *
Navios Achilles	2001	33.2	22.6 *
Navios Meridian	2002	26.8	19.0 *
Navios Mercator	2002	25.9	19.4 *
Navios Arc	2003	26.6	18.4 *
Navios Hios	2003	35.3	24.4 *
Navios Kypros	2003	35.4	24.4 *
Navios Ulysses	2007	79.9	65.7 *
Navios Vega	2009	72.1	61.2 *
Navios Astra	2006	23.2	21.2 *
Navios Magellan	2000	30.2	20.1 *
Navios Star	2002	30.1	22.2 *
Navios Asteriks	2005	53.6	41.2 *
Navios Centaurus	2012	37.1	36.1 *
Navios Avior	2012	39.1	38.2 *
Navios Bonavis	2009	120.7	104.9 *
Navios Happiness	2009	121.5	105.6 *
Navios Lumen	2009	112.9	99.8 *
Navios Stellar	2009	94.9	84.3 *
Navios Phoenix	2009	105.9	93.9 *
Navios Antares	2010	115.8	103.1 *
Navios Etoile	2010	66.2	61.3 *
Navios Bonheur	2010	68.9	63.9 *
Navios Altamira	2011	55.4	51.7 *
Navios Azimuth	2011	55.7	52.1 *
		<b>1,646.5</b>	<b>1,396.9</b>

(1) All amounts include related time charter, if any.

Although the aforementioned excess of carrying value over fair value represents an estimate of the loss that the Company would sustain on a hypothetical disposition of those vessels as of December 31, 2012, the recognition of the unrealized loss absent a disposition (i.e. as an impairment) would require, among other things, that a triggering event had occurred and that the undiscounted cash flows attributable to the vessel are also less than the carrying value of the vessel (including the carrying value of the time charter, if any, on the specified vessel).

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**Vessel, Port Terminal, Tanker Vessels, Barges, Pushboats and Other Fixed Assets, net:** Vessels, port terminal, tanker vessels, barges, pushboats and other fixed assets acquired as parts of business combinations or asset acquisitions are recorded at fair value on the date of acquisition. Vessels constructed by the company would be stated at historical cost, which consists of the contract price, capitalized interest and any material expenses incurred upon acquisition (improvements and delivery expenses). Subsequent expenditures for major improvements and upgrades are capitalized, provided they appreciably extend the life, increase the earnings capability or improve the efficiency or safety of the vessels. The cost and related accumulated depreciation of assets retired or sold are removed from the accounts at the time of sale or retirement and any gain or loss is included in the accompanying consolidated statements of comprehensive income.

Expenditures for routine maintenance and repairs are expensed as incurred.

Depreciation is computed using the straight line method over the useful life of the vessels, port terminal, tanker vessels, barges, pushboats and other fixed assets, after considering the estimated residual value.

Annual depreciation rates used, which approximate the useful life of the assets are:

Vessels	25 years
Port facilities and transfer station	3 to 40 years
Tanker vessels, barges and pushboats	15 to 44 years
Furniture, fixtures and equipment	3 to 10 years
Computer equipment and software	5 years
Leasehold improvements	shorter of lease term or 6 years

Management estimates the residual values of the Company's vessels based on a scrap value of \$285 per lightweight ton, as the Company believes this level is reasonable and common in the shipping industry. Management estimates the useful life of its vessels to be 25 years from the vessel's original construction. However,



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when regulations place limitations on the ability of a vessel to trade on a worldwide basis, its useful life is re-estimated to end at the date such regulations become effective. An increase in the useful life of a vessel or in its residual value would have the effect of decreasing the annual depreciation charge and extending it into later periods. A decrease in the useful life of a vessel or in its residual value would have the effect of increasing the annual depreciation charge.

**Deferred Drydock and Special Survey Costs:** The Company's vessels, barges and push boats are subject to regularly scheduled drydocking and special surveys which are carried out every 30 and 60 months, respectively for vessels, every 60 months for oceangoing vessels and every 84 months for pushboats and barges, to coincide with the renewal of the related certificates issued by the Classification Societies, unless a further extension is obtained in rare cases and under certain conditions. The costs of drydocking and special surveys are deferred and amortized over the above periods or to the next drydocking or special survey date if such has been determined. Unamortized drydocking or special survey costs of vessels, barges and push boats sold are written-off to income in the year the vessel, barge or pushboat is sold. Costs capitalized as part of the drydocking or special survey consist principally of the actual costs incurred at the yard, and expenses relating to spare parts, paints, lubricants and services incurred solely during the drydocking or special survey period.

### ***Goodwill and Other Intangibles:***

**(i) Goodwill:** Goodwill is tested for impairment at the reporting unit level at least annually.

The Company evaluates impairment of goodwill using a two-step process. First, the aggregate fair value of the reporting unit is compared to its carrying amount, including goodwill. The Company determines the fair value of the reporting unit based on discounted cash flow analysis and believes that the discounted cash flow analysis is the best indicator of fair value for its individual reporting units.

The fair value for goodwill impairment testing was estimated using the expected present value of future cash flows, using judgments and assumptions that management believes were appropriate in the circumstances. The significant factors and assumptions the Company used in its discounted cash flow analysis included: EBITDA, the discount rate used to calculate the present value of future cash flows and future capital expenditures. EBITDA assumptions included revenue assumptions, general and administrative expense growth assumptions, and direct vessel expense growth assumptions. The future cash flows from the shipping operations were determined by considering the charter revenues from existing time charters for the fixed fleet days (the Company's remaining charter agreement rates) and an estimated daily time charter equivalent for the non-fixed days (based on a combination of two year forward freight agreements and the 10-year average historical charter rates available for each type of vessel adjusted for outliers), which the Company believes is an objective approach for forecasting charter rates over an extended time horizon for long lived assets. The future cash flows from logistics operations were determined principally by combining revenues from existing contracts and estimated revenues based on the historical performance of the segment, including utilization rates and actual storage capacity.

If the fair value of a reporting unit exceeds the carrying amount, no impairment exists. If the carrying amount of the reporting unit exceeds the fair value, then the Company must perform the second step to determine the implied fair value of the reporting unit's goodwill and compare it with its carrying amount. The implied fair value of goodwill is determined by allocating the fair value of the reporting unit to all the assets and liabilities of that reporting unit, as if the reporting unit had been acquired in a business combination and the fair value of the reporting unit was the purchase price. If the carrying amount of the goodwill exceeds the implied fair value, then goodwill impairment is recognized by writing the goodwill down to its implied fair value.

No impairment loss was recognized for any of the periods presented.

**(ii) Intangibles Other Than Goodwill:** Navios Holdings' intangible assets and liabilities consist of favorable lease terms, unfavorable lease terms, customer relationships, trade name and port terminal operating rights. The fair value of the trade name was determined based on the relief from royalty method which values the trade name based on the estimated amount that a company would have to pay in an arm's length transaction to use that trade name. The asset is being amortized under the straight line method over 32 years. Navios Logistics' trade name is being amortized under the straight line method over 10 years.

The fair value of customer relationships was determined based on the excess earnings method, which relies upon the future cash flow generating ability of the asset. The asset is amortized under the straight line method over 20 years.

Other intangibles that are being amortized, such as customer relationships and port terminal operating rights, would be considered impaired if their carrying value could not be recovered from the future undiscounted cash flows associated with the asset.

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When intangible assets or liabilities associated with the acquisition of a vessel are identified, they are recorded at fair value. Fair value is determined by reference to market data and the discounted amount of expected future cash flows. Where charter rates are higher than market charter rates, an asset is recorded, being the difference between the acquired charter rate and the market charter rate for an equivalent vessel. Where charter rates are less than market charter rates, a liability is recorded, being the difference between the assumed charter rate and the market charter rate for an equivalent vessel. The determination of the fair value of acquired assets and assumed liabilities requires the Company to make significant assumptions and estimates of many variables including market charter rates, expected future charter rates, the level of utilization of the Company's vessels and the Company's weighted average cost of capital. The use of different assumptions could result in a material change in the fair value of these items, which could have a material impact on the Company's financial position and results of operations.

The amortizable value of favorable and unfavorable leases is amortized over the remaining life of the lease term and the amortization expense is included in the statement of comprehensive income in the Depreciation and Amortization line item.

The amortizable value of favorable leases would be considered impaired if its fair market value could not be recovered from the future undiscounted cash flows associated with the asset. Vessel purchase options that have not been exercised, which are included in favorable lease terms, are not amortized and would be considered impaired if the carrying value of an option, when added to the option price of the vessel, exceeded the fair value of the vessel. As of December 31, 2012, there was no impairment of intangible assets.

Vessel purchase options that are included in favorable leases are not amortized, and when the purchase option is exercised the asset is capitalized as part of the cost of the vessel and depreciated over the remaining useful life of the vessel (Note 8) and if not exercised, the intangible will be written off. Vessel purchase options that are included in unfavorable lease terms are not amortized and when the purchase option is exercised by the charterer and the underlying vessel is sold, it will be recorded as part of gain/loss on sale of the assets. If the option is not exercised at the expiration date it will be written-off to the statements of income.

The weighted average amortization periods for intangible assets/liabilities are:

<b>Intangible Assets/Liabilities</b>	<b>Years</b>
Trade name	21.0
Favorable lease terms	6.6
Unfavorable lease terms	4.7
Port terminal operating rights	30.0
Customer relationships	20.0

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**Investments in Equity Securities:** Navios Holdings evaluates its investments in Navios Acquisition and Navios Partners for OTTI on a quarterly basis. Consideration is given to (1) the length of time and the extent to which the fair value has been less than the carrying value, (2) the financial condition and near-term prospects of Navios Partners and Navios Acquisition, and (3) the intent and ability of the Company to retain its investment in Navios Acquisition and Navios Partners for a period of time sufficient to allow for any anticipated recovery in fair value.

As of December 31, 2012, management considers the decline in market value of these securities to be temporary. However, there is the potential for future impairment charges relative to these equity securities if their fair values do not recover and our OTTI analysis indicates such write downs are necessary which may have a material adverse impact on our results of operations in the period recognized.

**G. Safe Harbor**

Applicable to the extent the disclosures in Item 5.E and 5.F above require the statutory safe harbor protections provided to forward-looking statements.

**Item 6. Directors, Senior Management and Employees****A. Directors and Senior Management**

The current board of directors, executive officers and significant employees are as follows:

Name	Age	Position
Angeliki Frangou	48	Chairman of the Board and Chief Executive Officer
George Achniotis	48	Chief Financial Officer
Ted C. Petrone	58	President of Navios Corporation and Director
Vasiliki Papaefthymiou	44	Executive Vice President, Legal and Director
Anna Kalathakis	43	Chief Legal Risk Officer
Shunji Sasada*	55	Chief Operating Officer Navios Corporation
Leonidas Korres	37	Senior Vice President, Business Development
Efstratios Desypris	40	Chief Financial Controller
Ioannis Karyotis	37	Senior Vice President, Strategic Planning
Spyridon Magoulas	59	Director
John Stratakis	48	Director
Efstathios Loizos	51	Director
George Malanga	55	Director

\* Significant employee

**Angeliki Frangou** has been Navios Maritime Holdings Inc. Chairman and CEO since August 25, 2005. In addition, Ms. Frangou serves as the Chairman and Chief Executive Officer of Navios Partners, an affiliated limited partnership trading on the New York Stock Exchange, since August 2007, and as the Chairman and Chief Executive Officer of Navios Maritime Acquisition Corporation, an affiliated corporation also trading on the New York Stock Exchange. Ms. Frangou is also the Chairman of the board of directors of Navios Logistics since inception in December 2007. Previously, Ms. Frangou was Chairman, Chief Executive Officer and President of International Shipping Enterprises Inc., which acquired Navios Holdings. During the period 1990 through August 2005, Ms. Frangou was the Chief Executive Officer of Maritime Enterprises Management S.A., and its predecessor company, which specialized in the management of dry cargo vessels. Ms. Frangou is the Chairman of IRF European Finance Investments Ltd., listed on the SFM of the London Stock Exchange. As of September 2012, Ms. Frangou is also serving as a Board member of Eurobank Ergasias S.A. (one of the largest commercial banks in Greece). During the period April 2004 to July 2005, Ms. Frangou served on the board of directors of Emporiki Bank of Greece (then, the second largest retail bank in Greece). From June 2006 until September 2008, Ms. Frangou also served as Chairman of Proton Bank, based in Athens, Greece. Ms. Frangou is member of the Board of The United Kingdom Mutual Steam Ship Assurance Association (Bermuda) Limited, Vice Chairman of China Classification Society Mediterranean Committee and a member of the Hellenic and Black Sea Committee of Bureau Veritas as well as a member of Greek Committee of Nippon Kaiji Kyokai. Ms. Frangou received a bachelor's degree in mechanical engineering from Fairleigh Dickinson University (summa cum laude) and a master's degree in mechanical engineering from Columbia University.

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**George Achnotis** has been Navios Holdings' Chief Financial Officer since April 12, 2007. Prior to being appointed Chief Financial Officer of Navios Holdings, Mr. Achnotis served as Senior Vice President-Business Development of Navios Holdings from August 2006 to April 2007. Before joining Navios Holdings, Mr. Achnotis was a partner at PricewaterhouseCoopers in Greece, heading the Piraeus office and the firm's shipping practice. He became a partner at PwC in 1999 when he set up and headed the firm's internal audit services department from which all SOX implementation and consultation projects were performed. Mr. Achnotis is currently a Director and Executive Vice President-Business Development of Navios Partners, a New York Stock Exchange traded limited partnership, which is an affiliate of Navios Holdings. He has more than 19 years' experience in the accounting profession with work experience in England, Cyprus and Greece. Mr. Achnotis qualified as a Chartered Accountant in England and Wales in 1991, and he holds a Bachelor's degree in Civil Engineering from the University of Manchester.

**Ted C. Petrone** became a director of Navios Holdings in May 2007, having become President of Navios Corporation in September 2006. He heads Navios Holdings' worldwide commercial operations. Mr. Petrone has served in the maritime industry for 36 years, of which 33 have been with Navios Holdings. After joining Navios Holdings as an assistant vessel operator, Mr. Petrone worked in various operational and commercial positions. For the last fifteen years, Mr. Petrone has been responsible for all aspects of the daily commercial Panamax activity, encompassing the trading of tonnage, derivative hedge positions and cargoes. Mr. Petrone is currently also President of Navios Acquisition, a New York Stock Exchange listed company, and an affiliate of the Company; and has served in such capacity since June 2008. Mr. Petrone graduated from New York Maritime College at Fort Schuyler with a B.S. in Maritime Transportation. He has served aboard U.S. Navy (Military Sealift Command) tankers.

**Vasiliki Papaefthymiou** has been Executive Vice President - Legal and a member of Navios Holdings' board of directors since its inception, and prior to that was a member of the board of directors of ISE. Ms. Papaefthymiou has served as general counsel for Maritime Enterprises Management S.A. since October 2001, where she has advised the company on shipping, corporate and finance legal matters. Ms. Papaefthymiou provided similar services as general counsel to Franser Shipping from October 1991 to September 2001. Ms. Papaefthymiou received her undergraduate degree from the Law School of the University of Athens and a master degree in Maritime Law from Southampton University in the United Kingdom. Ms. Papaefthymiou is admitted to practice law before the Bar in Piraeus, Greece.

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**Anna Kalathakis** has been Chief Legal Risk Officer since November 2012, and Senior Vice President – Legal Risk Management of Navios Maritime Holdings Inc. from December 2005 until October 2012. Before joining Navios Holdings, Ms. Kalathakis was the General Manager of the Greek office of A Bilbrough & Co. Ltd. and an Associate Director of the Company (Managers of the London Steam-Ship Owners’ Mutual Insurance Association Limited). She has previously worked for a U.S. maritime law firm in New Orleans, was admitted to practice law in the state of Louisiana in 1995, and has also worked in a similar capacity at a London maritime law firm. She qualified as a solicitor in England and Wales in 1999 and was admitted to the Piraeus BAR, Greece in 2003. She has studied International Relations at Georgetown University, Washington D.C. (1991). She holds an MBA from European University at Brussels (1992) and a J.D. from Tulane Law School (1995).

**Shunji Sasada** became Chief Operating Officer of Navios Corporation in June 2007. Previously, as Senior Vice President of Fleet Development, he headed Navios Holdings’ program for the growth and development of the Company’s long-term chartered-in and owned tonnage. Mr. Sasada remains President of Navimax Corporation, the Ultra Handymax operating subsidiary of the group. Mr. Sasada started his shipping career in 1981 in Japan with Mitsui O.S.K. Lines, Ltd. ( MOSK ). Mr. Sasada’s first position with MOSK was in steel products in the Tokyo branch as a salesman for exporting steel products to worldwide destinations. Two years later, Mr. Sasada moved to the tramp section in Mitsui’s bulk carrier division and was in charge of operations and then of chartering 20-40 smaller Handysize vessels between 21,000 dwt and 35,000 dwt. In 1991, Mr. Sasada moved to Norway to join Trinity Bulk Carriers as its chartering manager as well as subsidiary board member, representing MOSK as one of the shareholders. After an assignment in Norway, Mr. Sasada moved to London and started MOSK’s own Ultra Handymax operation as its General Manager. Mr. Sasada joined Navios Holdings in May 1997. Mr. Sasada is the member of the North American Committee of Nippon Kaiji Kyokai. He is a graduate of Keio University, Tokyo, with a B.A. degree in Business.

**Leonidas Korres** has been our Senior Vice President – Business Development since February 2011. Mr. Korres is also the Chief Financial Officer of Navios Maritime Acquisition Corporation since April 2010, and previously served as Senior Vice President for Business Development since January 2010. Mr. Korres served as the Special Secretary for Public Private Partnerships in the Ministry of Economy and Finance of the Hellenic Republic from October 2005 until November 2009. Prior to that, from April 2004 to October 2005, Mr. Korres served as Special Financial Advisor to the Minister of Economy and Finance of the Hellenic Republic and as liquidator of the Organizational Committee for the Olympic Games Athens 2004 S.A. From 2001 to 2004, Mr. Korres worked as a Senior Financial Advisor for KPMG Corporate Finance. From October 2007 until January 2010, Mr. Korres was a member of the board of directors of Navios Partners. From May 2003 to December 2006, Mr. Korres was Chairman of the Center for Employment and Entrepreneurship, a Non-Profit Company. From June 2008 until February 2009, Mr. Korres served as a board member and audit committee member of Hellenic Telecommunications Organization S.A. (trading on the Athens and New York Stock Exchanges). From June 2004 until November 2009, Mr. Korres served on the board of Hellenic Olympic Properties S.A., which was responsible for exploiting the Olympic venues. Mr. Korres earned his Bachelor’s degree in Economics from the Athens University of Economics and Business and his master’s degree in Finance from the University of London.

**Efstratios Desypris** has been our Chief Financial Controller since February 2011. Mr. Desypris is also the Chief Financial Officer of Navios Partners since January 2010. Mr. Desypris has previously served as Financial Controller of Navios Holdings since May 2006. He is also the Senior Vice President – Strategic Planning of Navios Logistics. Mr. Desypris worked for 9 years in the accounting profession, most recently as manager of the audit department at Ernst & Young in Greece. Mr. Desypris started his career as an auditor with Arthur Andersen & Co. in 1997. He holds a Bachelor of Science degree in Economics from the University of Piraeus.

**Ioannis Karyotis** has been our Senior Vice President – Strategic Planning since February 2011. Mr. Karyotis is also Chief Financial Officer of Navios Logistics since March 2011. Prior to joining the Company, from 2006 until 2011, Mr. Karyotis was Consultant and later Project Leader at The Boston Consulting Group (BCG), an international management consulting firm. From 2003 until 2005, Mr. Karyotis was Senior Equity Analyst at Eurocorp Securities, a Greek brokerage house, and in 2003, he was Senior Analyst in the Corporate Finance Department at HSBC Pantelakis Securities, a subsidiary of HSBC Bank. Mr. Karyotis began his career in 2002 with Marfin Hellenic Securities as Equity Analyst. He received his bachelor’s degree in Economics from the Athens University of Economics and Business (1998). He holds a master’s of Science in Finance and Economics from the London School of Economics (1999) and an MBA from INSEAD (2006).

**Spyridon Magoulas** has been a member of Navios Holdings’ Board of Directors since its inception, and prior to that was a member of the board of directors of ISE. Mr. Magoulas is the co-founder and director of Doric Shipbrokers S.A., a chartering firm based in Athens, Greece, and has served as the managing director of Doric Shipbrokers S.A. since its formation in 1994. From 1982 to 1993, Mr. Magoulas was chartering director and shipbroker for Nicholas G. Moundreas Shipping S.A., a company located in Piraeus, Greece, and from 1980 to 1982, Mr. Magoulas served at Orion and Global Chartering Inc. in New York. Mr. Magoulas received a Bachelors degree in Economics (honors) from the City University of New York, New York, a master degree in Transportation Management from the Maritime College in New York and a master degree in Political Economy from the New School for Social Research in New York. In addition to his role on the Board of Directors, Mr. Magoulas also serves as a member of the Audit Committee, the Compensation Committee and the Nominating and Governance Committee. Mr. Magoulas is an independent director.

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**John Stratakis** has been a member of Navios Holdings Board of Directors since its inception, and prior to that was a member of the board of directors of ISE. Since 1994, Mr. Stratakis has been a partner with the law firm of Poles, Tublin, Stratakis & Gonzalez, LLP, in New York, New York, where he specializes in all aspects of marine finance and admiralty law, real estate, trusts and estates and general corporate law. From 1992 to 1993, Mr. Stratakis was an associate attorney with Wilson, Elser, Moskowitz Edelman & Dicker, in New York, New York. Mr. Stratakis also has been a director and the President of the Hellenic-American Chamber of Commerce in New York. He serves on the board of New York Maritime Inc., an association that promotes the New York region as a maritime business center. Mr. Stratakis received a Bachelor of Arts (cum laude) from Trinity College and a Juris Doctor degree from Washington College of Law at American University. Mr. Stratakis is admitted to practice law in the State of New York and in the courts of the Southern and Eastern Districts of New York. In addition to his role on the Board of Directors, Mr. Stratakis also serves as chairman of the Nominating and Governance Committee and a member of the Compensation Committee. Mr. Stratakis is an independent director.

**Efstathios Loizos** was appointed to our Board of Directors in July 2010. Mr. Loizos was also director of Navios Partners from October 2007 until June 2010. In October 2008, Mr. Loizos joined the Managing Team of ION S.A., a leading Greek chocolate and cocoa group of companies, with the responsibility of supervising MABEL S.A., one of the affiliated companies of the group. In June 2010, Mr. Loizos was appointed to the Board of Directors of ION S.A. and assumed enlarged executive responsibilities within the group. In May 2010, Mr. Loizos was elected as a member of the Board of Directors of IOBE (Foundation of Economic and Industrial Research). Between 2001 and 2008, Mr. Loizos served as the General Manager and a member of the Board of Directors of ELSA S.A., a Greek steel packaging company, and also as the Vice Chairman of the Board of Directors of its affiliated company ATLAS S.A. From 2005 to 2007, Mr. Loizos served as the President of the International Packaging Association and as the Vice President of the Greek Association of Steel Packaging Manufacturers. He is one of the founders and Vice Chairman of the Board of Directors of Facility Plus which is engaged in the field of property & facility management. Mr. Loizos received a Maitrise en Sciences Economiques from the University of Strasbourg and an M.B.A. in Finance from New York University. Mr. Loizos also serves as Chairman of the Audit Committee and chairman of the Compensation Committee. Mr. Loizos is an independent director.

**George Malanga** has been a member of our Board of Directors since April 2010. He is currently serving as the Chief Credit Officer of BNY Mellon. Mr. Malanga has held a variety of positions during his 25 year tenure with the bank. He began his banking career in various relationship management roles before moving to risk management in 2000. Mr. Malanga has served in roles with increased responsibility in credit risk management over the past 12 years. His credit risk experience includes head of asset recovery, head of domestic corporate credit and currently as Chief Credit Officer of BNY Mellon. Mr. Malanga is a member of BNY Mellon's Operating Committee and holds a Bachelor's Degree in Business Administration from Rutgers College and an M.B.A. in Finance from New York University. Mr. Malanga also serves as a member of the Audit Committee and the Nominating and Governance Committee. Mr. Malanga is an independent director.

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### **B. Compensation**

The aggregate annual compensation (salaries and bonus) paid to our current executive officers was approximately \$6.5 million for the year ended December 31, 2012. We also made contributions for our executive officers to a 401(k) in an aggregate amount of approximately \$0.1 million. In December 2006, our shareholders approved the adoption of the Navios Maritime Holdings Inc. 2006 Employee, Directors and Consultants Stock Plan (the "2006 Plan"). The 2006 Plan authorizes the issuance of stock grants to our employees, directors and consultants in such amounts and pursuant to such terms as may be determined by the Board of Directors at the time of the grant.

On October 18, 2007 and December 16, 2008, the Compensation Committee of the Board of Directors authorized the issuance of restricted common stock, restricted stock units and stock options in accordance with the Company's stock option plan for its employees, officers and directors. The Company awarded shares of restricted common stock and restricted stock units to its employees, officers and directors and stock options to its officers and directors, based on service conditions only, which vest over two years and three years, respectively.

On December 17, 2009 and December 16, 2010, the Company authorized the issuance of shares of restricted common stock, restricted stock units and stock options in accordance with the Company's stock option plan for its employees, officers and directors. The awards on December 17, 2009 and December 16, 2010, of restricted common stock and restricted stock units to its employees, officers and directors, vest over three years. On December 5, 2011, the Company authorized the issuance of shares of restricted common stock, restricted stock units and stock options in accordance with the Company's stock option plan for its employees, officers and directors, which vest over three years.

On December 20, 2012, the Company authorized: (i) the issuance of shares of restricted common stock, restricted stock units and stock options in accordance with the Company's stock option plan for its employees, officers and directors, which vest over three years; and (ii) the issuance of shares of restricted common stock, restricted stock units and stock options in accordance with the Company's stock option plan for its employees, officers and directors, which vest upon achievement of internal performance criteria and completion of a service period on April 30, 2014. This restriction lapses in two or three equal tranches, respectively, over the requisite service periods, of one, two and three years from the grant date. Stock options have been granted to executives and directors only and vest: (i) in three equal tranches over the requisite service periods of one, two and three years from the grant date; or (ii) upon achievement of internal performance criteria and completion of a service period on April 30, 2014. Each option remains exercisable for seven years after its vesting date.

As of the filing of this Annual Report on Form 20-F: a) 4,908,183 stock options to purchase the Company's common stock have been issued of which 2,349,310 have vested and 290,406 have been exercised at an exercise price of \$3.18 per share; 288,000 options were granted at an exercise price of \$16.75 per share; 571,266 options were granted at an exercise price of \$3.18 per share; 405,365 options were granted at an exercise price of \$5.87 per share; 954,842 options were granted at an exercise price of \$5.15 per share; 1,344,353 options were granted at an exercise price of \$3.81 per share; 1,344,357 options were granted at an exercise price of \$3.44 per share; and b) 3,058,540 shares of restricted stock and restricted stock units have been issued of which 1,447,121 have vested and in the aggregate 55,228 were forfeited during the years from 2007 until 2012.

Non-employee directors receive annual fees in the amount of \$50,000 each plus reimbursement of their out-of-pocket expenses. In addition, the non-executive serving as chairman of the Audit Committee receives an annual fee of \$20,000, the chairman of the Nominating and Governance Committee receives an annual fee of \$17,000, and the chairman of the Compensation Committee receives an annual fee of \$20,000, plus reimbursement of their out-of-pocket expenses.

### **C. Board Practices**

The board of directors of Navios Holdings is divided into three classes with only one class of directors being elected in each year and each class serving a three-year term. In April 2010 and in June 2010, Navios Holdings, following the resignations of Allan Shaw and Rex Harrington, appointed George Malanga and Efstathios Loizos to its Board of Directors, respectively. The term of office of the first class of directors, consisting of John Stratakis, George Malanga and Efstathios Loizos will expire in December 2013. The term of office of the second class of directors, consisting of Ted C. Petrone and Spyridon Magoulas, will expire in December 2013. The term of office of the third class of directors, consisting of Angeliki Frangou and Vasiliki Papaefthymiou, will expire in November 2014. No directors are entitled to any benefits upon termination of their term.

The board of directors has established an audit committee of three independent directors. The audit committee is governed by a written charter, which was approved by the board of directors. One of the members of the audit committee is an audit committee financial expert for purposes of SEC rules and regulations. The audit committee, among other things, reviews our external financial reporting, engages our external auditors, approves all fees paid to auditors and oversees our internal audit activities and procedures and the adequacy of our internal accounting controls. Our audit committee is comprised of Messrs. George Malanga, Efstathios Loizos and Spyridon Magoulas, and our audit committee financial

expert is Mr. Efstathios Loizos.

The board of directors has established a nominating and governance committee of three independent directors, Messrs. John Stratakis, who serves as a Chairman, Spyridon Magoulas and George Malanga. This committee is governed by a written charter, which was approved by the board of directors. The nominating and governance committee is responsible for providing assistance to the board of directors in fulfilling its responsibility to the Company's stockholders relating to the Company's nominating procedures and practices for appointing officers and directors as well as the Company's oversight, analysis and recommendations with respect to corporate governance and best practices, and the Company's process for monitoring compliance with laws and regulations.

The board of directors has established a compensation committee of three independent directors, Messrs. Efstathios Loizos, who serves as a Chairman, Spyridon Magoulas and John Stratakis. The compensation committee is governed by a written charter, which was approved by the board of directors. The compensation committee is responsible for reviewing and approving the compensation of the Company's executive officers, for establishing, reviewing and evaluating, in consultation with senior management, the long-term strategy of employee compensation and approving any material change to existing compensation plans.

#### ***D. Employees***

Navios Holdings crews its vessels primarily with Greek, Ukrainian, Georgian, Filipino, Polish and Russian officers and Filipino, Georgian, Bulgarian and Ukrainian seamen. Navios Holdings' fleet manager is responsible for selecting its Greek officers, who are hired by Navios Holdings' vessel-owning subsidiaries. Other nationalities are referred to Navios Holdings' fleet manager by local crewing agencies. Navios Holdings is also responsible for travel and payroll of the crew. The crewing agencies handle each seaman's training. Navios Holdings requires that all of its seamen have the qualifications and licenses required to comply with international regulations and shipping conventions.

Navios Logistics crews its fleet with Argentine, Brazilian and Paraguayan officers and seamen. Navios Logistics' fleet managers are responsible for selecting the crew.

With respect to shore-side employees, as of December 31, 2012, Navios Holdings and its subsidiaries employ 130 employees in its Piraeus, Greece office, 12 employees in its New York office and nine employees in its Antwerp, Belgium office and two employees in its Monaco office. Navios Logistics employs 43 employees in its Asuncion, Paraguay offices, with 48 employees at the port facility in San Antonio, Paraguay, 123 office employees in the Buenos Aires, Argentina office, six employees in its Montevideo, Uruguay office, with an additional 135 employees at the port facility in Nueva Palmira, Uruguay and 12 employees in its office in Corumba, Brazil.



**Table of Contents****E. Share Ownership**

The following table sets forth information regarding the beneficial ownership of the common stock of Navios Holdings as of April 22, 2013, based on 103,242,957 shares of common stock outstanding as of such day, by each of Navios Holdings' executive officers and directors.

Unless otherwise indicated, Navios Holdings believes that all persons named in the table have sole voting and investment power with respect to all shares of common stock beneficially owned by them.

Name and Address of Beneficial Owner(1)	Amount and Nature of Beneficial Ownership	Percentage of Outstanding Common Stock
Angeliki Frangou <sup>(2)(3)</sup>	25,011,733	23.9%
George Achniotis	*	*
Vasiliki Papaefthymiou	*	*
Anna Kalathakis	*	*
Ted C. Petrone	*	*
Spyridon Magoulas	*	*
John Stratakis	*	*
George Malanga	*	*
Efstathios Loizos	*	*
Leonidas Korres	*	*
Efstratios Desypris	*	*
Ioannis Karyotis	*	*
Shunji Sasada	*	*

\* Less than one percent

(1) The business address of each of the individuals is 85 Akti Miaouli Street, Piraeus Greece 185 38.

(2) Angeliki Frangou has filed a Schedule 13D amendment indicating that she intends, subject to market conditions, to purchase up to \$20.0 million of common stock and as of March 26, 2012, she had purchased approximately \$10.0 million in value of common stock.

(3) The amount and nature of beneficial ownership and the percentage of outstanding common stock includes 1,205,007 options, each for one share, vested but not yet exercised.

The 2006 Plan authorizes the issuance of stock grants to our employees, directors and consultants in such amounts and pursuant to such terms as may be determined by the Board of Directors at the time of the grant.

On October 18, 2007, 288,000 options were granted at an exercise price of \$16.75 per share, on December 16, 2008, 571,266 options were granted at an exercise price of \$3.18, on December 17, 2009, 405,365 options were granted at an exercise price of \$5.87, on December 16, 2010, 954,842 options were granted at an exercise price of \$5.15, on December 5, 2011, 1,344,353 options were granted at an exercise price of \$3.81 and on December 20, 2012, 435,283 options were granted at an exercise price of \$3.44, all based on service conditions only. On December 20, 2012, 909,074 options were granted at an exercise price of \$3.44, based on performance and service conditions.

On June 2, 2010, on July 1, 2010 and on September 9, 2010, 86,328, 15,000 and 29,249 shares, respectively, were issued following the exercise of the options exercised for cash at an exercise price of \$3.18 per share.

On March 1, March 2, March 7, 2011 and June 23, 2011, 18,281, 29,250, 68,047 and 15,000 shares, respectively, were issued following the exercise of the options for cash at an exercise price of \$3.18 per share.

On January 11, 2012 and February 27, 2012, 10,969 and 18,282 shares, respectively, were issued following the exercise of the options for cash at an exercise price of \$3.18 per share.

The service conditions stock options vest in three equal tranches over a three-year period from the grant date and the performance conditions stock options vest upon achievement of internal performance criteria and completion of the requisite service period. Each option remains exercisable seven years after its vesting date.

**Item 7. Major Shareholders and Related Party Transactions**

**A. Major Shareholders**

The following table sets forth information regarding the beneficial ownership of the common stock of Navios Holdings as of April 22, 2013 based on shares of common stock outstanding as of such date of each person known by Navios Holdings to be the beneficial owner of more than 5% of its outstanding shares of common stock based upon the amounts and percentages as are contained in the public filings of such persons. All such stockholders have the same voting rights with respect to their shares of common stock.

Unless otherwise indicated, Navios Holdings believes that all persons named in the table have sole voting and investment power with respect to all shares of common stock beneficially owned by them.

Name	Amount and Nature of Beneficial Ownership	Percentage of Outstanding Common Stock
Angeliki Frangou <sup>(1)</sup>	25,011,733	23.9%

- (1) The amount and nature of beneficial ownership and the percentage of outstanding common stock includes 1,205,007 options, each for one share, vested but not yet exercised.

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### ***B. Related Party Transactions***

***Leases:*** The Company has entered into lease agreements with Goldland Ktimatiki-Ikodomiki-Touristiki Xenodohiaki Anonimos Eteria and Emerald Ktimatiki-Ikodomiki-Touristiki Xenodohiaki Anonimos Eteria, both of which are Greek corporations that are currently majority-owned by Angeliki Frangou, Navios Holdings Chairman and Chief Executive Officer. The lease agreements provide for the leasing of facilities located in Piraeus, Greece to house the operations of most of the Company's subsidiaries. The total annual lease payments are in the aggregate 1.0 million (approximately \$1.3 million) and the lease agreements expire in 2017 and 2019. These payments are subject to annual adjustments starting from the third year, which are based on the inflation rate prevailing in Greece as reported by the Greek State at the end of each year.

***Acropolis:*** The Company utilizes its affiliate company, Acropolis Chartering and Shipping Inc. (Acropolis), as a broker. Navios Holdings has a 50% interest in Acropolis. Although Navios Holdings owns 50% of the stock, the two shareholders have agreed that the earnings and amounts declared by way of dividends will be allocated 35% to the Company with the balance to the other shareholder. As of December 31, 2012 and 2011, the carrying amount of the investment was \$0.4 million and \$0.2 million, respectively. Commissions paid to Acropolis for each of the years ended December 31, 2012, 2011 and 2010 were \$0.1 million, less than \$0.1 million and \$0.2 million, respectively. During the years ended December 31, 2012, 2011 and 2010, the Company received dividends of \$0.1 million, \$0.6 million, and \$1.0 million, respectively. Included in the trade accounts payable at December 31, 2012 and 2011 was an amount of \$0.1 million and \$0.1 million, respectively, which was due to Acropolis.

***Vessels Charter Hire:*** In February 2012, the Company chartered-in from Navios Partners the Navios Apollon, a 2000-built Ultra-Handymax vessel. The term of this charter is approximately two years at a net daily rate of \$12,500 per day for the first year and \$13,500 net per day for the second year, plus 50/50 profit sharing based on actual earnings. In May 2012, the Company chartered-in from Navios Partners the Navios Prosperity, a 2007-built Panamax vessel. The term of this charter is approximately one year at a net daily rate of \$12,000 per day, plus profit sharing. The owners will receive 100% of the first \$1,500 in profits above the base rate, and thereafter all profits will be split 50/50 to each party. In September 2012, the Company chartered-in from Navios Partners the Navios Libra, a 1995-built Panamax vessel. The term of this charter is approximately three years at a net daily rate of \$12,000 per day, plus 50/50 profit sharing based on actual earnings. Total charter hire expense for the three vessels for the year ended December 31, 2012 was \$7.5 million, and was included in the statement of comprehensive income under Time charter, voyage and port terminal expenses.

***Management Fees:*** Pursuant to a management agreement dated November 16, 2007, as amended in 2009 and 2011, Navios Holdings provides commercial and technical management services to Navios Partners' vessels for a daily fixed fee. As of December 31, 2012, the daily fees are \$4,650 per owned Ultra Handymax vessel, \$4,550 per owned Panamax vessel and \$5,650 per owned Capesize vessel until December 31, 2013 and the fixed fee period is until December 31, 2017. This daily fee covers all of the vessels' operating expenses, including the cost of drydock and special surveys. From January 2014 to December 2017, Navios Partners will reimburse Navios Holdings for all of the actual operating costs and expenses in connection with the management of Navios Partners' fleet. Total management fees for the years ended December 31, 2012, 2011 and 2010 amounted to \$31.7 million, \$26.3 million and \$19.7 million, respectively.

Pursuant to a management agreement dated May 28, 2010, as amended in 2010 and 2012, for five years from the closing of Navios Acquisition's initial vessel acquisition, Navios Holdings provides commercial and technical management services to Navios Acquisition's vessels for a daily fee of \$6,000 per owned MR2 product tanker and chemical tanker vessel, \$7,000 per owned LR1 product tanker vessel and \$10,000 per owned VLCC vessel. This daily fee covers all of the vessels' operating expenses, other than certain extraordinary fees and costs. Actual operating costs and expenses will be determined in a manner consistent with how the initial fixed fees were determined. Drydocking expenses will be fixed under this agreement for up to \$0.3 million per vessel and will be reimbursed at cost for VLCC vessels. Total management fees for the years ended December 31, 2012, 2011 and 2010 amounted to \$47.0 million, \$35.7 million and \$9.8 million, respectively. As of March 30, 2012, Navios Acquisition may, upon request, reimburse the manager partially or fully for drydocking and other extraordinary fees and expenses under the management agreement at a later date, but not later than January 4, 2014, bearing interest of 1% over LIBOR. As of September 28, 2012, Navios Acquisition may, upon request, reimburse the manager partially or fully for any fixed management fees outstanding for a period of not more than nine months at a later date, but no later than December 31, 2014, bearing interest of 1% over LIBOR. The management fees have been eliminated upon consolidation of Navios Acquisition through March 30, 2011.

***General and Administrative Expenses:*** Pursuant to the administrative services agreement dated November 16, 2007, as amended in 2011, Navios Holdings provides administrative services to Navios Partners. Such services include: bookkeeping, audit and accounting services, legal and insurance services, administrative and clerical services, banking and financial services, advisory services, client and investor relations and other services. Navios Holdings is reimbursed for reasonable costs and expenses incurred in connection with the provision of these services. Total general and administrative fees charged for the years ended December 31, 2012, 2011 and 2010 amounted to \$3.9 million, \$3.4 million and \$2.8 million, respectively.

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On May 28, 2010, Navios Acquisition entered into an administrative services agreement, expiring May 28, 2015, with Navios Holdings, pursuant to which Navios Holdings provides office space and certain administrative management services to Navios Acquisition which include: bookkeeping, audit and accounting services, legal and insurance services, administrative and clerical services, banking and financial services, advisory services, client and investor relations and other. Navios Holdings is reimbursed for reasonable costs and expenses incurred in connection with the provision of these services. Total general and administrative fees charged for the years ended December 31, 2012, 2011 and 2010 amounted to \$2.1 million, \$1.5 million and \$0.4 million, respectively. The general and administrative fees have been eliminated upon consolidation of Navios Acquisition through March 30, 2011.

On April 12, 2011, Navios Holdings entered into an administrative services agreement with Navios Logistics for a term of five years, pursuant to which Navios Holdings will provide certain administrative management services to Navios Logistics. Such services include bookkeeping, audit and accounting services, legal and insurance services, administrative and clerical services, banking and financial services, advisory services, client and investor relations and other. Navios Holdings is reimbursed for reasonable costs and expenses incurred in connection with the provision of these services. Total general and administrative fees charged for the years ended December 31, 2012, 2011 and 2010 amounted to \$0.6 million, \$0.4 million and \$0, respectively, which have been eliminated upon consolidation of Navios Acquisition.

**Navios Partners Guarantee:** Contemporaneously with the credit default insurance restructuring, the Company entered into an agreement to provide supplemental charter insurance to Navios Partners. The agreement provided Navios Partners with guarantees against counterparty default on certain existing charters, which had previously been covered by the credit default insurance for the same vessels, same periods and same amounts. The supplemental charter insurance covers \$76.7 million of aggregate future charter payments and provides for a maximum possible payout of \$20.0 million by the Company to Navios Partners. Premiums that are calculated on the same basis as the restructured credit default insurance are included in the management fee that is paid by Navios Partners to Navios Holdings pursuant to the management agreement. As of December 31, 2012, no claims had been submitted to Navios Holdings.

**Balance Due from Affiliates:** Balance due from affiliate as of December 31, 2012 amounted to \$108.5 million (December 31, 2011: \$49.4 million) which included the current amounts due from Navios Partners and Navios Acquisition, of \$21.7 million and \$29.1 million, respectively, and the non-current amount of \$57.7 million due from Navios Acquisition. The remaining balances mainly consisted of management fees, administrative fees, drydocking and other expenses and other amounts payable.

**Omnibus Agreements:** Navios Holdings entered into an omnibus agreement with Navios Partners (the Partners Omnibus Agreement ) in connection with the

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closing of Navios Partners' IPO governing, among other things, when Navios Holdings and Navios Partners may compete against each other as well as rights of first offer on certain drybulk carriers. Pursuant to the Partners Omnibus Agreement, Navios Partners generally agreed not to acquire or own Panamax or Capesize drybulk carriers under time charters of three or more years without the consent of an independent committee of Navios Partners. In addition, Navios Holdings agreed to offer to Navios Partners the opportunity to purchase vessels from Navios Holdings when such vessels are fixed under time charters of three or more years. The Partners Omnibus Agreement was amended in June 2009 until June 29, 2011.

Navios Acquisition entered into an omnibus agreement (the "Acquisition Omnibus Agreement") with Navios Holdings and Navios Partners in connection with the closing of Navios Acquisition's initial vessel acquisition, pursuant to which, among other things, Navios Holdings and Navios Partners agreed not to acquire, charter-in or own liquid shipment vessels, except for container vessels and vessels that are primarily employed in operations in South America, without the consent of an independent committee of Navios Acquisition. In addition, Navios Acquisition, under the Acquisition Omnibus Agreement, agreed to cause its subsidiaries not to acquire, own, operate or charter drybulk carriers subject to specific exceptions. Under the Acquisition Omnibus Agreement, Navios Acquisition and its subsidiaries granted to Navios Holdings and Navios Partners, a right of first offer on any proposed sale, transfer or other disposition of any of its drybulk carriers and related charters owned or acquired by Navios Acquisition. Likewise, Navios Holdings and Navios Partners agreed to grant a similar right of first offer to Navios Acquisition for any liquid shipment vessels it might own. These rights of first offer will not apply to a (a) sale, transfer or other disposition of vessels between any affiliated subsidiaries, or pursuant to the terms of any charter or other agreement with a counterparty, or (b) merger with or into, or sale of substantially all of the assets to, an unaffiliated third party.

***Sale of Vessels and Sale of Rights to Navios Partners:*** Upon the sale of vessels to Navios Partners, Navios Holdings recognizes the gain immediately in earnings only to the extent of the interest in Navios Partners owned by third parties and defers recognition of the gain to the extent of its own ownership interest in Navios Partners (the "deferred gain"). Subsequently, the deferred gain is amortized to income over the remaining useful life of the vessel. The recognition of the deferred gain is accelerated in the event that (i) the vessel is subsequently sold or otherwise disposed of by Navios Partners or (ii) the Company's ownership interest in Navios Partners is reduced. In connection with the public offerings of common units by Navios Partners, a pro rata portion of the deferred gain is released to income upon dilution of the Company's ownership interest in Navios Partners. For the vessels sold to Navios Partners see Notes 7 and 19 to the audited consolidated financial statements of Navios Holdings for the year ended December 31, 2012, included elsewhere in this document. As of December 31, 2012 and 2011, the unamortized deferred gain for all vessels and rights sold totaled \$28.5 million and \$41.0 million, respectively, and for the years ended December 31, 2012, 2011 and 2010, Navios Holdings recognized \$12.7 million, \$12.0 million and \$18.7 million, respectively, of the deferred gain in Equity in net earnings of affiliated companies.

***Conversion of Navios Partners Units:*** On January 1, 2012, all of the outstanding subordinated units converted into 7,621,843 common units of Navios Partners (excluding the Series A Subordinated Units, which are a separate class of subordinated units) (the "Conversion"). The Company concluded that the Conversion resulted in a change in the form of its investment in Navios Partners that was a reconsideration event pursuant to ASC 323-10-15-16a. In connection with that reconsideration, the Company concluded that the common units of Navios Partners, which prior to January 1, 2012 did not meet the definition of common stock or in-substance common stock, met the definition of in-substance common stock starting January 1, 2012. Although the common units continued to enjoy certain preferences by comparison to the Series A Subordinated Units, the Series A Subordinated Units constituted a small portion of the capital structure of Navios Partners and, as such, the liquidation preference was not considered to be substantive under ASC 323-10-15-13a. In addition, at the time of the reconsideration, it was known that the Series A Subordinated Units would themselves automatically convert to common units of Navios Partners on June 29, 2012. Accordingly, the Company concluded that the risk and reward profile of the common units and Series A Subordinated Units were substantially the same in accordance with ASC 323-10-15-13b. As a result, the Company's entire investment in Navios Partners (a portion of which was previously accounted for as available-for-sale securities) is accounted for by the equity method from January 1, 2012. As a result, the carrying value of the available-for-sale securities of \$82.6 million plus the amount reflected in other comprehensive losses of \$6.2 million (in each case, as of December 31, 2011) was reclassified to Investments in Affiliates. On June 29, 2012, the outstanding Series A Subordinated Units converted into 1,000,000 shares of common units which have the same distribution rights as all other common units holders.

### ***Navios Acquisition***

On July 1, 2008, the Company completed the initial public offering, or the IPO, of its subsidiary, Navios Acquisition, a then blank check company. In the offering, Navios Acquisition sold 25,300,000 units for an aggregate purchase price of \$253.0 million. Simultaneously with the completion of the IPO, the Company purchased Private Placement Warrants of Navios Acquisition for an aggregate purchase price of \$7.6 million. Prior to the IPO, Navios Holdings had purchased 8,625,000 units Sponsor Units for a total consideration of \$25,000, of which an aggregate of 290,000 units were transferred to the Company's officers and directors and an aggregate of 2,300,000 Sponsor Units were returned to Navios Acquisition and cancelled upon receipt. Each unit consisted of one share of Navios Acquisition's common stock and one warrant. Navios Acquisition, at the time, was not a controlled subsidiary of the Company but was accounted for under the equity method due to the Company's significant influence over Navios Acquisition.

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On March 31, 2008, Navios Holdings provided a non-interest bearing loan of \$0.5 million to Navios Acquisition, which was repaid in full during 2008.

Navios Holdings had agreed that, until the consummation of a business combination, it would make office space available for use by Navios Acquisition, as well as certain office and secretarial services as may be required from time to time. Navios Acquisition agreed to pay Navios Holdings \$10,000 per month for such services; and the charge was included in general and administrative expenses. Total general and administrative fees charged for the years ended December 31, 2010, 2009 and 2008 amounted to \$0, \$0.1 million and \$0.1 million, respectively.

Following the consummation of its business combination, on May 28, 2010, Navios Acquisition entered into an administrative services agreement, expiring May 28, 2015, with Navios Holdings, pursuant to which Navios Holdings provides office space and certain administrative management services to Navios Acquisition which include: bookkeeping, audit and accounting services, legal and insurance services, administrative and clerical services, banking and financial services, advisory services, client and investor relations and other services.

**Acquisition of Eleven Product Tanker Vessels and Two Chemical Tanker Vessels:** On April 8, 2010, pursuant to the terms and conditions of the Acquisition Agreement by and between Navios Acquisition and Navios Holdings, Navios Acquisition agreed to acquire 13 vessels (11 product tankers and two chemical tankers) plus options to purchase two additional product tankers, for an aggregate purchase price of \$457.7 million.

On May 25, 2010, after its special meeting of stockholders, Navios Acquisition announced the approval of (a) the acquisition of 13 vessels (11 product tankers and two chemical tankers) for an aggregate purchase price of \$457.7 million of which \$128.7 million was to be from existing cash and the \$329.0 million balance from debt financing pursuant to the terms and conditions of the Acquisition Agreement by and between Navios Acquisition and Navios Holdings (the Acquisition Agreement) and (b) certain amendments to Navios Acquisition's amended and restated articles of incorporation.

Following the consummation of the transactions described in the Acquisition Agreement, Navios Holdings was released from all debt and equity commitments for the above vessels and Navios Acquisition reimbursed Navios Holdings for equity payments made prior to the stockholders meeting under the purchase contracts for the vessels, plus all associated payments previously made by Navios Holdings amounting to \$76.5 million.

**Purchase of shares in Navios Acquisition:** Navios Holdings has purchased 6,337,551 shares of Navios Acquisition's common stock for \$63.2 million in open market purchases. Moreover, on May 28, 2010, certain shareholders of Navios Acquisition redeemed 10,021,399 shares upon de-SPAC-ing. As of May 28, 2010,

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following these transactions, Navios Holdings owned 12,372,551 shares, or 57.3%, of the outstanding common stock of Navios Acquisition. At that date, Navios Holdings acquired control over Navios Acquisition, which was consolidated in the financial statements of Navios Holdings from that date. As a result of gaining control, Navios Holdings recognized the effect of \$17.7 million, which represents the fair value of the shares that exceed the carrying value of the Company's ownership of 12,372,551 shares of Navios Acquisition's common stock, in the statements of income under Gain on change in control. On November 19, 2010, following Navios Acquisition public offering of 6,500,000 shares of common stock at \$5.50 per share, Navios Holdings' interest in Navios Acquisition decreased to 53.7%.

Upon obtaining control of Navios Acquisition, the investment in shares of common stock and the investment in warrants were remeasured to fair value resulting in a gain of \$17.7 million recorded in the statements of income under Gain on change in control and a gain of \$5.9 million recorded in the statement of income under Gain on derivatives, respectively. Noncontrolling interest was recognized at fair value, being the number of shares not controlled by the Company at the public share price as of May 28, 2010 of \$6.56, amounting to \$60.5 million. Goodwill amounting to \$13.1 million was recognized representing the residual of Navios Holdings' investment amounting to \$95.2 million, the recognition of noncontrolling interest of \$60.5 million less the fair value of Navios Acquisition's net assets amounting to \$142.6 million on May 28, 2010.

Navios Holdings exchanged 7.7 million shares of Navios Acquisition's common stock it held for non-voting preferred stock of Navios Acquisition pursuant to an Exchange Agreement entered into on March 30, 2011 between Navios Acquisition and Navios Holdings. Following this exchange, Navios Holdings' interest in Navios Acquisition decreased to 45%.

**Navios Acquisition Warrant Exercise Program:** On September 2, 2010, Navios Acquisition announced the successful completion of its warrant program. Under the Warrant Exercise Program, holders of publicly traded warrants had the opportunity to exercise the public warrants on enhanced terms through August 27, 2010. Navios Holdings exercised in cash 13,635,000 private warrants and paid \$77.0 million. Navios Holdings currently holds no other warrants of Navios Acquisition.

**Deconsolidation of Navios Acquisition:** On March 30, 2011, Navios Holdings completed the Navios Acquisition Share Exchange whereby Navios Holdings exchanged 7,676,000 shares of Navios Acquisition's common stock it held for non-voting Series C preferred stock of Navios Acquisition pursuant to an Exchange Agreement entered into on March 30, 2011 between Navios Acquisition and Navios Holdings. The fair value of the exchange was \$30.5 million, which was based on the share price of the publicly traded common shares of Navios Acquisition on March 30, 2011. Immediately after the Navios Acquisition Share Exchange, Navios Holdings' ownership of the outstanding voting stock of Navios Acquisition decreased to 45% and Navios Holdings no longer controlled a majority of the voting power of Navios Acquisition. From that date onwards, Navios Acquisition has been considered an affiliate entity of Navios Holdings and not a controlled subsidiary of the Company, and the investment in Navios Acquisition has been accounted for under the equity method due to the Company's significant influence over Navios Acquisition. Navios Acquisition has been accounted for under the equity method of accounting based on Navios Holdings' economic interest in Navios Acquisition, since the preferred stock is considered to be, in substance, common stock for accounting purposes.

On March 30, 2011, based on the equity method, the Company recorded an investment in Navios Acquisition of \$103.3 million, which represents the fair value of the common stock and Series C preferred stock (in-substance common stock) that were held by Navios Holdings on such date. On March 30, 2011, the Company calculated a loss on change in control of \$35.3 million, which was calculated as the fair value of the Company's equity method investment in Navios Acquisition of \$103.3 million less the Company's 53.7% interest in Navios Acquisition's net assets on March 30, 2011.

**The Navios Holdings Credit Facility:** Navios Acquisition entered into a \$40.0 million credit facility with Navios Holdings in 2010, which was amended in 2010 and 2011. The facility will be available for multiple drawings up to a limit of \$40.0 million, has a margin of LIBOR plus 300 basis points, and matures in December 2014. As of December 31, 2012, the outstanding amount under this facility was \$35.0 million (December 31, 2011: \$40.0 million) and was recorded under Loan receivable from affiliate company.

### **C. Interests of experts and counsel.**

Not applicable.

## **Item 8. Financial Information**

### **A. Consolidated Statements and Other Financial Information**

*Consolidated Financial Statements:* See Item 18.

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**Legal Proceedings:** Navios Holdings is not involved in any legal proceedings that it believes will have a significant effect on its business, financial position, results of operations or liquidity.

From time to time, Navios Holdings may be subject to legal proceedings and claims in the ordinary course of business. It is expected that these claims would be covered by insurance if they involve liabilities such as arise from a collision, other marine casualty, damage to cargoes, oil pollution, death or personal injuries to crew, subject to customary deductibles. Those claims, even if lacking merit, could result in the expenditure of significant financial and managerial resources.

**Dividend Policy:** At the present time, Navios Holdings intends to retain most of its available earnings generated by operations for the development and growth of the business. The declaration and payment of any dividend remains subject to the discretion of the Board of Directors, and will depend on, among other things, Navios Holdings' cash requirements as measured by market opportunities and conditions. In addition, the terms and provisions of our current secured credit facilities and our indenture limit our ability to pay dividends in excess of certain amounts or if certain covenants are not met. (See also Item 5.B. Long-term Debt Obligations and Credit Arrangements. )

On February 20, 2012, the Board of Directors declared a dividend of approximately \$6.1 million for the fourth quarter of 2011 of \$0.06 per common share paid on April 12, 2012 to stockholders of record as of March 22, 2012.

On May 15, 2012, the Board of Directors declared a dividend of approximately \$6.1 million for the first quarter of 2012 of \$0.06 per common share paid on July 3, 2012 to stockholders of record as of June 26, 2012.

On August 20, 2012, the Board of Directors declared a dividend of approximately \$6.1 million for the second quarter of 2012 of \$0.06 per common share paid on October 4, 2012 to stockholders of record as of September 18, 2012.

On November 12, 2012, the Board of Directors declared a dividend of approximately \$6.1 million for the third quarter of 2012 of \$0.06 per common share paid on December 27, 2012 to stockholders of record as of December 18, 2012.

On February 15, 2013, the Board of Directors declared a dividend of approximately \$6.2 million for the fourth quarter of 2012 of \$0.06 per common share paid on March 27, 2013 to stockholders of record on March 20, 2013.



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Not applicable.

**Item 9. Listing Details**

As of February 22, 2007, the Company's common stock and warrants were no longer trading as a unit, and as of such date, the principal trading market for our securities has been the New York Stock Exchange ( NYSE ) under the symbols NM for our common stock and NMWS for our warrants. On December 9, 2008, our publicly traded warrants expired and ceased to be publicly traded. For the period from November 3, 2005 to February 22, 2007 our common stock, warrants and units were trading on the Nasdaq National Market ( NASDAQ ) under the symbols BULK , BULKW and BULKU , respectively. Prior to November 3, 2005, the principal trading market of our securities was the Over-The-Counter Bulletin Board ( OTCBB ).

The following table sets forth, for the periods indicated, the reported high and low market prices of our common stock, warrants and units on the New York Stock Exchange.

On April 23, 2013, the closing price of our common stock was \$4.13. The quotations listed below reflect high and low market prices, without retail markup, markdown or commission, and may not necessarily represent actual transactions:

(a) For the five most recent full financial years: the annual high and low market prices:

Year Ended	Common Stock		Warrants (*)	
	High	Low	High	Low
December 31, 2012	\$ 4.49	\$ 3.08	\$	\$
December 31, 2011	\$ 5.99	\$ 2.88	\$	\$
December 31, 2010	\$ 7.55	\$ 4.38	\$	\$
December 31, 2009	\$ 6.60	\$ 1.68	\$	\$
December 31, 2008	\$ 14.95	\$ 1.10	\$ 9.91	\$ 0.01

(\*) The warrants ceased to be publicly traded upon their expiration on December 9, 2008.

(b) For the two most recent full financial years and any subsequent period: the high and low closing prices for each financial quarter:

Quarter Ended	Common Stock	
	High	Low
March 31, 2013	\$ 4.65	\$ 3.40
December 31, 2012	\$ 4.15	\$ 3.26
September 30, 2012	\$ 4.08	\$ 3.26
June 30, 2012	\$ 4.25	\$ 3.08
March 31, 2012	\$ 4.49	\$ 3.41
December 31, 2011	\$ 4.20	\$ 2.88
September 30, 2011	\$ 5.24	\$ 2.88
June 30, 2011	\$ 5.99	\$ 4.82
March 31, 2011	\$ 5.80	\$ 4.76

(c) For the most recent six months: the high and low closing prices for each month:

Month Ended	Common Stock	
	High	Low
March 2013	\$ 4.65	\$ 3.69

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February 2013	\$ 3.98	\$ 3.59
January 2013	\$ 3.83	\$ 3.40
December 2012	\$ 3.87	\$ 3.26
November 2012	\$ 4.15	\$ 3.35
October 2012	\$ 3.99	\$ 3.50

### **Item 10. Additional Information**

#### ***A. Share Capital***

Not applicable.

#### ***B. Memorandum of articles of association***

Please refer to Exhibit 3.1 of Form F-1, filed with the Securities and Exchange Commission ( SEC ) on November 2, 2005 with file number 333-129382; Exhibit 99.1 of Form 6-K, filed on January 17, 2007 with file number 000-51047, which the Company hereby incorporates by reference and the following filings on Form 6-K (file number 001-33311) filed with the SEC : Exhibit 99.2 of Form 6-K filed on October 6, 2008; Exhibit 3.1 of Form 6-K filed on July 7, 2009; Exhibit 3.1 of Form 6-K filed on September 22, 2009; Exhibit 3.1 of Form 6-K filed on September 24, 2009; Exhibit 3.1 of Form 6-K filed on February 4, 2010; Exhibit 1.1 of Form 6-K filed on November 15, 2010; Exhibit 1.1 of Form 6-K filed on December 22, 2010, each of which the Company hereby incorporates by reference.

#### ***C. Material Contracts***

Please refer to Item 4.B for a discussion of our option agreements to purchase 11 chartered-in vessels and to Item 5.F for a discussion of the long-term debt, the operating lease obligations and the rent obligations. Other than these agreements, the Company has no material contracts, other than the contracts entered into in the ordinary course of business, to which the Company or any of its subsidiaries is a party.

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### ***D. Exchange controls***

Under the laws of the Marshall Islands, Uruguay, Liberia, Panama, Belgium, Luxembourg, Malta, Brazil, Paraguay, Cayman Islands, Hong Kong and the British Virgin Islands, the countries of incorporation of the Company and its subsidiaries, there are currently no restrictions on the export or import of capital, including foreign exchange controls, or restrictions that affect the remittance of dividends, interest or other payments to non-resident holders of our common stock.

In the case of Argentina, however, it should be noted that since the year 2001, local authorities have established certain foreign exchange restrictions that affect the export or import of capital. Such restrictions have been progressively eased since 2003 but have not been eliminated. Additionally, there can be no assurance that local authorities in Argentina will not modify such regulations.

### ***E. Taxation***

#### **Marshall Islands Tax Considerations**

Navios Holdings is incorporated in the Marshall Islands. Under current Marshall Islands law, Navios Holdings will not be subject to tax on income or capital gains, and no Marshall Islands withholding tax will be imposed upon payments.

#### **Other Tax Jurisdictions**

Certain of Navios Holdings' subsidiaries are incorporated in countries which impose taxes, such as Malta and Belgium, however such taxes are immaterial to Navios Holdings' operations.

Certain of the Company's subsidiaries are registered as Law 89 companies in Greece. These Law 89 companies are exempt from Greek income tax on their income derived from certain activities related to shipping. Since all the Law 89 companies conduct only business activities that qualify for the exemption of Greek income tax, no provision has been made for Greek income tax with respect to income derived by these Law 89 companies from their business operations in Greece.

As of January 1, 2013, foreign flagged vessels that are managed by Greek or foreign ship management companies in Greece are subject to Greek tonnage tax. The payment of tonnage tax exhausts the tax liability of the foreign ship owning company against any tax, duty, charge or contribution payable on income from the exploitation of the foreign flagged vessel.

Additionally, under a new tax bill ratified on January 14, 2013, an annual contribution, referring only to fiscal years 2012-2015, was imposed on offices or branches of foreign enterprises that have been established in Greece and are engaged in the exploitation, chartering, insurance, average (damage) settlements, purchase, chartering or shipbuilding brokerage, or chartering of insurance of ships under Greek or foreign flag, as well as the representation of ship-owner companies or undertakings, whose object is identical to the abovementioned activities. This contribution is imposed on the total amount of imported foreign exchange, calculated on a minimum \$50,000. The impact of this new tax bill is not expected to be material to Navios Holdings' operations.

Navios Logistics subsidiaries are incorporated in countries which impose taxes, such as Argentina, Uruguay, Brazil and Paraguay. Income tax liabilities for the current and prior periods relating to the Argentinean subsidiaries are measured at the amount expected to be paid to the taxation authorities using a tax rate of 35% on the taxable net income. Tax rates and tax laws used to assess the income tax liability are those that are effective on the close of the fiscal period. Additionally, at the end of the fiscal year local companies in Argentina have to calculate an assets tax ( Impuesto a la Ganancia Mínima Presunta or Alternative Minimum Income Tax). This tax is supplementary to income tax and is calculated by applying the effective tax rate of 1% over the gross value of the corporate assets (based on tax law criteria). The subsidiaries' tax liabilities will be the higher of income tax or Alternative Minimum Tax. However, if the Alternative Minimum Tax exceeds income tax during any fiscal year, such excess may be computed as a prepayment of any income tax excess over the Alternative Minimum Tax that may arise in the next ten fiscal years. Relating to the Paraguayan subsidiaries there are two possible options to determine the income tax liability. In the first option income tax liabilities for the current and prior periods are measured at the amount expected to be paid to the taxation authorities, using the tax rate of 10% on the fiscal profit and loss. 50% of revenues derived from international freights are considered Paraguayan sourced (and therefore taxed) if carried between Paraguay and Argentina, Bolivia, Brazil or Uruguay. In any other case, only 30% of revenues derived from international freights are considered Paraguayan sourced. Companies whose operations are considered international freights can choose to pay income taxes on their revenues at an effective tax rate of 1% on such revenues, without considering any other kind of adjustments. Fiscal losses, if any, are neither deducted nor carried forward.

#### **Federal Income Tax Consequences**

**General**

The following discussion addresses certain United States federal income tax aspects of our business and considerations for the holders of our common stock. It does not address other tax aspects (including issues arising under state, local and foreign tax laws other than the Marshall Islands), nor does it attempt to address the specific circumstances of any particular stockholder of Navios Holdings.

## United States Federal Income Tax Considerations

### Taxation of Operating Income: In General

Navios Holdings is incorporated under the laws of the Marshall Islands. Accordingly, it is taxed as a foreign corporation by the United States. If Navios Holdings were taxed as a United States corporation, it could be subject to substantially greater United States income tax than contemplated below. See Risk Factors.

In general, a foreign corporation is subject to United States tax on income that is treated as derived from U.S. source income or that is effectively connected income. Based on its current plans, however, Navios Holdings expects that its income from sources within the United States will be international shipping income that qualifies for exemption from United States federal income taxation under Section 883 of the Code and the Shipping and Aircraft Agreement between the United States and the Marshall Islands, and that it will have no effectively connected income. Accordingly, Navios Holdings does not expect to be subject to federal income tax on any of its income.

If Navios Holdings is taxed as a foreign corporation and the benefits of Code Section 883 and the Shipping and Aircraft Agreement are unavailable, Navios Holdings' United States source shipping income that is not effectively connected income would be subject to a four percent (4%) tax imposed by Section 887 of the Code on a gross basis, without the benefit of deductions. Navios Holdings believes that no more than fifty percent (50%) of Navios Holdings' shipping income would be treated as United States source shipping income because, under Navios Holdings' current business plan, its shipping income will be attributable to transportation which does not both begin and end in the United States. Thus, the maximum effective rate of United States federal income tax on Navios Holdings' shipping income would never exceed two percent (2%) of gross income under the four percent (4%) gross basis tax regime.

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To the extent the benefits of Code Section 883 exemption are unavailable and Navios Holdings' international shipping income is considered to be effectively connected income, such income, net of applicable deductions, would be subject to the United States federal corporate income tax. United States corporate income tax would also apply to any other effectively connected income of Navios Holdings and to Navios Holdings' worldwide income if it were taxed as a domestic corporation. This could result in the imposition of a tax of up to 35% on Navios Holdings' income, except to the extent that Navios Holdings were able to take advantage of more favorable rates that may be imposed on shipping income of domestic corporations or foreign corporations. In addition, as a foreign corporation, Navios Holdings could potentially be subject to the thirty percent (30%) branch profits tax on effectively connected income, as determined after allowance for certain adjustments, and on certain interest paid or deemed paid attributable to the conduct of its United States trade or business. Since Navios Holdings does not intend to have any vessel sailing to or from the United States on a regularly scheduled basis, Navios Holdings believes that none of its international shipping income will be effectively connected income.

### **United States Taxation of Gain on Sale of Vessels**

Regardless of whether Navios Holdings qualifies for exemption under Code Section 883, it will not be subject to United States federal income taxation with respect to gain realized on a sale of a vessel, provided that the sale is considered to occur outside of the United States as defined under United States federal income tax principles. In general, a sale of a vessel will be considered to occur outside of the United States for this purpose if title to the vessel, and risk of loss with respect to the vessel, pass to the buyer outside of the United States. It is expected that any sale of a vessel by Navios Holdings will be considered to occur outside of the United States.

### **United States Federal Income Taxation of U.S. Holders**

As used herein, the term "U.S. Holder" means a beneficial owner of common stock who:

is an individual United States citizen or resident, a United States corporation or other United States entity taxable as a corporation, an estate of which the income is subject to United States federal income taxation regardless of its source, or a trust if a court within the United States is able to exercise primary jurisdiction over the administration of the trust and one or more United States persons have the authority to control all substantial decisions of the trust;

owns Navios Holdings common stock as a capital asset; and

owns less than ten percent (10%) of Navios Holdings' common stock for United States federal income tax purposes.

If a partnership holds Navios Holdings common stock, the tax treatment of a partner will generally depend upon the status of the partner and upon the activities of the partnership. If you are a partner in a partnership holding Navios Holdings common stock, you should consult your tax advisor.

### **Tax Treatment of Common Stock**

#### **Distributions**

Subject to the discussion of passive foreign investment companies (PFICs) below, distributions made by Navios Holdings with respect to Navios Holdings common stock to a U.S. Holder will generally constitute dividends to the extent of Navios Holdings' current or accumulated earnings and profits, as determined under United States federal income tax principles, and will be included in the U.S. Holder's gross income.

Distributions in excess of such earnings and profits will first be treated as a non-taxable return of capital to the extent of the U.S. Holder's tax basis in his common stock on a dollar-for-dollar basis and thereafter as capital gain. Because Navios Holdings is not a United States corporation, U.S. Holders that are corporations will not be entitled to claim dividends and receive deductions with respect to any distributions it receives from Navios Holdings. Dividends paid with respect to Navios Holdings' common stock will generally be treated as "passive income" for purposes of computing allowable foreign tax credits for United States foreign tax credit purposes.

Dividends paid on Navios Holdings common stock to a U.S. Holder who is an individual, trust or estate, a U.S. Non-Corporate Holder, will, under current law, generally be treated as "qualified dividend income" that is taxable to such U.S. Non-Corporate Holder at preferential tax rates, provided that (1) the common stock is readily tradable on an established securities market in the United States (such as the New York Stock

Exchange); (2) the dividend income is not required to be included in gross income under the controlled foreign corporation rules; (3) Navios Holdings is not a passive foreign investment company for the taxable year during which the dividend is paid or the immediately preceding taxable year (which Navios Holdings does not believe it is or will be); (4) the U.S. Non-Corporate Holder has owned the common stock for more than sixty (60) days in the 121-day period beginning sixty (60) days before the date on which the common stock becomes ex-dividend; and (5) the U.S. Non-Corporate Holder is under no obligation to make related payments with respect to positions in substantially similar or related property. Special rules may apply to any extraordinary dividend which is generally, a dividend in an amount equal to or in excess of ten percent of a stockholder's adjusted basis in a share of common stock paid by Navios Holdings. If Navios Holdings pays an extraordinary dividend on its common stock that is treated as qualified dividend income, then any loss derived by a U.S. Non-Corporate Holder from the sale or exchange of such common stock will be treated as long-term capital loss to the extent of such dividend.

There is no assurance that any dividends paid on Navios Holdings common stock will be eligible for these preferential rates in the hands of a U.S. Non-Corporate Holder, although Navios Holdings believes that they will be so eligible. Any dividends out of earnings and profits Navios Holdings pays, which are not eligible for these preferential rates, will be taxed as ordinary income to a U.S. Non-Corporate Holder.

#### **Sale, Exchange or Other Disposition of Common Stock**

Assuming Navios Holdings does not constitute with respect to a U.S. Holder a passive foreign investment company for any taxable year, a U.S. Holder generally will recognize taxable gain or loss upon a sale, exchange or other disposition of Navios Holdings common stock in an amount equal to the difference between the amount realized by the US Holder from such sale, exchange or other disposition and the U.S. Holder's tax basis in such stock. Such gain or loss will be treated as long-term capital gain or loss if the U.S. Holder's holding period is greater than one year at the time of the sale, exchange or other disposition. Such capital gain or loss will generally be treated as United States source income or loss, as applicable, for United States foreign tax credit purposes. Long-term capital gains of US Non-Corporate Holders are eligible for reduced rates of taxation. A U.S. Holder's ability to deduct capital losses is subject to certain limitations. See United States Federal Income Tax Considerations above for a discussion of certain tax basis and holding period issues related to Navios Holdings common stock.

#### **Passive Foreign Investment Company Status and Significant Tax Consequences**

Special United States federal income tax rules apply to a U.S. Holder that holds stock in a foreign corporation classified as a passive foreign investment company for United States federal income tax purposes. A foreign corporation will be a foreign passive investment company if 75% or more of its gross income for a taxable year is treated as passive income, or if the average percentage of assets held by such corporation during a taxable year which produce or are held to produce passive income is at least 50%. A U.S. Holder of stock in a passive foreign investment company can be subject to current taxation on undistributed income of such company or to other adverse tax results if it does not elect to be subject to such current taxation.

Navios Holdings believes that it will not be a passive foreign investment company because it believes that its shipping income is not passive income and most of its assets will be held for the production of non-passive income.

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Since there is no legal authority directly on point, however, the IRS or a court could disagree with Navios Holdings' position and treat its shipping income and/or shipping assets as passive income or as producing or held to produce passive income. In addition, although Navios Holdings intends to conduct its affairs in a manner that would avoid Navios Holdings being classified as a passive foreign investment company with respect to any taxable year, it cannot ensure that the nature of its operations will not change in the future.

### **United States Federal Income Taxation of Non-U.S. Holders**

A beneficial owner of common stock (other than a partnership) that is not a U.S. Holder is referred to herein as a Non-U.S. Holder.

#### ***Dividends on Common Stock***

Non-U.S. Holders generally will not be subject to United States federal income tax or withholding tax on dividends received with respect to Navios Holdings common stock, unless that income is effectively connected with the Non-U.S. Holder's conduct of a trade or business in the United States. If the Non-U.S. Holder is entitled to the benefits of a United States income tax treaty with respect to those dividends, that income is taxable only if it is attributable to a permanent establishment maintained by the Non-U.S. Holder in the United States. In the event that Navios Holdings were to be taxed as a United States corporation, dividends received by Non-U.S. Holders could be subject to United States withholding tax. See discussion above under "United States Tax Consequences - Taxation of Operating Income: In General."

#### **Sale, Exchange or other Disposition of Common Stock**

Non-U.S. Holders generally will not be subject to United States federal income tax or withholding tax on any gain realized upon the sale, exchange or other disposition of Navios Holdings' common stock, unless:

the gain is effectively connected with the Non-U.S. Holder's conduct of a trade or business in the United States (and, if the Non-U.S. Holder is entitled to the benefits of an income tax treaty with respect to that gain, that gain is attributable to a permanent establishment maintained by the Non-U.S. Holder in the United States); or

the Non-U.S. Holder is an individual who is present in the United States for 183 days or more during the taxable year of disposition or is otherwise treated as a United States resident for income tax purposes and other conditions are met.

If the Non-U.S. Holder is engaged in a United States trade or business for United States federal income tax purposes, the income from the common stock, including dividends and the gain from the sale, exchange or other disposition of the stock, that is effectively connected with the conduct of that trade or business, will generally be subject to regular United States federal income tax in the same manner as discussed in the previous section relating to the taxation of U.S. Holders. In addition, if the shareholder is a corporate Non-U.S. Holder, the shareholder's earnings and profits that are attributable to the effectively connected income, which are subject to certain adjustments, may be subject to an additional branch profits tax at a rate of thirty percent (30%), or at a lower rate as may be specified by an applicable income tax treaty.

#### **Backup Withholding and Information Reporting**

In general, dividend payments or other taxable distributions, made within the United States to the shareholder, will be subject to information reporting requirements if the shareholder is a non-corporate U.S. Holder. Such payments or distributions may also be subject to backup withholding tax if the shareholder is a non-corporate U.S. Holder and:

fails to provide an accurate taxpayer identification number;

is notified by the IRS that the shareholder failed to report all interest or dividends required to be shown on the shareholder's federal income tax returns; or



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in certain circumstances, fails to comply with applicable certification requirements.

Non-US Holders may be required to establish their exemption from information reporting and backup withholding by certifying their status on IRS Form W-8ECI or W-8IMY, as applicable.

If the shareholder is a Non-U.S. Holder and sells the Non-U.S. Holder's common stock to or through a United States office of a broker, the payment of the proceeds is subject to both United States backup withholding and information reporting unless the Non-U.S. Holder certifies that the Non-U.S. Holder is a non-United States person, under penalties of perjury, or otherwise establishes an exemption. If the Non-U.S. Holder sells common stock through a non-United States office of a non-United States broker and the sales proceeds are paid to the Non-U.S. Holder outside the United States, then information reporting and backup withholding generally will not apply to that payment. United States information reporting requirements, but not backup withholding, however, will apply to a payment of sales proceeds, even if that payment is made to the Non-U.S. Holder outside the United States, if the Non-U.S. Holder sells common stock through a non-United States office of a broker that is a United States person or has some other contacts with the United States. Such information reporting requirements will not apply, however, if the broker has documentary evidence in its records that the shareholder is a non-United States person and certain other conditions are met, or otherwise establishes an exemption.

The conclusions expressed above are based on current United States tax law. Future legislative, administrative or judicial changes or interpretations, which can apply retroactively, could affect the accuracy of those conclusions.

The discussion does not address all of the tax consequences that may be relevant to particular taxpayers in light of their personal circumstances or to taxpayers subject to special treatment under the Code. Such taxpayers include non-US persons, insurance companies, tax-exempt entities, dealers in securities, banks and persons who acquired their shares of capital stock pursuant to the exercise of employee options or otherwise as compensation.

### ***F. Dividends and paying agents***

Not applicable.

### ***G. Statement by experts***

Not applicable.

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### ***H. Documents on display***

We file reports and other information with the Securities and Exchange Commission (SEC). These materials, including this annual report and the accompanying exhibits, may be inspected and copied at the public facilities maintained by the SEC at 100 F Street, N.E., Washington, D.C. 20549, or from the SEC's website [www.sec.gov](http://www.sec.gov). You may obtain information on the operation of the public reference room by calling 1-800-SEC-0330 and you may obtain copies at prescribed rates.

### ***I. Subsidiary information***

Not applicable.

## **Item 11. Quantitative and Qualitative Disclosures about Market Risks**

Navios Holdings is exposed to certain risks related to interest rate, foreign currency and charter rate risks. To manage these risks, Navios Holdings uses interest rate swaps (for interest rate risk) and FFAs (for charter rate risk).

### **Interest Rate Risk:**

*Debt Instruments* On December 31, 2012 and December 31, 2011, Navios Holdings had a total of \$1,362.1 million and \$1,458.0 million, respectively, of long-term indebtedness (excluding the unamortized discount related to the Ship Mortgage Notes). The debt is U.S. dollar-denominated and bears interest at a floating rate, except for the senior notes, the ship mortgage notes and certain Navios Logistics loans discussed in Item 5.B Liquidity and Capital Resources that bear interest at a fixed rate.

The interest on the loan facilities is at a floating rate and, therefore changes in interest rates would have an effect on their interest rate and related expense. The interest rate on the senior notes and the ship mortgage notes is fixed and, therefore, changes in interest rates affect their value, which as of December 31, 2012 was \$973.9 million, but do not affect the related interest expense. Amounts drawn under the facilities and the ship mortgage notes are secured by the assets of Navios Holdings and its subsidiaries. A change in the LIBOR rate of 100 basis points would change interest expense for 2012 by \$4.1 million.

For a detailed discussion on Navios Holdings debt instruments refer to section Long-Term Debt Obligations and Credit Arrangements included in Item 5.B. of this Annual Report.

*Interest Rate Swaps* Navios Holdings had entered into interest rate swap contracts to hedge its exposure to variability in its floating rate long-term debt. Under the terms of the interest rate swaps, Navios Holdings and the banks agreed to exchange, at specified intervals, the difference between a paying fixed rate and floating rate interest amount calculated by reference to the agreed principal amounts and maturities. The interest rate swaps allowed Navios Holdings to convert long-term borrowings issued at floating rates into equivalent fixed rates.

There are no swap agreements as of December 31, 2012 and 2011, as all swap agreements expired during 2010.

### **FFAs Derivative Risk:**

*FFAs* Navios Holdings enters into FFAs as economic hedges relating to identifiable ship and/or cargo positions and as economic hedges of transactions that Navios Holdings expects to carry out in the normal course of its shipping business. By using FFAs, Navios Holdings manages the financial risk associated with fluctuating market conditions. In entering into these contracts, the Company has assumed the risk that might arise from the possible inability of counterparties to perform in accordance with the terms of their contracts. The Company records all of its derivative financial instruments and hedges as economic hedges.

At December 31, 2012 and December 31, 2011, none of the mark to market positions of the open drybulk FFA contracts, qualified for hedge accounting treatment. Drybulk FFAs traded by the Company that do not qualify for hedge accounting are shown at fair value through the statements of comprehensive income.

Navios Holdings is exposed to market risk in relation to its FFAs and could suffer substantial losses from these activities in the event expectations are incorrect. Navios Holdings trades FFAs with an objective of both economically hedging the risk on the fleet, specific vessels or freight commitments and taking advantage of short-term fluctuations in market prices. As there were no positions deemed to be open as of December 31, 2012, a change in underlying freight market indices would not have any effect on our net income.

**Inflation**

Inflation has had a minimal impact on vessel operating expenses and general and administrative expenses. Our management does not consider inflation to be a significant risk to direct expenses in the current and foreseeable economic environment.

**Item 12. Description of Securities Other than Equity Securities**

Not applicable.

**PART II**

**Item 13. Defaults, Dividend Arrearages and Delinquencies**

None.

**Item 14. Material Modifications to the Rights of Security Holders and Use of Proceeds**

None.

**Item 15. Controls and Procedures**

*A. Disclosure Controls and Procedures*

The Company's management, with the participation of its Chief Executive Officer and Chief Financial Officer, conducted an evaluation, pursuant to Rule 13a-15 (e) or 15d-15(e) promulgated under the Exchange Act, of the effectiveness of our disclosure controls and procedures as of December 31, 2012. Based on this evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the disclosure controls and procedures were effective as of December 31, 2012.

Disclosure controls and procedures means controls and other procedures that are designed to ensure that information required to be disclosed by us in the reports

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that we file or submit under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms and that such information required to be disclosed by us in the reports that we file or submit under the Exchange Act is accumulated and communicated to our management, including our principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosures.

### ***B. Management's Annual Report on Internal Control over Financial Reporting***

The management of Navios Holdings is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rule 13a-15(f) or 15d-15(f) of the Exchange Act. Navios Holdings' internal control system was designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles in the United States (GAAP).

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Navios Holdings' management assessed the effectiveness of Navios Holdings' internal control over financial reporting as of December 31, 2012. In making this assessment, it used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control - Integrated Framework. Based on its assessment, management concluded that, as of December 31, 2012, Navios Holdings' internal control over financial reporting is effective based on those criteria.

Navios Holdings' independent registered public accounting firm has issued an attestation report on Navios Holdings' internal control over financial reporting.

### ***C. Attestation Report of the Registered Public Accounting Firm***

Navios Holdings' independent registered public accounting firm has issued an audit report on Navios Holdings' internal control over financial reporting. This report appears on Page F-2 of the consolidated financial statements.

### ***D. Changes in Internal Control over Financial Reporting***

There have been no changes in internal controls over financial reporting (identified in connection with management's evaluation of such internal controls over financial reporting) that occurred during the year covered by this Annual Report that have materially affected, or are reasonably likely to materially affect, Navios Holdings' internal controls over financial reporting.

## **Item 16. [Reserved]**

### **Item 16A. Audit Committee financial expert**

Navios Holdings' Audit Committee consists of three independent directors, Spyridon Magoulas, Efstathios Loizos and George Malanga. The Board of Directors has determined that Efstathios Loizos qualifies as an audit committee financial expert as defined in the instructions of Item 16A of Form 20-F. Mr. Loizos is independent under applicable NYSE and SEC standards.

### **Item 16B. Code of Ethics**

Navios Holdings has adopted a code of ethics, the Navios Code of Corporate Conduct and Ethics, applicable to officers, directors and employees of Navios Holdings that complies with applicable guidelines issued by the SEC. The Navios Code of Corporate Conduct and Ethics is available for review on Navios Holdings' website at [www.navios.com](http://www.navios.com).

### **Item 16C. Principal Accountant Fees and Services**

#### ***Audit Fees***

Our principal accountants for fiscal years 2012 and 2011 were PricewaterhouseCoopers S.A. The audit fees for the audit of each of the years ended December 31, 2012 and 2011 were \$1.8 million and \$1.6 million, respectively.

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The Audit Committee is responsible for the appointment, replacement, compensation, evaluation and oversight of the work of the independent auditors. As part of this responsibility, the audit committee pre-approves the audit and non-audit services performed by the independent auditors in order to assure that they do not impair the auditors' independence from the Company. The Audit Committee may delegate, to one or more of its designated members, the authority to grant such pre-approvals. The decision of any member to whom such authority is delegated is presented to the full Committee at each of its scheduled meetings.

All audit services and other services provided by PricewaterhouseCoopers S.A., after the formation of our Audit Committee in October 2005 were pre-approved by the Audit Committee.

### *Audit-Related Fees*

There were no audit-related fees billed in 2012 and 2011.

### *Tax Fees*

There were no tax fees billed in 2012 and 2011.

### *All Other Fees*

There were no other fees billed in 2012 and 2011.

### **Item 16D. Exemptions from the Listing Standards for Audit Committees**

Not applicable.

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### **Item 16E. Purchases of Equity Securities by the Issuer and Affiliated Purchasers**

In February 2008, as previously publicly announced, the Board of Directors approved a share repurchase program for up to \$50.0 million of Navios Holdings' common stock. On October 20, 2008, Navios Holdings concluded this share repurchase program. As of October 20, 2008, 6,959,290 shares were repurchased under this program, for a total consideration of \$50.0 million.

In November 2008, the Board of Directors approved a share repurchase program for up to \$25.0 million of Navios Holdings' common stock. Share repurchases are made pursuant to a program adopted under Rule 10b5-1 under the Exchange Act. The program does not require any minimum purchase or any specific number or amount of shares and may be suspended or reinstated at any time in Navios Holdings' discretion and without notice. Repurchases are subject to restrictions under the terms of the Company's credit facilities and indenture. As of December 31, 2011, the maximum approximate dollar value of shares that may be purchased under the November 2008 Program currently in effect is \$23.1 million. In October 2011, Navios Holdings repurchased 73,651 shares for a total cost of \$0.2 million. There were no shares repurchased during 2012 and 2010.

### **Item 16F. Changes in Registrant's Certifying Accountant**

Not applicable.

### **Item 16G. Corporate Governance**

Pursuant to an exception for foreign private issuers, we are not required to comply with the corporate governance practices followed by U.S. companies under the NYSE listing standards. However, we have voluntarily adopted all of the NYSE required practices.

### **Item 16H. Mine Safety disclosures**

Not applicable.

## **PART III**

### **Item 17. Financial Statements**

See Item 18.

### **Item 18. Financial Statements**

The financial information required by this Item is set forth on pages F-1 to F-51 and are filed as part of this annual report.

Separate consolidated financial statements and notes thereto for Navios Partners for each of the years ended December 31, 2012, 2011 and 2010 are being provided as a result of Navios Partners meeting a significance test pursuant to Rule 3-09 of Regulation S-X for the year ended December 31, 2012 and, accordingly, the financial statements of Navios Partners for the year ended December 31, 2012 are required to be filed as part of this Annual Report on Form 20-F. See Exhibit 15.3 to this Annual Report on Form 20-F.

### **Item 19. Exhibits**

- 1.1 Amended and Restated Articles of Incorporation. (Incorporated by reference to the Registration Statement on Form F-1 of Navios Maritime Holdings Inc. (File No. 333-129382)).
- 1.2 Bylaws. (Incorporated by reference to the Registration Statement on Form F-1 of Navios Maritime Holdings Inc. (File No. 333-129382)).
- 1.3 Articles of Amendment of Articles of Incorporation. (Incorporated by reference to Exhibit 99.1 of the Form 6-K filed on January 17, 2007).
- 2.1

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Specimen Unit Certificate (Incorporated by reference to the Registration Statement on Form F-1 of Navios Maritime Holdings Inc. (File No. 333-129382)).

- 2.2 Specimen Common Stock Certificate. (Incorporated by reference to the Registration Statement on Form F-1 of Navios Maritime Holdings Inc. (File No. 333-129382)).
- 2.3 Stockholders Rights Agreement, dated as of October 6, 2008, between Navios Maritime Holdings Inc. and Continental Stock Transfer and Trust Company (Incorporated by reference to Exhibit 99.1 of the Form 6-K filed on October 6, 2008).
- 2.4 Certificate of Designations of Rights, Preferences and Privileges of Preferred Stock of Navios Maritime Holdings Inc. (Incorporated by reference to Exhibit 99.2 of the Form 6-K filed on October 6, 2008).
- 2.5 Certificate of Designation, Preferences and Rights of Series A Convertible Preferred Stock of Navios Maritime Holdings Inc. (Incorporated by reference to Exhibit 3.1 of the Form 6-K filed on July 7, 2009).
- 2.6 Form of \$20.0 million 6% Bond Due 2012 (Incorporated by reference to Exhibit 10.1 of the Form 6-K filed on August 5, 2009).
- 2.7 Certificate of Designation, Preferences and Rights of Series B Convertible Preferred Stock of Navios Maritime Holdings Inc. (Incorporated by reference to Exhibit 3.1 of the Form 6-K filed on September 22, 2009).

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- 2.8 Certificate of Designation, Preferences and Rights of Series C Convertible Preferred Stock of Navios Maritime Holdings Inc. (Incorporated by reference to Exhibit 3.1 of the Form 6-K filed on September 24, 2009).
- 2.9 Certificate of Designation, Preferences and Rights of Series D Convertible Preferred Stock of Navios Maritime Holdings Inc. (Incorporated by reference to Exhibit 3.1 of the Form 6-K filed on February 4, 2010).
- 2.10 Certificate of Designation, Preferences and Rights of Series E Convertible Preferred Stock of Navios Maritime Holdings Inc. (Incorporated by reference to Exhibit 1.1 of the Form 6-K filed on November 15, 2010).
- 2.11 Certificate of Designation, Preferences and Rights of Series F Convertible Preferred Stock of Navios Maritime Holdings Inc. (Incorporated by reference to Exhibit 1.1 of the Form 6-K filed on December 22, 2010).
- 4.1 2006 Employee, Director and Consultant Stock Plan (Incorporated by reference to Exhibit 10.1 of the Form 6-K filed on May 16, 2007).
- 4.2 Financial Agreement, dated as of March 31, 2008, between Nauticler S.A. and Marfin Egnatia Bank, S.A. (Incorporated by reference to Exhibit 99.3 of the Form 6-K filed on June 13, 2008).
- 4.3 Facility Agreement, dated as of June 24, 2008, with Navios Maritime Holdings Inc. as a guarantor, for a loan amount up to \$133.0 million (Incorporated by reference to Exhibit 99.1 to the Form 6-K filed on July 14, 2008).
- 4.4 Facility Agreement, dated as of November 10, 2008, with Navios Maritime Holdings Inc. as a guarantor, for a loan amount up to \$90.0 million (Incorporated by reference to Exhibit 99.2 of the Form 6-K filed on December 10, 2008).
- 4.5 Loan Agreement, dated March 26, 2009, among Surf Maritime Co., Pueblo Holdings Ltd., Ginger Services Co. and Marfin Egnatia Bank S.A. (Incorporated by reference to Exhibit 99.2 of the Form 6-K filed on May 18, 2009).
- 4.6 Financial Agreement, dated March 20, 2009, between Nauticler S.A. and Marfin Popular Bank Public Co., Ltd. (Incorporated by reference to Exhibit 99.3 of the Form 6-K filed on May 18, 2009).
- 4.7 Third Supplemental Agreement in relation to the Facility Agreement dated February 1, 2007, dated March 23, 2009 (Incorporated by reference to Exhibit 99.4 of the Form 6-K filed on May 18, 2009).
- 4.8 Amendment to Share Purchase Agreement, dated June 29, 2009, between Anemos Maritime Holdings Inc. and Navios Maritime Partners L.P. (Incorporated by reference to Exhibit 10.1 of the Form 6-K filed on July 7, 2009).
- 4.9 Amendment to Omnibus Agreement, dated June 29, 2009, among Navios Maritime Holdings Inc., Navios GP L.L.C., Navios Maritime Operating L.L.C., and Navios Maritime Partners L.P. (Incorporated by reference to Exhibit 10.2 of the Form 6-K filed on July 7, 2009).
- 4.10 Facility Agreement for \$240.0 million, dated June 24, 2009, among the Borrowers listed therein and Commerzbank AG (Incorporated by reference to Exhibit 10.3 of the Form 6-K filed on July 7, 2009).
- 4.11 Supplemental Agreement in relation to the Facility Agreement dated December 11, 2007, dated July 10, 2009, among Chilali Corp., Rumer Holdings Ltd. and Credit Agricole Corporate and Investment Bank (formerly Emporiki Bank of Greece S.A.) with Navios Maritime Holdings Inc. as guarantor (Incorporated by reference to Exhibit 99.3 of the Form 6-K filed on August 5, 2009).
- 4.12 Amended and Restated Loan Agreement in respect of a loan facility of up to \$120.0 million, dated May 25, 2009 with Navios Maritime Holdings Inc. as guarantor (Incorporated by reference to Exhibit 99.2 of the Form 6-K filed on October 8, 2009).
- 4.13 Supplemental Agreement in relation to the Amended and Restated Loan Agreement dated May 25, 2009, dated July 16, 2009 (Incorporated by reference to Exhibit 99.1 of the Form 6-K filed on October 8, 2009).
- 4.14 Second Supplemental Agreement in relation to the Facility Agreement dated December 11, 2007, dated August 28, 2009 (Incorporated by reference to Exhibit 99.3 of the Form 6-K filed on October 8, 2009).
- 4.15 Facility Agreement for \$66.5 million, dated August 28, 2009, with Navios Maritime Holdings Inc. as guarantor (Incorporated by reference to Exhibit 99.4 of the Form 6-K filed on October 8, 2009).
- 4.16 Facility Agreement for \$75.0 million, dated August 28, 2009, with Navios Maritime Holdings Inc. as guarantor (Incorporated by reference to Exhibit 99.5 of the Form 6-K filed on October 8, 2009).



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- 4.17 Loan Agreement for up to \$110.0 million, dated October 23, 2009, with Navios Maritime Holdings Inc. as guarantor (Incorporated by reference to Exhibit 99.1 of the Form 6-K filed on November 10, 2009 (File No. 091172561)).
- 4.18 Indenture relating to 87/8% First Priority Ship Mortgage Notes due 2017, dated November 2, 2009, among Navios Maritime Holdings Inc., Navios Maritime Finance (US) Inc. and Wells Fargo Bank, National Association (Incorporated by reference to Exhibit 99.3 of the Form 6-K filed on November 10, 2009 (File No. 091172624)).
- 4.19 Registration Rights Agreement, dated as of November 2, 2009 (Incorporated by reference to Exhibit 99.4 of the Form 6-K filed on November 10, 2009 (File No. 091172624)).
- 4.20 First Supplemental Indenture to the indenture dated November 2, 2009, dated as of January 29, 2010 (Incorporated by reference to Exhibit 99.6 of the Form 6-K filed on February 17, 2010).
- 4.21 Credit Agreement, dated as of April 7, 2010 (Incorporated by reference to Exhibit 10.1 of the Form 6-K filed on April 8, 2010).
- 4.22 Credit Agreement, dated as of April 8, 2010 (Incorporated by reference to Exhibit 10.2 of the Form 6-K filed on April 8, 2010).
- 4.23 Second Supplemental Indenture, dated as of March 30, 2010 (Incorporated by reference to Exhibit 10.1 of the Form 6-K filed on April 21, 2010).
- 4.24 Third Supplemental Indenture, dated as of April 7, 2010 (Incorporated by reference to Exhibit 10.2 of the Form 6-K filed on April 21, 2010).
- 4.25 Fourth Supplemental Agreement, dated as of January 8, 2010 (Incorporated by reference to Exhibit 10.2 of the Form 6-K filed on May 18, 2010).
- 4.26 Fifth Supplemental Agreement, dated as of April 28, 2010 (Incorporated by reference to Exhibit 10.1 of the Form 6-K filed on May 18, 2010).
- 4.27 Fourth Supplemental Agreement, dated as of June 7, 2010 (Incorporated by reference to Exhibit 10.1 of the Form 6-K filed on June 17, 2010).
- 4.28 Fifth Supplemental Agreement, dated as of June 7, 2010 (Incorporated by reference to Exhibit 10.2 of the Form 6-K filed on June 17, 2010).
- 4.29 Facility Agreement for \$40.0 million, dated as of August 20, 2010 (Incorporated by reference to Exhibit 10.1 of the Form 6-K filed on September 1, 2010).
- 4.30 Loan Agreement for \$40.0 million with Navios Maritime Acquisition Corporation, dated as of September 7, 2010 (Incorporated by reference to Exhibit 10.1 of the Form 6-K filed on October 14, 2010).
- 4.31 Letter Amendment, dated as of September 24, 2010 (Incorporated by reference to Exhibit 10.2 of the Form 6-K filed on October 14, 2010).
- 4.32 Facility Agreement of up to \$40.0 million dated as of September 30, 2010 (Incorporated by reference to Exhibit 10.3 of the Form 6-K filed on October 14, 2010).
- 4.33 Amended and Restated Loan Agreement for \$120.0 million (Incorporated by reference to Exhibit 10.1 of the Form 6-K filed on November 15, 2010).
- 4.34 Fifth Supplemental Indenture, dated as of August 10, 2010 (Incorporated by reference to Exhibit 10.1 of the Form 6-K filed on February 1, 2011).
- 4.35 Sixth Supplemental Indenture, dated as of January 28, 2011 (Incorporated by reference to Exhibit 10.2 of the Form 6-K filed on February 1, 2011).
- 4.36 Indenture for the 81/8 % Senior Notes due 2019, dated as of January 28, 2011 (Incorporated by reference to Exhibit 4.1 of the Form 6-K filed on February 1, 2011).
- 4.37 Supplemental Agreement dated January 28, 2011 relating to the Facility Agreement, dated as of June 24, 2009, for \$240.0 million (Incorporated by reference to Exhibit 10.1 of the Form 6-K filed on February 4, 2011).
- 4.38 Supplemental Agreement dated January 28, 2011 relating to the Facility Agreement, dated as of September 30, 2010, for \$40.0 million (Incorporated by reference to Exhibit 10.2 of the Form 6-K filed on February 4, 2011).
- 4.39 Supplemental Agreement dated January 28, 2011 relating to the Facility Agreement, dated as of December 11, 2007 (as amended), for \$154.0 million (Incorporated by reference to Exhibit 10.3 of the Form 6-K filed on February 4, 2011).



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- 4.40 Supplemental Agreement dated January 28, 2011 relating to the Facility Agreement, dated as of August 28, 2009 (as amended), for \$75.0 million (Incorporated by reference to Exhibit 10.4 of the Form 6-K filed on February 4, 2011).
- 4.41 Supplemental Agreement dated January 28, 2011 relating to the Amended and Restated Loan Agreement, dated as of October 27, 2010, in respect of a loan facility of up to \$120.0 million (Incorporated by reference to Exhibit 10.5 of the Form 6-K filed on February 4, 2011).
- 4.42 Supplemental Agreement dated January 28, 2011 relating to the Loan Agreement, dated as of October 23, 2009 (as amended), for a revolving credit facility of up to \$110.0 million (Incorporated by reference to Exhibit 10.6 of the Form 6-K filed on February 4, 2011).
- 4.43 Sixth Supplemental Agreement dated January 28, 2011 relating to the Facility Agreement, dated as of February 1, 2007 (as amended), for a term loan facility of up to \$280.0 million (Incorporated by reference to Exhibit 10.7 of the Form 6-K filed on February 4, 2011).
- 4.44 Supplemental Agreement dated January 28, 2011 relating to the Facility Agreement, dated as of August 20, 2010, for a term loan facility of up to \$40.0 million (Incorporated by reference to Exhibit 10.8 of the Form 6-K filed on February 4, 2011).
- 4.45 Supplemental Agreement dated January 28, 2011 relating to the Facility Agreement, dated as of August 28, 2009 (as amended), for a term loan facility of up to \$66.5 million (Incorporated by reference to Exhibit 10.9 of the Form 6-K filed on February 4, 2011).
- 4.46 The Indenture, dated April 12, 2011, among Navios South American Logistics Inc., Navios Logistics Finance (US) Inc., the Guarantors named therein, and Wells Fargo Bank, National Association, as trustee (Incorporated by reference to Exhibit 4.1 of the Form 6-K filed on May 25, 2011).
- 4.47 The Registration Rights Agreement, dated April 12, 2011, among Navios South American Logistics Inc., Navios Logistics Finance (US) Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, J.P. Morgan Securities LLC, Citigroup Global Markets Inc., Credit Suisse Securities (USA) LLC, and S. Goldman Advisors LLC (Incorporated by reference to Exhibit 10.1 of the Form 6-K filed on May 25, 2011).
- 4.48 Supplemental Agreement No. 2, dated May 6, 2011, relating to a Loan Agreement, dated October 23, 2009, as amended, in respect of a revolving credit facility of up to \$110,000,000 (Incorporated by reference to Exhibit 10.2 of the Form 6-K filed on May 25, 2011).
- 4.49 The Administrative Services Agreement, dated April 12, 2011, between Navios South American Logistics Inc. and Navios Maritime Holdings Inc (Incorporated by reference to Exhibit 10.3 of the Form 6-K filed on May 25, 2011).
- 4.50 Letter of Amendment No. 1, dated October 21, 2010, to the Loan Agreement, dated September 7, 2010, between Navios Maritime Acquisition Corporation and Navios Maritime Holdings Inc (Incorporated by reference to Exhibit 10.4 of the Form 6-K filed on May 25, 2011).
- 4.51 First Supplemental Indenture, dated as of June 24, 2011 (Incorporated by reference to Exhibit 10.1 of the Form 6-K filed on July 22, 2011).
- 4.52 Seventh Supplemental Indenture, dated as of June 24, 2011 (Incorporated by reference to Exhibit 10.2 of the Form 6-K filed on July 22, 2011).
- 4.53 Second Supplemental Indenture, dated as of July 26, 2011 (Incorporated by reference to Exhibit 10.1 of the Form 6-K filed on August 5, 2011).
- 4.54 Facility agreement of up to \$23,000,000, dated August 19, 2011 (Incorporated by reference to Exhibit 10.1 of the Form 6-K filed on August 25, 2011).
- 4.55 Letter Agreement, dated November 8, 2011 (Incorporated by reference to Exhibit 10.1 of the Form 6-K filed on November 28, 2011).
- 4.56 Facility agreement of up to \$23,000,000, dated December 29, 2011 (Incorporated by reference to Exhibit 10.1 of the Form 6-K filed on January 25, 2012).
- 4.57 Second Supplemental Indenture, dated as of December 29, 2011 (Incorporated by reference to Exhibit 10.2 of the Form 6-K filed on January 25, 2012).
- 4.58 Eighth Supplemental Indenture, dated as of December 29, 2011 (Incorporated by reference to Exhibit 10.3 of the Form 6-K filed on January 25, 2012).
- 4.59 Facility agreement of up to \$42,000,000, dated March 23, 2012 (Incorporated by reference to Exhibit 10.1 of the Form 6-K filed on April 6, 2012).

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- 4.60 Fifth Supplemental Agreement, dated March 28, 2012 relating to the Loan Agreement dated December 11, 2007 (as amended) for a term loan facility of up to \$154,000,000 (Incorporated by reference to Exhibit 10.2 of the Form 6-K filed on April 6, 2012).
- 4.61 Second Supplemental Agreement, dated March 30, 2012 relating to the Facility Agreement dated June 24, 2009 (as amended) for a term loan facility of up to \$240,000,000 (Incorporated by reference to Exhibit 10.3 of the Form 6-K filed on April 6, 2012).

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4.62	Third Supplemental Indenture, dated as of April 18, 2012 (Incorporated by reference to Exhibit 10.1 of the Form 6-K filed on May 21, 2012).
4.63	Ninth Supplemental Indenture, dated as of April 18, 2012 (Incorporated by reference to Exhibit 10.2 of the Form 6-K filed on May 21, 2012).
4.64	Tenth Supplemental Indenture, dated as of July 10, 2012 (Incorporated by reference to Exhibit 99.2 of the Form 6-K filed on July 18, 2012).
4.65	Registration Rights Agreement, dated as of July 10, 2012 among Navios Maritime Holdings Inc., Navios Maritime Finance (US) Inc. and Morgan Stanley & Co. LLC, J.P. Morgan Securities LLC, S. Goldman Capital LLC, Commerz Markets LLC, DVB Capital Markets LLC, DNB Markets, Inc. and ABN AMRO Securities (USA) LLC (Incorporated by reference to Exhibit 99.3 of the Form 6-K filed on July 18, 2012).
8.1	List of subsidiaries.
12.1	Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act.
12.2	Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act.
13.1	Certification of Chief Executive Officer and Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act.
15.1	Consent of PricewaterhouseCoopers S.A.
15.2	Consent of PricewaterhouseCoopers S.A.
15.3	Financial Statements of Navios Maritime Partners L.P. for the year ended December 31, 2012.
101	The following materials from the Company's Annual Report on Form 20-F for the fiscal year ended December 31, 2012, formatted in eXtensible Business Reporting Language (XBRL): (i) Consolidated Balance Sheets at December 31, 2012 and 2011; (ii) Consolidated Statements of Comprehensive Income for each of the years ended December 31, 2012, 2011 and 2010; (iii) Consolidated Statements of Cash Flows for each of the years ended December 31, 2012, 2011 and 2010; (iv) Consolidated Statements of Changes in Equity for each of the years ended December 31, 2012, 2011 and 2010; and (v) the Notes to Consolidated Financial Statements.*

\* Pursuant to Rule 406T of Regulation S-T, the Interactive Data Files on Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

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**SIGNATURE**

Navios Maritime Holdings Inc. hereby certifies that it meets all of the requirements for filing its Annual Report on Form 20-F and that it has duly caused and authorized the undersigned to sign this Annual Report on its behalf.

Navios Maritime Holdings Inc.

**By:** /s/ Angeliki Frangou

**Name:** Angeliki Frangou

**Title:** Chairman and Chief Executive Officer

**Date:** April 24, 2013

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

**To the Shareholders and the Board of Directors of**

**Navios Maritime Holdings Inc.:**

In our opinion, the accompanying consolidated balance sheets and the related consolidated statements of comprehensive income, changes in equity and cash flows present fairly, in all material respects, the financial position of Navios Maritime Holdings Inc. and its subsidiaries (the Company) at December 31, 2012 and 2011, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2012 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2012, based on criteria established in *Internal Control – Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in Management's annual report on internal control over financial reporting, appearing in Item 15(b) of the Company's 2012 Annual Report on Form 20-F. Our responsibility is to express opinions on these financial statements and on the Company's internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ PricewaterhouseCoopers S.A.

Athens, Greece

April 24, 2013



**Table of Contents****NAVIOS MARITIME HOLDINGS INC.****CONSOLIDATED BALANCE SHEETS**

(Expressed in thousands of U.S. dollars except share data)

	Notes	December 31, 2012	December 31, 2011
<b>ASSETS</b>			
<b>Current assets</b>			
Cash and cash equivalents	2, 4, 12	\$ 257,868	\$ 171,096
Restricted cash	2, 11, 12	24,704	6,399
Accounts receivable, net	5	85,721	101,386
Due from affiliate companies	16	50,837	49,404
Inventories		31,555	21,735
Prepaid expenses and other current assets	6	19,882	20,954
<b>Total current assets</b>		<b>470,567</b>	<b>370,974</b>
Deposits for vessel acquisitions	2, 7		63,814
Vessels, port terminal and other fixed assets, net	2, 7	1,746,493	1,767,946
Deferred financing costs, net	2	28,273	29,222
Deferred dry dock and special survey costs, net	2	26,661	19,413
Loan receivable from affiliate company	16	35,000	40,000
Long-term receivable from affiliate companies	16	57,701	
Investments in affiliates	9, 16	197,291	117,088
Investments in available-for-sale securities	24	559	82,904
Other long term assets		9,523	18,854
Intangibles other than goodwill	2, 8	209,058	243,273
Goodwill	2, 3	160,336	160,336
<b>Total non-current assets</b>		<b>2,470,895</b>	<b>2,542,850</b>
<b>Total assets</b>		<b>\$ 2,941,462</b>	<b>\$ 2,913,824</b>
<b>LIABILITIES AND EQUITY</b>			
<b>Current liabilities</b>			
Accounts payable	7	\$ 63,921	\$ 52,113
Dividends payable	2		6,149
Accrued expenses	10	75,681	63,870
Deferred income and cash received in advance	2, 16, 19	15,326	28,557
Current portion of capital lease obligations	7	1,353	31,221
Current portion of long term debt	11	33,095	70,093
<b>Total current liabilities</b>		<b>189,376</b>	<b>252,003</b>
Senior and ship mortgage notes, net of discount	11	1,034,141	945,538
Long term debt, net of current portion	11	290,976	437,926
Capital lease obligations, net of current portion	7	23,759	
Unfavorable lease terms	8	32,006	44,825
Other long term liabilities and deferred income	7, 16	29,643	38,212

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Deferred tax liability	2, 22	18,522	19,628
<b>Total non-current liabilities</b>		<b>1,429,047</b>	<b>1,486,129</b>
<b>Total liabilities</b>		<b>1,618,423</b>	<b>1,738,132</b>
<b>Commitments and contingencies</b>	14		
<b>Stockholders equity</b>			
Preferred Stock \$0.0001 par value, authorized 1,000,000 shares, 8,479 issued and outstanding for both December 31, 2012 and 2011.			
Common stock \$0.0001 par value, authorized 250,000,000 shares, issued and outstanding 103,255,409 and 102,409,364, as of December 31, 2012 and 2011, respectively		10	10
Additional paid-in capital		547,377	542,582
Accumulated other comprehensive (loss)/income		(558)	6,166
Retained earnings		659,547	510,348
<b>Total Navios Holdings stockholders equity</b>		<b>1,206,376</b>	<b>1,059,106</b>
Noncontrolling interest	23	116,663	116,586
<b>Total stockholders equity</b>		<b>1,323,039</b>	<b>1,175,692</b>
<b>Total liabilities and stockholders equity</b>		<b>\$ 2,941,462</b>	<b>\$ 2,913,824</b>

See notes to consolidated financial statements.

**Table of Contents****NAVIOS MARITIME HOLDINGS INC.****CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

(Expressed in thousands of U.S. dollars except share and per share data)

	Note	Year Ended December 31, 2012	Year Ended December 31, 2011	Year Ended December 31, 2010
Revenue	20	\$ 616,494	\$ 689,355	\$ 679,918
Time charter, voyage and logistics business expenses		(269,279)	(273,312)	(285,742)
Direct vessel expenses		(117,790)	(117,269)	(97,925)
General and administrative expenses		(51,331)	(52,852)	(58,604)
Depreciation and amortization	7, 8	(108,206)	(107,395)	(101,793)
Provision for losses on accounts receivable	5	(17,136)	(239)	(4,660)
Interest income		2,717	4,120	3,642
Interest expense and finance cost, net	18	(106,196)	(107,181)	(106,022)
(Loss)/gain on derivatives	12	(196)	(165)	4,064
Gain on sale of assets	19	323	38,822	55,432
(Loss)/gain on change in control	3		(35,325)	17,742
Loss on bond extinguishment	11		(21,199)	
Other income	25	189,239	1,660	10,349
Other expense		(10,993)	(12,990)	(11,303)
<b>Income before equity in net earnings of affiliated companies</b>		<b>\$ 127,646</b>	<b>\$ 6,030</b>	<b>\$ 105,098</b>
Equity in net earnings of affiliated companies	9, 16, 19	48,228	35,246	40,585
<b>Income before taxes</b>		<b>\$ 175,874</b>	<b>\$ 41,276</b>	<b>\$ 145,683</b>
Income tax (expense)/benefit	2, 22	(312)	56	(414)
<b>Net income</b>		<b>\$ 175,562</b>	<b>\$ 41,332</b>	<b>\$ 145,269</b>
Less: Net (income)/loss attributable to the noncontrolling interest	23	(77)	(506)	488
Preferred stock dividends of subsidiary			(27)	
Preferred stock dividends attributable to the noncontrolling interest			12	
<b>Net income attributable to Navios Holdings common stockholders</b>		<b>\$ 175,485</b>	<b>\$ 40,811</b>	<b>\$ 145,757</b>
<b>Income attributable to Navios Holdings common stockholders, basic</b>	21	<b>\$ 173,780</b>	<b>\$ 39,115</b>	<b>\$ 143,307</b>
<b>Income attributable to Navios Holdings common stockholders, diluted</b>	21	<b>\$ 175,485</b>	<b>\$ 40,811</b>	<b>\$ 146,878</b>
<b>Basic net earnings per share attributable to Navios Holdings common stockholders</b>		<b>\$ 1.72</b>	<b>\$ 0.39</b>	<b>\$ 1.43</b>
<b>Weighted average number of shares, basic</b>	21	<b>101,232,720</b>	<b>100,926,448</b>	<b>100,518,880</b>
<b>Diluted net earnings per share attributable to Navios Holdings common stockholders</b>		<b>\$ 1.58</b>	<b>\$ 0.37</b>	<b>\$ 1.26</b>
<b>Weighted average number of shares, diluted</b>	21	<b>111,033,758</b>	<b>110,323,652</b>	<b>116,182,356</b>

Other comprehensive (loss)/income

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Unrealized holding (loss)/gain on investments in-available-for-sale-securities		(566)	(26,458)	17,468
Reclassification to investments in affiliates	9	(6,158)		
<b>Total other comprehensive (loss)/income</b>		<b>\$ (6,724)</b>	<b>\$ (26,458)</b>	<b>\$ 17,468</b>
<b>Total comprehensive income</b>		<b>168,838</b>	<b>14,859</b>	<b>162,737</b>
Comprehensive (income)/loss attributable to noncontrolling interest		\$ (77)	\$ (506)	\$ 488
<b>Total comprehensive income attributable to Navios Holdings common stockholders</b>		<b>\$ 168,761</b>	<b>\$ 14,353</b>	<b>\$ 163,225</b>

See notes to consolidated financial statements.

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**Table of Contents****NAVIOS MARITIME HOLDINGS INC.****CONSOLIDATED STATEMENTS OF CASH FLOWS**

(Expressed in thousands of U.S. dollars)

	Note	Year Ended December 31, 2012	Year Ended December 31, 2011	Year Ended December 31, 2010
<b>OPERATING ACTIVITIES:</b>				
Net income		\$ 175,562	\$ 41,332	\$ 145,269
<b>Adjustments to reconcile net income to net cash provided by operating activities:</b>				
Depreciation and amortization	7, 8	108,206	107,395	101,793
Amortization and write-off of deferred financing costs		6,309	5,580	11,752
Amortization of deferred drydock and special survey costs		7,289	5,364	3,306
Provision for losses on accounts receivable	5	17,136	239	4,660
Unrealized loss/(gain) on FFA derivatives	12	124	(289)	19,903
Unrealized gain on warrants	12			(5,888)
Unrealized gain on interest rate swaps	12			(1,133)
Share based compensation and consultancy fees	13	4,712	4,252	8,095
Gain on sale of assets	19, 16	(323)	(38,822)	(55,432)
Gain on repurchase of convertible bond				(3,799)
Loss on bond extinguishment	11		5,573	
Loss/(gain) on change in control	3		35,325	(17,742)
Income tax expense/(benefit)	2, 22	312	(56)	414
Equity in affiliates, net of dividends received	9, 16	(2,317)	6,909	307
<b>Changes in operating assets and liabilities:</b>				
Decrease in restricted cash		1,317	13,043	3,855
(Increase)/decrease in accounts receivable		(1,434)	(32,594)	3,465
Increase in inventories		(9,820)	(2,311)	(5,708)
Decrease/(increase) in prepaid expenses and other assets		18,384	(4,375)	8,478
Increase in due from affiliate companies	16	(59,134)	(50,786)	(630)
Increase/(decrease) in accounts payable		6,701	1,333	(11,445)
Increase/(decrease) in accrued expenses		9,483	18,539	(1,927)
(Decrease)/increase in deferred income		(13,340)	10,168	(2,104)
Decrease in other long term liabilities		(20,739)	(6,742)	(15,123)
(Decrease)/increase in derivative assets and liabilities	12	(121)	335	7,612
Payments for dry dock and special survey costs		(14,461)	(12,769)	(9,337)
<b>Net cash provided by operating activities</b>		<b>\$ 233,846</b>	<b>\$ 106,643</b>	<b>\$ 188,641</b>
<b>INVESTING ACTIVITIES:</b>				
Cash acquired through asset acquisition		33		
Deconsolidation of Navios Acquisition			(72,425)	
Acquisition of subsidiary, net of cash acquired	3			(98,913)
Proceeds from sale of assets	19	67,500	120,000	484,082
Decrease in restricted cash	11		778	67,659
Receipts from investment in finance lease				180
Loan repayment from affiliate company	16	10,000	6,000	
Loan proceeds to affiliate company	16	(11,120)	(33,609)	
Deposits for vessel acquisitions	7		(66,769)	(343,243)
Acquisition of General Partner units		(1,472)	(2,052)	(6,151)
Acquisition of vessels	7	(38,357)	(56,059)	(222,773)

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Purchase of property, equipment and other fixed assets	7	(19,333)	(71,128)	(16,761)
<b>Net cash provided by/(used in) investing activities</b>		<b>\$ 7,251</b>	<b>\$ (175,264)</b>	<b>\$ (135,920)</b>

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**Table of Contents****NAVIOS MARITIME HOLDINGS INC.****CONSOLIDATED STATEMENTS OF CASH FLOWS**

(Expressed in thousands of U.S. dollars)

	Note	Year Ended December 31, 2012	Year Ended December 31, 2011	Year Ended December 31, 2010
<b>FINANCING ACTIVITIES:</b>				
Proceeds from long-term loans	11	\$ 52,230	\$ 86,379	\$ 466,634
Proceeds from issuance of ship mortgage and senior notes, net of debt issuance costs	11	84,965	534,188	400,000
Repayment of long-term debt and payment of principal	11	(236,178)	(248,487)	(804,397)
Repayment of senior notes	11		(300,000)	
Payments of obligations under capital leases		(1,519)	(1,040)	
Proceeds from warrant exercise				(2,060)
Debt issuance costs		(1,858)	(2,767)	(23,458)
(Increase)/decrease in restricted cash		(19,623)	(284)	17,662
Acquisition of noncontrolling interest			(8,638)	
Dividends to noncontrolling shareholders				(470)
Repurchase of preferred stock	17			(49,016)
Preferred shares issuance costs				(1,819)
Repurchase of convertible bond	11			(29,100)
Issuance of common stock	17	93	415	415
Dividends paid		(32,435)	(27,238)	(27,037)
Proceeds from equity offering, net of fees	17			33,402
Acquisition of treasury stock	17		(221)	
<b>Net cash (used in)/provided by financing activities</b>		<b>(154,325)</b>	<b>32,307</b>	<b>(19,244)</b>
<b>Increase/(decrease) in cash and cash equivalents</b>		<b>86,772</b>	<b>(36,314)</b>	<b>33,477</b>
<b>Cash and cash equivalents, beginning of year</b>		<b>171,096</b>	<b>207,410</b>	<b>173,933</b>
<b>Cash and cash equivalents, end of year</b>		<b>\$ 257,868</b>	<b>\$ 171,096</b>	<b>\$ 207,410</b>
<b>SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION</b>				
Cash paid for interest, net of capitalized interest		\$ 102,119	\$ 78,151	\$ 85,361
Cash paid for income taxes		\$ 864	\$ 834	\$ 485
<b>Non-cash investing and financing activities</b>				
Capitalized deferred financing costs into vessel cost		\$ 135	\$ 291	\$ 590
Reclassification of investments in available for sale securities to investments in affiliates (Note 9)		\$ 82,572	\$	\$
Reclassification of accumulated other comprehensive income to investments in affiliates (Note 9)		\$ 6,158	\$	\$
Purchase of property and equipment		\$ (15,413)	\$	\$
Working capital acquired		\$ 597	\$	\$
Revaluation of vessels due to restructuring of capital lease obligations		\$ 4,590	\$	\$
Decrease in capital lease obligations due to restructuring		\$ (4,590)	\$	\$
Issuance of preferred stock in connection with the acquisition of vessels (Note 7 and 17)		\$	\$	\$ 69,301
Dividends declared but not paid		\$	\$ 6,149	\$ 7,214

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Shares released to the shareholders of Horamar (Note 3)	\$	\$	\$ 10,869
Investments in available for sale securities (Note 24)	\$ 810	\$ 10,283	\$ 35,297
Debt assumed in connection with acquisitions of businesses (Note 11)	\$	\$	\$ 543,438
Capital lease obligations	\$	\$	\$ 34,033
Consultancy fees	\$	\$	\$ 5,619
Contribution from noncontrolling shareholders	\$	\$	\$ (2,237)

See notes to consolidated financial statements.

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**Table of Contents****NAVIOS MARITIME HOLDINGS INC.****CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY**

(Expressed in thousands of U.S. dollars except share data)

	Number of Preferred Shares	Number of Preferred Stock	Number of Common Shares	Common Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income/(Loss)	Total Navios Stockholders Equity	Noncontrolling Interest	Total Equity
<b>Balance December 31, 2009</b>	<b>8,201</b>	<b>\$</b>	<b>100,874,199</b>	<b>\$ 10</b>	<b>\$ 533,729</b>	<b>\$ 376,585</b>	<b>\$ 15,156</b>	<b>\$ 925,480</b>	<b>\$ 135,270</b>	<b>\$ 1,060,750</b>
Net income						145,757		145,757	(488)	145,269
Total other comprehensive income							17,468	17,468		17,468
Consolidation of Navios Acquisition									65,157	65,157
Navios Acquisition consultancy fees									5,619	5,619
Navios Acquisition equity issuance and warrant exercise (net of \$3,364 of program related expenses) including reallocation adjustments					(23,945)			(23,945)	50,530	26,585
Navios Acquisition equity consideration for VLCC acquisition (Note 3)									10,744	10,744
Navios Acquisition dividends paid									(1,120)	(1,120)
Navios Logistics release of escrow shares (Note 3)									10,869	10,869
Navios Logistics dividends to noncontrolling shareholders									(470)	(470)
Navios Logistics reallocation of non-controlling interest (Note 23)									(19,501)	(19,501)
Navios Logistics equity issuance									1,350	1,350
Repurchase of preferred stock (including expenses of \$318) (Note 17)	(13,132)				(49,016)			(49,016)		(49,016)
Issuance of Preferred Stock (Note 17)	13,410				67,633			67,633		67,633
Stock-based compensation (Note 17)			689,567		2,864			2,864		2,864
Dividends declared/paid						(26,658)		(26,658)		(26,658)
<b>Balance December 31, 2010</b>	<b>8,479</b>	<b>\$</b>	<b>101,563,766</b>	<b>\$ 10</b>	<b>\$ 531,265</b>	<b>\$ 495,684</b>	<b>\$ 32,624</b>	<b>\$ 1,059,583</b>	<b>\$ 257,960</b>	<b>\$ 1,317,543</b>
Net income						40,811		40,811	506	41,317
Total other comprehensive loss							(26,458)	(26,458)		(26,458)
Dividends paid by subsidiary to noncontrolling shareholders on common stock and preferred stock									(1,148)	(1,148)
Preferred stock dividends of subsidiary attributable to the noncontrolling interest									15	15
Navios Acquisition deconsolidation (Note 3)									(125,184)	(125,184)

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Navios Logistics acquisition of noncontrolling interest (including transaction expenses) (Note 23)				6,925		6,925	(15,563)	(8,638)		
Acquisition of treasury shares	(73,651)			(221)		(221)		(221)		
Stock-based compensation (Note 17)	919,249			4,613		4,613		4,613		
Dividends declared/paid					(26,147)	(26,147)		(26,147)		
<b>Balance December 31, 2011</b>	<b>8,479</b>	<b>\$</b>	<b>102,409,364</b>	<b>\$ 10</b>	<b>\$ 542,582</b>	<b>\$ 510,348</b>	<b>\$ 6,166</b>	<b>\$ 1,059,106</b>	<b>\$ 116,586</b>	<b>\$ 1,175,692</b>
Net income					175,485	175,485	77	175,562		
Total other comprehensive loss						(6,724)	(6,724)	(6,724)		
Stock-based compensation (Note 17)	846,045			4,795		4,795		4,795		
Dividends declared/paid					(26,286)	(26,286)		(26,286)		
<b>Balance December 31, 2012</b>	<b>8,479</b>	<b>\$</b>	<b>103,255,409</b>	<b>\$ 10</b>	<b>\$ 547,377</b>	<b>\$ 659,547</b>	<b>\$ (558)</b>	<b>\$ 1,206,376</b>	<b>\$ 116,663</b>	<b>\$ 1,323,039</b>

See notes to consolidated financial statements.

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**NAVIOS MARITIME HOLDINGS INC.**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

(Expressed in thousands of U.S. dollars except share data)

**NOTE 1: DESCRIPTION OF BUSINESS**

On August 25, 2005, Navios Maritime Holdings Inc. ( Navios Holdings or the Company ) was acquired by International Shipping Enterprises, Inc. ( ISE ) through the purchase of all of the outstanding shares of common stock of Navios Holdings. As a result of this acquisition, Navios Holdings became a wholly owned subsidiary of ISE. In addition, on August 25, 2005, simultaneously with the acquisition of Navios Holdings, ISE effected a reincorporation from the State of Delaware to the Republic of the Marshall Islands through a downstream merger with and into its newly acquired wholly owned subsidiary, whose name was and continues to be Navios Maritime Holdings Inc.

Navios Holdings is a global, vertically integrated seaborne shipping and logistics company focused on the transport and transshipment of drybulk commodities, including iron ore, coal and grain.

*Navios Logistics*

Navios South American Logistics Inc. ( Navios Logistics ), a consolidated subsidiary of the Company, is one of the largest logistics companies in the Hidrovia region of South America, serving the storage and marine transportation needs of its customers through two port storage and transfer facilities, one for grain commodities and the other for refined petroleum products, and a diverse fleet consisting of vessels, barges and pushboats. Navios Holdings currently owns 63.8% of Navios Logistics.

*Navios Acquisition*

Navios Maritime Acquisition Corporation ( Navios Acquisition ) (NYSE: NNA), an affiliate (former subsidiary) of the Company, is an owner and operator of tanker vessels focusing in the transportation of petroleum products (clean and dirty) and bulk liquid chemicals.

As of December 31, 2012, Navios Holdings' ownership of the outstanding voting stock of Navios Acquisition was 45.24% and its economic interest in Navios Acquisition was 53.96%.

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**NAVIOS MARITIME HOLDINGS INC.**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)**

(Expressed in thousands of U.S. dollars except share data)

**NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:**

**(a) Basis of Presentation:** The accompanying consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP).

**(b) Principles of Consolidation:** The accompanying consolidated financial statements include the accounts of Navios Holdings and its majority owned subsidiaries. All significant intercompany balances and transactions have been eliminated in the consolidated statements.

The Company also consolidates entities that are determined to be variable interest entities as defined in the accounting guidance, if it determines that it is the primary beneficiary. A variable interest entity is defined as a legal entity where either (a) equity interest holders as a group lack the characteristics of a controlling financial interest, including decision making ability and an interest in the entity's residual risks and rewards, or (b) the equity holders have not provided sufficient equity investment to permit the entity to finance its activities without additional subordinated financial support, or (c) the voting rights of some investors are not proportional to their obligations to absorb the expected losses of the entity, their rights to receive the expected residual returns of the entity, or both and substantially all of the entity's activities either involve or are conducted on behalf of an investor that has disproportionately few voting rights.

**Subsidiaries:** Subsidiaries are those entities in which the Company has an interest of more than one half of the voting rights or otherwise has power to govern the financial and operating policies. The acquisition method of accounting is used to account for the acquisition of subsidiaries. The cost of an acquisition is measured as the fair value of the assets given up, shares issued or liabilities undertaken at the date of acquisition. The excess of the cost of acquisition over the fair value of the net assets acquired and liabilities assumed is recorded as goodwill.

**Investments in Affiliates:** Affiliates are entities over which the Company generally has between 20% and 50% of the voting rights, or over which the Company has significant influence, but it does not exercise control. Investments in these entities are accounted for under the equity method of accounting. Under this method, the Company records an investment in the stock of an affiliate at cost, and adjusts the carrying amount for its share of the earnings or losses of the affiliate subsequent to the date of investment and reports the recognized earnings or losses in income. Dividends received from an affiliate reduce the carrying amount of the investment. The Company recognizes gains and losses in earnings for the issuance of shares by its affiliates, provided that the issuance of such shares qualifies as a sale of such shares. When the Company's share of losses in an affiliate equals or exceeds its interest in the affiliate, the Company does not recognize further losses, unless the Company has incurred obligations or made payments on behalf of the affiliate.

**Affiliates included in the financial statements accounted for under the equity method**

In the consolidated financial statements of Navios Holdings, the following entities are included as affiliates and are accounted for under the equity method for such periods during which such entities were affiliates of Navios Holdings: (i) Navios Partners and its subsidiaries (ownership interest as of December 31, 2012 was 25.2%, which includes a 2% general partner interest); (ii) Navios Acquisition and its subsidiaries (economic interest as of December 31, 2012 was 53.96%) and (iii) Acropolis Chartering and Shipping Inc. (Acropolis) (ownership interest as of December 31, 2012 was 50%).

**Table of Contents****NAVIOS MARITIME HOLDINGS INC.****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)**

(Expressed in thousands of U.S. dollars except share data)

**Subsidiaries included in the consolidation:**

Company Name	Nature / Vessel Name	Ownership Interest	Country of Incorporation	Effective Statement of operations		
				2012	2011	2010
Navios Maritime Holdings Inc.	Holding Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Navios Corporation	Sub-Holding Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Navios International Inc.	Operating Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Navimax Corporation	Operating Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Navios Handybulk Inc.	Operating Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Hestia Shipping Ltd.	Operating Company	100%	Malta	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Anemos Maritime Holdings Inc.	Sub-Holding Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Navios ShipManagement Inc.	Management Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
NAV Holdings Limited	Sub-Holding Company	100%	Malta	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Kleimar N.V.	Operating Company/Vessel					
	Owning Company	100%	Belgium	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Kleimar Ltd.	Operating Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Bulkinvest S.A.	Operating Company	100%	Luxembourg	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Primavera Shipping Corporation	Operating Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Ginger Services Co.	Operating Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Aquis Marine Corp.	Sub-Holding Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	3/23 - 12/31
Navios Tankers Management Inc.	Management Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	3/24 - 12/31
Astra Maritime Corporation	Operating Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Achilles Shipping Corporation	Operating Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Apollon Shipping Corporation	Operating Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Herakles Shipping Corporation	Operating Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Hios Shipping Corporation	Operating Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Ionian Shipping Corporation	Operating Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Kypros Shipping Corporation	Operating Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Meridian Shipping Enterprises Inc.	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Mercator Shipping Corporation	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Arc Shipping Corporation	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Horizon Shipping Enterprises Corporation	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Magellan Shipping Corporation	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Aegean Shipping Corporation	Operating Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Star Maritime Enterprises Corporation	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Corsair Shipping Ltd.	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Rowboat Marine Inc.	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Hyperion Enterprises Inc.	Vessel Owning Company	100%	Marshall Is.			1/1 - 1/7
Beaufiks Shipping Corporation	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Nostos Shipmanagement Corp.	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Aegean Sea Maritime Holdings Inc.	Sub-Holding Company	100%	Marshall Is.			3/18 - 5/27
Amorgos Shipping Corporation	Vessel Owning Company	100%	Marshall Is.			3/18 - 5/27
Andros Shipping Corporation	Vessel Owning Company	100%	Marshall Is.			3/18 - 5/27
Antiparos Shipping Corporation	Vessel Owning Company	100%	Marshall Is.			3/18 - 5/27



**Table of Contents****NAVIOS MARITIME HOLDINGS INC.****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)**

(Expressed in thousands of U.S. dollars except share data)

Company Name	Nature / Vessel Name	Ownership Interest	Country of Incorporation	Effective		
				2012	2011	2010
Ikaria Shipping Corporation	Vessel Owning Company	100%	Marshall Is.			3/18 - 5/27
Kos Shipping Corporation	Vessel Owning Company	100%	Marshall Is.			3/18 - 5/27
Mytilene Shipping Corporation	Vessel Owning Company	100%	Marshall Is.			3/18 - 5/27
Skiathos Shipping Corporation	Vessel Owning Company	100%	Marshall Is.			3/18 - 5/27
Syros Shipping Corporation	Vessel Owning Company	100%	Marshall Is.			3/18 - 5/27
Skopelos Shipping Corporation	Vessel Owning Company	100%	Cayman Is.			3/18 - 5/27
Sifnos Shipping Corporation	Vessel Owning Company	100%	Marshall Is.			3/18 - 5/27
Ios Shipping Corporation	Vessel Owning Company	100%	Cayman Is.			3/18 - 5/27
Thera Shipping Corporation	Vessel Owning Company	100%	Marshall Is.			3/18 - 5/27
Crete Shipping Corporation	Vessel Owning Company	100%	Marshall Is.			3/18 - 5/27
Rhodes Shipping Corporation	Vessel Owning Company	100%	Marshall Is.			3/18 - 5/27
Tinos Shipping Corporation	Vessel Owning Company	100%	Marshall Is.			3/18 - 5/27
Portorosa Marine Corp.	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Shikhar Ventures S.A.	Vessel Owning Company	100%	Liberia	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Sizzling Ventures Inc.	Operating Company	100%	Liberia	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Rheia Associates Co.	Operating Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Taharqa Spirit Corp.	Operating Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Rumer Holding Ltd.	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Chilali Corp.	Vessel Owning Company	100%	Marshall Is.			1/1 - 3/17
Pharos Navigation S.A.	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Pueblo Holdings Ltd.	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Surf Maritime Co.	Vessel Owning Company	100%	Marshall Is.			1/1 - 5/19
Quena Shipmanagement Inc.	Operating Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Orbiter Shipping Corp.	Vessel Owning Company	100%	Marshall Is.		1/1 - 5/18	1/1 - 12/31
Aramis Navigation Inc.	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
White Narcissus Marine S.A.	Vessel Owning Company	100%	Panama	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Navios GP L.L.C.	Operating Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Pandora Marine Inc.	Vessel Owning Company	100%	Marshall Is.			1/1 - 11/14
Floral Marine Ltd.	Vessel Owning Company	100%	Marshall Is.	1/1 - 14/6	1/1 - 12/31	1/1 - 12/31
Red Rose Shipping Corp.	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Customized Development S.A.	Vessel Owning Company	100%	Liberia			1/1 - 11/14
Highbird Management Inc.	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Ducale Marine Inc.	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Kohylia Shipmanagement S.A.	Vessel Owning Company	100%	Marshall Is.		1/1 - 5/18	1/1 - 12/31
Vector Shipping Corporation	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	2/16 - 12/31
Faith Marine Ltd.	Vessel Owning Company	100%	Liberia	1/1 - 12/31	1/1 - 12/31	5/19 - 12/31
Navios Maritime Finance (US) Inc.	Operating Company	100%	Delaware	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Navios Maritime Finance II (US) Inc.	Operating Company	100%	Delaware	1/1 - 12/31	1/12 - 12/31	
Solange Shipping Ltd.	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	5/16 - 12/31	
Tulsi Shipmanagement Co.	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	4/20 - 12/31	
Cinthara Shipping Ltd	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	4/28 - 12/31	
Rawlin Services Co.	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	5/3 - 12/31	
Mauve International S.A.	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	5/16 - 12/31	
Mandora Shipping Ltd.	Vessel Owning Company	100%	Marshall Is.	1/1 - 12/31	10/17 - 12/31	
Serenity Shipping Enterprises Inc.	Vessel Owning Company	100%	Marshall Is.	2/23 - 12/31		





**Table of Contents****NAVIOS MARITIME HOLDINGS INC.****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)**

(Expressed in thousands of U.S. dollars except share data)

Company Name	Nature / Vessel Name	Effective Ownership Interest	Country of Incorporation	Statement of operations		
				2012	2011	2010
<b>Navios Maritime Acquisition Corporation and Subsidiaries <sup>(1)</sup> :</b>						
Navios Maritime Acquisition Corporation	Sub-Holding Company	53.7%	Marshall Is.	1/1 - 3/30	5/28 - 12/31	
Aegean Sea Maritime Holdings Inc.	Sub-Holding Company	53.7%	Marshall Is.	1/1 - 3/30	5/28 - 12/31	
Amorgos Shipping Corporation	Vessel Owning Company	53.7%	Marshall Is.	1/1 - 3/30	5/28 - 12/31	
Andros Shipping Corporation	Vessel Owning Company	53.7%	Marshall Is.	1/1 - 3/30	5/28 - 12/31	
Antiparos Shipping Corporation	Vessel Owning Company	53.7%	Marshall Is.	1/1 - 3/30	5/28 - 12/31	
Ikaria Shipping Corporation	Vessel Owning Company	53.7%	Marshall Is.	1/1 - 3/30	5/28 - 12/31	
Kos Shipping Corporation	Vessel Owning Company	53.7%	Marshall Is.	1/1 - 3/30	5/28 - 12/31	
Mytilene Shipping Corporation	Vessel Owning Company	53.7%	Marshall Is.	1/1 - 3/30	5/28 - 12/31	
Skiathos Shipping Corporation	Vessel Owning Company	53.7%	Marshall Is.	1/1 - 3/30	5/28 - 12/31	
Syros Shipping Corporation	Vessel Owning Company	53.7%	Marshall Is.	1/1 - 3/30	5/28 - 12/31	
Skopelos Shipping Corporation	Vessel Owning Company	53.7%	Cayman Is.	1/1 - 3/30	5/28 - 12/31	
Sifnos Shipping Corporation	Vessel Owning Company	53.7%	Marshall Is.	1/1 - 3/30	5/28 - 12/31	
Ios Shipping Corporation	Vessel Owning Company	53.7%	Cayman Is.	1/1 - 3/30	5/28 - 12/31	
Thera Shipping Corporation	Vessel Owning Company	53.7%	Marshall Is.	1/1 - 3/30	5/28 - 12/31	
Shinyo Dream Limited	Vessel Owning Company	53.7%	Hong Kong	1/1 - 3/30	9/10 - 12/31	
Shinyo Kannika Limited	Vessel Owning Company	53.7%	Hong Kong	1/1 - 3/30	9/10 - 12/31	
Shinyo Kieran Limited	Vessel Owning Company	53.7%	British Virgin Is.	1/1 - 3/30	9/10 - 12/31	
Shinyo Loyalty Limited	Vessel Owning Company	53.7%	Hong Kong	1/1 - 3/30	9/10 - 12/31	
Shinyo Navigator Limited	Vessel Owning Company	53.7%	Hong Kong	1/1 - 3/30	9/10 - 12/31	
Shinyo Ocean Limited	Vessel Owning Company	53.7%	Hong Kong	1/1 - 3/30	9/10 - 12/31	
Shinyo Saowalak Limited	Vessel Owning Company	53.7%	British Virgin Is.	1/1 - 3/30	9/10 - 12/31	
Crete Shipping Corporation	Vessel Owning Company	53.7%	Marshall Is.	1/1 - 3/30	5/28 - 12/31	
Rhodes Shipping Corporation	Vessel Owning Company	53.7%	Marshall Is.	1/1 - 3/30	5/28 - 12/31	
Tinos Shipping Corporation	Vessel Owning Company	53.7%	Marshall Is.	1/1 - 3/30	5/28 - 12/31	
Folegandros Shipping Corporation	Vessel Owning Company	53.7%	Marshall Is.	1/1 - 3/30	10/26 - 12/31	
Navios Acquisition Finance (US) Inc.	Operating Company	53.7%	Delaware	1/1 - 3/30	10/05 - 12/31	
Serifos Shipping Corporation	Vessel Owning Company	53.7%	Marshall Is.	1/1 - 3/30	10/26 - 12/31	

**Table of Contents****NAVIOS MARITIME HOLDINGS INC.****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)**

(Expressed in thousands of U.S. dollars except share data)

Company Name	Nature / Vessel Name	Effective Ownership Interest	Country of Incorporation	Statement of operations		
				2012	2011	2010
<b>Navios South American Logistics and Subsidiaries:</b>						
Navios South American Logistics Inc.	Sub-Holding Company	63.8%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Corporacion Navios S.A.	Operating Company	63.8%	Uruguay	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Nauticler S.A.	Sub-Holding Company	63.8%	Uruguay	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Compania Naviera Horamar S.A.	Vessel Operating Management Company	63.8%	Argentina	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Compania de Transporte Fluvial International S.A.	Sub-Holding Company	63.8%	Uruguay	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Ponte Rio S.A.	Operating Company	63.8%	Uruguay	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Thalassa Energy S.A. <sup>(2)</sup>	Barge Owning Company	39.9% 63.8%	Argentina	1/1 - 12/31	1/1 - 7/24 7/25 - 12/31	1/1 - 12/31
HS Tankers Inc. <sup>(2)</sup>	Tanker Owning Company	32.5% 63.8%	Panama	1/1 - 12/31	1/1 - 7/24 7/25 - 12/31	1/1 - 12/31
HS Navigation Inc. <sup>(2)</sup>	Tanker Owning Company	32.5% 63.8%	Panama	1/1 - 12/31	1/1 - 7/24 7/25 - 12/31	1/1 - 12/31
HS Shipping Ltd. Inc. <sup>(2)</sup>	Tanker Owning Company	39.9% 63.8%	Panama	1/1 - 12/31	1/1 - 7/24 7/25 - 12/31	1/1 - 12/31
HS South Inc. <sup>(2)</sup>	Tanker Owning Company	39.9% 63.8%	Panama	1/1 - 12/31	1/1 - 7/24 7/25 - 12/31	1/1 - 12/31
Petrovia Internacional S.A. Mercopar S.A.C.I.	Land-Owning Company Operating/Barge Owning Company	63.8%	Uruguay	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Navegacion Guarani S.A.	Operating Barge and Pushboat Owning Company	63.8%	Paraguay	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Hidrovia OSR S.A.	Oil Spill Response & Salvage Services/ Tanker Owning Company	63.8%	Paraguay	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Mercofluvial S.A.	Operating Barge and Pushboat Owning Company	63.8%	Paraguay	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Petrolera San Antonio S.A.	Port Facility Operating Company	63.8%	Paraguay	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Stability Oceanways S.A.	Barge and Pushboat Owning Operating Company	63.8%	Panama	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Hidronave South American Logistics S.A.	Pushboat Owning Company	32.5%	Brazil	1/1 - 12/31	1/1 - 12/31	1/1 - 12/31
Navarra Shipping Corporation	Tanker-Owning Company	63.8%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	4/1 - 12/31
Pelayo Shipping Corporation	Tanker-Owning Company	63.8%	Marshall Is.	1/1 - 12/31	1/1 - 12/31	4/1 - 12/31
Varena Maritime Services S.A.	Barge and Pushboat Owning Operating Company	63.8%	Panama	1/1 - 12/31	4/14 - 12/31	
Navios Logistics Finance (US) Inc.	Operating Company	100%	Delaware	1/1 - 12/31	1/16 - 12/31	
Mercoparana S.A.	Barge Owning Company	63.8%	Argentina	7/1 - 12/31		

(1)

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On March 30, 2011, immediately after the Navios Acquisition Share Exchange, Navios Holdings' ownership of the voting stock of Navios Acquisition decreased to 45% and Navios Holdings no longer controlled a majority of the voting power of Navios Acquisition. As a result, from March 30, 2011, Navios Acquisition has not been consolidated and has been accounted for under the equity method of accounting based on Navios Holdings' economic interest in Navios Acquisition (see also Note 3).

- (2) On July 25, 2011, Navios Logistics acquired the noncontrolling interests of its joint ventures Thalassa Energy S.A., HS Tankers Inc., HS Navigation Inc., HS Shipping Ltd. Inc. and HS South Inc., in accordance with the terms of certain stock purchase agreements with HS Energy Ltd., an affiliate of Vitol S.A.

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**NAVIOS MARITIME HOLDINGS INC.**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)**

(Expressed in thousands of U.S. dollars except share data)

**(c) Use of Estimates:** The preparation of consolidated financial statements in conformity with U.S.GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the dates of the financial statements and the reported amounts of revenues and expenses during the reporting periods. On an on-going basis, management evaluates the estimates and judgments, including those related to uncompleted voyages, future drydock dates, the carrying value of investments in affiliates, the selection of useful lives for tangible assets, expected future cash flows from long-lived assets to support impairment tests, provisions necessary for accounts receivables, provisions for legal disputes, pension benefits, and contingencies. Management bases its estimates and judgments on historical experience and on various other factors that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results could differ from those estimates under different assumptions and/or conditions.

**(d) Cash and Cash Equivalents:** Cash and cash equivalents consist of cash on hand, deposits held on call with banks, and other short-term liquid investments with original maturities of three months or less.

**(e) Restricted Cash:** As of December 31, 2012 and 2011, restricted cash included \$10,914 and \$4,059, respectively, which related to amounts held in retention account in order to service debt and interest payments and \$13,200 and \$1,500, respectively, which related to additional security, as required by certain of Navios Holdings' credit facilities.

In addition, as of December 31, 2012 and 2011, the restricted balance with NOS ASA, a Norwegian clearing house, was \$0 and \$250, respectively. Also included in restricted cash as of December 31, 2012 and 2011 are amounts held as security in the form of letters of guarantee or letters of credit totaling \$590 and \$590, respectively.

**(f) Insurance Claims:** Insurance claims at each balance sheet date consist of claims submitted and/or claims in the process of compilation or submission (claims pending). They are recorded on an accrual basis and represent the claimable expenses, net of applicable deductibles, incurred through December 31 of each reported period, which are probable to be recovered from insurance companies. Any remaining costs to complete the claims are included in accrued liabilities. The classification of insurance claims into current and non-current assets is based on management's expectations as to their collection dates.

**(g) Inventories:** Inventories, which are comprised of lubricants and stock provisions on board the vessels, as well as petroleum products held by Navios Logistics, are valued at the lower of cost or market value as determined on the first-in, first-out basis.

**(h) Vessel, Port Terminal, Tanker Vessels, Barges, Pushboats and Other Fixed Assets, net:** Vessels, port terminal, tanker vessels, barges, pushboats and other fixed assets acquired as parts of business combinations or asset acquisitions are recorded at fair value on the date of acquisition. Vessels constructed by the company would be stated at historical cost, which consists of the contract price, capitalized interest and any material expenses incurred upon acquisition (improvements and delivery expenses). Subsequent expenditures for major improvements and upgrades are capitalized, provided they appreciably extend the life, increase the earnings capability or improve the efficiency or safety of the vessels. The cost and related accumulated depreciation of assets retired or sold are removed from the accounts at the time of sale or retirement and any gain or loss is included in the accompanying consolidated statements of income.

Expenditures for routine maintenance and repairs are expensed as incurred.

Depreciation is computed using the straight line method over the useful life of the vessels, port terminal, tanker vessels, barges, push boats and other fixed assets, after considering the estimated residual value.

Annual depreciation rates used, which approximate the useful life of the assets are:

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Vessels	25 years
Port facilities and transfer station	3 to 40 years
Tanker vessels, barges and push boats	15 to 44 years
Furniture, fixtures and equipment	3 to 10 years
Computer equipment and software	5 years
Leasehold improvements	shorter of lease term or 6 years

Management estimates the residual values of the Company's vessels based on a scrap value of \$285 per lightweight ton, as the Company believes this level is reasonable and common in the shipping industry. Management estimates the useful life of its vessels to be 25 years from the vessel's original construction. However, when regulations place limitations on the ability of a vessel to trade on a worldwide basis, its useful life is re-estimated to end at the date such regulations become effective. An increase in the useful life of a vessel or in its residual value would have the effect of decreasing the annual depreciation charge and extending it into later periods. A decrease in the useful life of a vessel or in its residual value would have the effect of increasing the annual depreciation charge.

**(i) Deposits for Vessel Acquisitions:** This represents amounts paid by the Company in accordance with the terms of the purchase agreements for the construction of vessels and other long-lived fixed assets. Interest costs incurred during the construction (until the asset is substantially complete and ready for its intended use) are capitalized. Capitalized interest for the years ended December 31, 2012, 2011 and 2010 amounted to \$1,453, \$4,303 and \$11,295, respectively.

**(j) Assets Held for Sale:** It is the Company's policy to dispose of vessels and other fixed assets when suitable opportunities occur and not necessarily to keep them until the end of their useful life. The Company classifies assets and disposal groups as being held for sale when the following criteria are met: management has committed to a plan to sell the asset (disposal group); the asset (disposal group) is available for immediate sale in its present condition; an active program to locate a buyer and other actions required to complete the plan to sell the asset (disposal group) have been initiated; the sale of the asset (disposal group) is probable, and transfer of the asset (disposal group) is expected to qualify for recognition as a completed sale within one year; the asset (disposal group) is being actively marketed for sale at a price that is reasonable in relation to its current fair value; and actions required to complete the plan indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn. Long-lived assets or disposal groups classified as held for sale are measured at the lower of their carrying amount or fair value less cost to sell. These assets are not depreciated once they meet the criteria to be held for sale. No assets were classified as held for sale in any of the periods presented.

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**NAVIOS MARITIME HOLDINGS INC.**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)**

(Expressed in thousands of U.S. dollars except share data)

**(k) Impairment of Long Lived Assets:** Vessels, other fixed assets and other long-lived assets held and used by Navios Holdings are reviewed periodically for potential impairment whenever events or changes in circumstances indicate that the carrying amount of a particular asset may not be fully recoverable. Navios Holdings management evaluates the carrying amounts and periods over which long-lived assets are depreciated to determine if events or changes in circumstances have occurred that would require modification to their carrying values or useful lives. In evaluating useful lives and carrying values of long-lived assets, certain indicators of potential impairment are reviewed, such as undiscounted projected operating cash flows, vessel sales and purchases, business plans and overall market conditions.

Undiscounted projected net operating cash flows are determined for each asset group and compared to the carrying value of the vessel, the unamortized portion of deferred drydock and special survey costs related to the vessel, and related carrying value of the intangible with respect to the time charter agreement attached to that vessel or the carrying value of deposits for newbuildings. Within the shipping industry, vessels are customarily bought and sold with a charter attached. The value of the charter may be favorable or unfavorable when comparing the charter rate to then current market rates. The loss recognized either on impairment (or on disposition) will reflect the excess of carrying value over fair value (selling price) for the vessel asset group.

The Company determined undiscounted projected net operating cash flows for each vessel and compared it to the vessel's carrying value together with the carrying value of deferred drydock and special survey costs related to the vessel and the carrying value of the related intangible. The significant factors and assumptions used in the undiscounted projected net operating cash flow analysis included: determining the projected net operating cash flows by considering the charter revenues from existing time charters for the fixed fleet days (the Company's remaining charter agreement rates) and an estimated daily time charter equivalent for the unfixed days (based on the 10-year average historical one year time charter rates adjusted for outliers) over the remaining economic life of each vessel, net of brokerage and address commissions excluding days of scheduled off-hires, running cost based on current year actual, assuming an annual increase of 3.0% after 2014 and a utilization rate of 98.3% based on the fleet's historical performance.

The assessment concluded that step two of the impairment analysis was not required and no impairment of vessels and the intangible assets existed as of December 31, 2012, as the undiscounted projected net operating cash flows exceeded the carrying value.

In the event that impairment would occur, the fair value of the related asset would be determined and an impairment charge would be recorded to operations calculated by comparing the asset's carrying value to its fair value. Fair value is typically estimated primarily through the use of third-party valuations performed on an individual vessel basis.

Although management believes the underlying assumptions supporting this assessment are reasonable, if the charter rate trends and the length of the current market downturn, vary significantly from our forecasts, management may be required to perform step two of the impairment analysis in the future which could expose Navios Holdings to material impairment charges in the future.

No impairment loss was recognized for any of the periods presented.

**(l) Deferred Drydock and Special Survey Costs:** The Company's vessels, barges and push boats are subject to regularly scheduled drydocking and special surveys which are carried out every 30 and 60 months, respectively, for vessels, every 60 months for oceangoing vessels and every 84 months for pushboats and barges, to coincide with the renewal of the related certificates issued by the Classification Societies, unless a further extension is obtained in rare cases and under certain conditions. The costs of drydocking and special surveys are deferred and amortized over the above periods or to the next drydocking or special survey date if such has been determined. Unamortized drydocking or special survey costs of vessels, barges and push boats sold are written-off to income in the year the vessel, barge or push boat is sold.

Costs capitalized as part of the drydocking or special survey consist principally of the actual costs incurred at the yard, and expenses relating to spare parts, paints, lubricants and services incurred solely during the drydocking or special survey period. For each of the years ended December 31, 2012, 2011 and 2010, the amortization was \$7,289, \$5,364, and \$3,306, respectively.

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**(m) Deferred Financing Costs:** Deferred financing costs include fees, commissions and legal expenses associated with obtaining or modifying loan facilities. These costs are amortized over the life of the related debt using the effective interest rate method, and are included in interest expense. Amortization and write offs for each of the years ended December 31, 2012, 2011 and 2010 were \$6,309, \$5,580 and \$11,752, respectively.

**(n) Goodwill and Other Intangibles**

**(i) Goodwill:** Goodwill is tested for impairment at the reporting unit level at least annually.

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The Company evaluates impairment of goodwill using a two-step process. First, the aggregate fair value of the reporting unit is compared to its carrying amount, including goodwill. The Company determines the fair value of the reporting unit based on discounted cash flow analysis and believes that the discounted cash flow analysis is the best indicator of fair value for its individual reporting units.

The fair value for goodwill impairment testing was estimated using the expected present value of future cash flows, using judgments and assumptions that management believes were appropriate in the circumstances. The significant factors and assumptions the Company used in its discounted cash flow analysis included: EBITDA, the discount rate used to calculate the present value of future cash flows and future capital expenditures. EBITDA assumptions included revenue assumptions, general and administrative expense growth assumptions, and direct vessel expense growth assumptions. The future cash flows from the shipping operations were determined by considering the charter revenues from existing time charters for the fixed fleet days (the Company's remaining charter agreement rates) and an estimated daily time charter equivalent for the non-fixed days (based on a combination of two year forward freight agreements and the 10-year average historical charter rates available for each type of vessel adjusted for outliers), which the Company believes is an objective approach for forecasting charter rates over an extended time horizon for long lived assets. The future cash flows from logistics operations were determined principally by combining revenues from existing contracts and estimated revenues based on the historical performance of the segment, including utilization rates and actual storage capacity.



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**NAVIOS MARITIME HOLDINGS INC.**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)**

(Expressed in thousands of U.S. dollars except share data)

If the fair value of a reporting unit exceeds the carrying amount, no impairment exists. If the carrying amount of the reporting unit exceeds the fair value, then the Company must perform the second step to determine the implied fair value of the reporting unit's goodwill and compare it with its carrying amount. The implied fair value of goodwill is determined by allocating the fair value of the reporting unit to all the assets and liabilities of that reporting unit, as if the reporting unit had been acquired in a business combination and the fair value of the reporting unit was the purchase price. If the carrying amount of the goodwill exceeds the implied fair value, then goodwill impairment is recognized by writing the goodwill down to its implied fair value.

No impairment loss was recognized for any of the periods presented.

*(ii) Intangibles Other Than Goodwill:* Navios Holdings' intangible assets and liabilities consist of favorable lease terms, unfavorable lease terms, customer relationships, trade name and port terminal operating rights. The fair value of the trade name was determined based on the relief from royalty method which values the trade name based on the estimated amount that a company would have to pay in an arm's length transaction to use that trade name. The asset is being amortized under the straight line method over 32 years. Navios Logistics' trade name is being amortized under the straight line method over 10 years.

The fair value of customer relationships was determined based on the excess earnings method, which relies upon the future cash flow generating ability of the asset. The asset is amortized under the straight line method over 20 years.

Other intangibles that are being amortized, such as customer relationships and port terminal operating rights, would be considered impaired if their carrying value could not be recovered from the future undiscounted cash flows associated with the asset.

When intangible assets or liabilities associated with the acquisition of a vessel are identified, they are recorded at fair value. Fair value is determined by reference to market data and the discounted amount of expected future cash flows. Where charter rates are higher than market charter rates, an asset is recorded, being the difference between the acquired charter rate and the market charter rate for an equivalent vessel. Where charter rates are less than market charter rates, a liability is recorded, being the difference between the assumed charter rate and the market charter rate for an equivalent vessel. The determination of the fair value of acquired assets and assumed liabilities requires the Company to make significant assumptions and estimates of many variables including market charter rates, expected future charter rates, the level of utilization of the Company's vessels and the Company's weighted average cost of capital. The use of different assumptions could result in a material change in the fair value of these items, which could have a material impact on the Company's financial position and results of operations.

The amortizable value of favorable and unfavorable leases is amortized over the remaining life of the lease term and the amortization expense is included in the statement of comprehensive income in the Depreciation and Amortization line item.

The amortizable value of favorable leases would be considered impaired if its fair market value could not be recovered from the future undiscounted cash flows associated with the asset. Vessel purchase options that have not been exercised, which are included in favorable lease terms, are not amortized and would be considered impaired if the carrying value of an option, when added to the option price of the vessel, exceeded the fair value of the vessel. As of December 31, 2012, there was no impairment of intangible assets.

Vessel purchase options that are included in favorable leases are not amortized and when the purchase option is exercised the asset is capitalized as part of the cost of the vessel and depreciated over the remaining useful life of the vessel (Note 8) and if not exercised, the intangible will be written off. Vessel purchase options that are included in unfavorable lease terms are not amortized and when the purchase option is exercised by the charterer and the underlying vessel is sold, it will be recorded as part of gain/loss on sale of the assets. If the option is not exercised at the expiration date it will be written-off to the statements of income.

The weighted average amortization periods for intangibles are:

<b>Intangible assets/liabilities</b>	<b>Years</b>
Trade name	21.0
Favorable lease terms (*)	6.6
Unfavorable lease terms (**)	4.7
Port terminal operating rights	30.0
Customer relationships	20.0

(\*) The intangible asset associated with the favorable lease terms includes an amount of \$21,782 related to purchase options for the vessels. As of December 31, 2012 and 2011, \$0 and \$90, respectively, had been transferred to the acquisition cost of vessels. As of December 31, 2012 and 2011, \$9,207 and \$0, respectively, was written off since the purchase option was not exercised.

(\*\*) The intangible liability associated with the unfavorable lease terms includes an amount of \$9,405 related to purchase options held by third parties. As of December 31, 2012 and 2011, no purchase options held by third parties have been exercised. As of December 31, 2012 and 2011, \$6,485 and \$0, respectively, was written off since the purchase option was not exercised.

**Table of Contents****NAVIOS MARITIME HOLDINGS INC.****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)**

(Expressed in thousands of U.S. dollars except share data)

**(o) Foreign Currency Translation:** The Company's functional and reporting currency is the U.S. dollar. The Company engages in worldwide commerce with a variety of entities. Although, its operations may expose it to certain levels of foreign currency risk, its transactions are predominantly U.S. dollar denominated. Additionally, the Company's subsidiaries in Uruguay, Argentina, Brazil and Paraguay transact a nominal amount of their operations in Uruguayan pesos, Argentinean pesos, Reales and Guaranies whereas the Company's wholly-owned vessel subsidiaries and the vessel management subsidiary transact a nominal amount of their operations in Euros; however, all of the subsidiaries' primary cash flows are U.S. dollar denominated. Transactions in currencies other than the functional currency are translated at the exchange rate in effect at the date of each transaction. Differences in exchange rates during the period between the date a transaction denominated in a foreign currency is consummated and the date on which it is either settled or translated, are recognized in the statement of comprehensive income. The foreign currency exchange losses recognized in the consolidated statement of comprehensive income for each of the years ended December 31, 2012, 2011 and 2010, were \$217, \$383 and \$20, respectively.

**(p) Provisions:** The Company, in the ordinary course of business, is subject to various claims, suits and complaints. Management, in consultation with internal and external advisers, will provide for a contingent loss in the financial statements if the contingency had occurred at the date of the financial statements and the likelihood of loss was probable and the amount can be reasonably estimated. If the Company has determined that the reasonable estimate of the loss is a range and there is no best estimate within the range, the Company will provide the lower amount within the range. See Note 14, "Commitments and Contingencies" for further discussion.

The Company participates in Protection and Indemnity (P&I) insurance plans provided by mutual insurance associations known as P&I clubs. Under the terms of these plans, participants may be required to pay additional premiums (supplementary calls) to fund operating deficits incurred by the clubs (back calls). Obligations for back calls are accrued annually based on information provided by the clubs.

Provisions for estimated losses on uncompleted voyages and vessels time chartered to others are provided for in the period in which such losses are determined. As of December 31, 2012 and 2011, the balance for provision for loss making voyages in progress was \$4,974 and \$1,652, respectively.

**(q) Segment Reporting:** Operating segments, as defined, are components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker in deciding how to allocate resources and in assessing performance. Based on the Company's methods of internal reporting and management structure, the Company currently has two reportable segments: the Drybulk Vessel Operations segment and the Logistics Business segment. Previously, the Company had a Tanker Vessel Operations segment until the deconsolidation of Navios Acquisition on March 30, 2011. The Drybulk Vessel Operations segment consists of the transportation and handling of bulk cargoes through the ownership, operation, and trading of vessels, freight, and FFAs. Following the acquisition of Horamar and the formation of Navios Logistics, the Company has renamed its Port Terminal Segment as the Logistics Business Segment, and this segment includes the activities of Horamar, which provides similar products and services in the region as Navios Holdings' legacy port facility. The Tanker Vessel Operations segment consisted of the transportation and handling of liquid cargoes through the ownership, operation, and trading of tanker vessels.

**(r) Revenue and Expense Recognition:**

**Revenue Recognition:** Revenue is recorded when services are rendered, the Company has a signed charter agreement or other evidence of an arrangement, the price is fixed or determinable, and collection is reasonably assured. The Company generates revenue from the following sources, (1) transportation of cargo, (2) time charter of vessels and (3) port terminal operations.

Voyage revenues for the transportation of cargo are recognized ratably over the estimated relative transit time of each voyage. A voyage is deemed to commence when a vessel is available for loading and is deemed to end upon the completion of the discharge of the current cargo. Estimated losses on voyages are provided for in full at the time such losses become evident. Under a voyage charter, the Company agrees to provide a vessel for the transportation of specific goods between specific ports in return for payment of an agreed upon freight rate per ton of cargo.

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Revenues arising from contracts that provide our customers with continuous access to convoy capacity are recognized ratably over the period of the contracts.

Profit-sharing revenues are calculated at an agreed percentage of the excess of the charterer's average daily income (calculated on a quarterly or half-yearly basis) over an agreed amount and accounted for on an accrual basis based on provisional amounts and for those contracts that provisional accruals cannot be made due to the nature of the profit sharing elements, these are accounted for on the actual cash settlement.

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Revenues from time chartering of vessels are accounted for as operating leases and are thus recognized on a straight line basis as the average revenue over the rental periods of such charter agreements as service is performed, except for loss generating time charters, in which case the loss is recognized in the period when such loss is determined. A time charter involves placing a vessel at the charterers' disposal for a period of time during which the charterer uses the vessel in return for the payment of a specified daily hire rate. Short period charters for less than three months are referred to as spot-charters. Charters extending three months to a year are generally referred to as medium term charters. All other charters are considered long term. Under time charters, operating costs such as for crews, maintenance and insurance are typically paid by the owner of the vessel.

Revenues from port terminal operations consist of an agreed flat fee per ton and cover the services performed to unload barges (or trucks), transfer the product into the silos for temporary storage and then loading the ocean-going vessels. Revenues are recognized upon completion of loading the ocean-going vessels. Additionally, fees are charged for vessel dockage and for storage time in excess of contractually specified terms. Dockage revenues are recognized ratably up to completion of loading. Storage fees are assessed and recognized when the product remains in the silo storage beyond the contractually agreed time allowed. Storage fee revenue is recognized ratably over the storage period and ends when the product is loaded onto the ocean-going vessel.

Recovery of lost revenue under credit default insurance for charterers is accounted for as gain contingency and is recognized when all contingencies are resolved. The amount of recovery of lost revenue is recorded within the caption "Revenue" and any amount recovered in excess of the lost revenue is recorded within the caption "Other income".

Expenses related to our revenue-generating contracts are recognized as incurred.

**Forward Freight Agreements (FFAs):** Realized gains or losses from FFAs are recognized monthly concurrent with cash settlements. In addition, the FFAs are marked to market quarterly to determine the fair values which generate unrealized gains or losses. Trading of FFAs could lead to material fluctuations in the Company's reported results from operations on a period to period basis. See Note 12.

**Deferred Income and Cash Received In Advance:** Deferred voyage revenue primarily relates to cash received from charterers prior to it being earned. These amounts are recognized as revenue over the voyage or charter period.

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(Expressed in thousands of U.S. dollars except share data)

**Time Charter, Voyage and Logistics Business Expenses:** Time charter, voyage and logistics business expenses comprise all expenses related to each particular voyage, including time charter hire paid and voyage freight paid, bunkers, port charges, canal tolls, cargo handling, agency fees and brokerage commissions. Also included in time charter, voyage and logistics business expenses are charterers' liability insurances, provision for losses on time charters and voyages in progress at year-end, direct port terminal expenses and other miscellaneous expenses.

**Direct Vessel Expenses:** Direct vessel expenses consist of all expenses relating to the operation of vessels, including crewing, repairs and maintenance, insurance, stores and lubricants and miscellaneous expenses such as communications and amortization of drydocking and special survey costs.

**Prepaid Voyage Costs:** Prepaid voyage costs relate to cash paid in advance for expenses associated with voyages. These amounts are recognized as expenses over the voyage or charter period.

*(s) Employee benefits:*

**Pension and Retirement Obligations-Crew:** The Company's ship-owning subsidiaries employ the crew on board under short-term contracts (usually up to nine months) and, accordingly, they are not liable for any pension or post-retirement benefits.

**Provision for Employees Severance and Retirement Compensation:** The employees in the Company's office in Greece are protected by Greek labor law. According to the law, the Company is required to pay retirement indemnities to employees upon dismissal or upon leaving with an entitlement to a full security retirement pension. The amount of compensation is based on the number of years of service and the amount of remuneration at the date of dismissal or retirement up to a maximum of two years' salary. If the employees remain in the employment of the Company until normal retirement age, they are entitled to retirement compensation which is equal to 40% of the compensation amount that would be payable if they were dismissed at that time. The number of employees that will remain with the Company until retirement age is not known. The Company considers this plan equivalent to a lump sum defined benefit pension plan and accounts for it under FASB guidance on employer's accounting for pension. The Company is required to annually value the statutory terminations indemnities liability. Management obtains a valuation from independent actuaries to assist in the calculation of the benefits. The Company provides, in full, for the employees termination indemnities liability. This liability amounted to \$686 and \$603 at December 31, 2012 and 2011, respectively.

**U.S. Retirement Savings Plan:** The Company sponsors a 401(k) retirement savings plan, which is categorized as a defined contribution plan. The plan is available to full time employees who meet the plan's eligibility requirements. The plan permits employees to make contributions up to 15% of their annual salary with the Company matching up to the first 6%. The Company makes monthly contributions (matching contributions) to the plan based on amounts contributed by employees. Subsequent to making the matching contributions, the Company has no further obligations. The Company may make an additional discretionary contribution annually if such a contribution is authorized by the Board of Directors. The plan is administered by an independent professional firm that specializes in providing such services. See Note 13.

**Other Post-Retirement Obligations:** The Company has a legacy pension arrangement for certain Bahamian, Uruguayan and former Navios Corporation employees. The entitlement to these benefits is only to these former employees. The expected costs of these benefits are accrued each year, using an accounting methodology similar to that for defined benefit pension plans. These obligations are valued annually by independent actuaries.

**Stock-Based Compensation:** In December 2012, 2011 and 2010, the Company authorized the issuance of shares of restricted common stock, restricted stock units and stock options in accordance with the Company's stock option plan for its employees, officers and directors. These awards of restricted common stock restricted stock units and stock options are based on service conditions only and vest over three years. In December 2012, the Company also authorized the issuance of shares of restricted common stock, restricted stock units and stock options for its employees, officers and directors that vest on April 30, 2014 upon achievement of certain internal performance criteria and set targets.

The fair value of stock option grants is determined with reference to option pricing model and principally adjusted Black-Scholes models. The fair value of restricted stock and restricted stock units is determined by reference to the quoted stock price on the date of grant. Compensation

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expense, net of estimated forfeitures, is recognized based on a graded expense model over the vesting period. Compensation expense for the awards that vest upon achievement of the performance criteria is recognized when it is probable that the performance criteria will be met.

**(t) Financial Instruments:** Financial instruments carried on the balance sheet include cash and cash equivalents, restricted cash, trade receivables and payables, other receivables and other liabilities, long-term debt and capital leases. The particular recognition methods applicable to each class of financial instrument are disclosed in the applicable significant policy description of each item, or included below as applicable.

**Financial Risk Management:** The Company's activities expose it to a variety of financial risks including fluctuations in future freight rates, time charter hire rates, and fuel prices, and credit and interest rates risk. Risk management is carried out under policies approved by executive management. Guidelines are established for overall risk management, as well as specific areas of operations.

**Credit Risk:** The Company closely monitors its exposure to customers and counterparties for credit risk. The Company has policies in place to ensure that it trades with customers and counterparties with an appropriate credit history. Derivative counterparties and cash transactions are limited to high quality credit financial institutions.

**Interest Rate Risk:** Any differential to be paid or received on an interest rate swap agreement is recognized as a component of gain/loss on derivatives over the period of the agreement. Gains and losses on early termination of interest rate swaps are taken to the consolidated statement of income. The effective portion of changes in the fair value of interest rate swap agreements that are designated and qualify as cash flow hedges are recognized in equity. The gain or loss relating to the ineffective portion was recognized in the statement of income until the swap agreements expired during 2010.

**Liquidity Risk:** Prudent liquidity risk management implies maintaining sufficient cash and marketable securities, the availability of funding through an adequate amount of committed credit facilities and the ability to close out market positions. The Company monitors cash balances adequately to meet working capital needs.

**Foreign Exchange Risk:** Foreign currency transactions are translated into the measurement currency at rates prevailing on the dates of the relevant transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies are recognized in the statement of income.

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**NAVIOS MARITIME HOLDINGS INC.**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)**

(Expressed in thousands of U.S. dollars except share data)

**Accounting for Derivative Financial Instruments and Hedging Activities:**

The Company may enter into drybulk shipping FFAs as economic hedges relating to identifiable ship and/or cargo positions and as economic hedges of transactions the Company expects to carry out in the normal course of its shipping business. By utilizing certain derivative instruments, including drybulk shipping FFAs, the Company manages the financial risk associated with fluctuating market conditions. In entering into these contracts, the Company has assumed the risk that might arise from the possible inability of counterparties to perform in accordance with the terms of their contracts.

The Company also trades drybulk shipping FFAs which are cleared through LCH, the London clearing house. LCH calls for both base and margin collateral, which are funded by Navios Holdings, and which in turn substantially eliminate counterparty risk. Certain portions of these collateral funds may be restricted at any given time as determined by LCH.

At the end of each calendar quarter, the fair value of drybulk shipping FFAs traded over-the-counter are determined from an index published in London, United Kingdom and the fair value of those FFAs traded with LCH is determined from the LCH valuations accordingly.

The Company records all of its derivative financial instruments and hedges as economic hedges.

The Company classifies cash flows related to derivative financial instruments within cash provided by operating activities in the consolidated statements of cash flows.

**(u) Earnings Per Share:** Basic earnings per share are computed by dividing net income attributable to Navios Holdings common stockholders by the weighted average number of shares of common stock outstanding during the periods presented. Diluted earnings per share reflect the potential dilution that would occur if securities or other contracts to issue common stock were exercised or converted. Dilution has been computed by the treasury stock method whereby all of the Company's dilutive securities (convertible preferred stock, stock options and warrants) are assumed to be exercised and the proceeds used to repurchase common shares at the weighted average market price of the Company's common stock during the relevant periods. The incremental shares (the difference between the number of shares assumed issued and the number of shares assumed purchased) shall be included in the denominator of the diluted earnings per share computation. For the year ended December 31, 2011, preferred stock dividends of subsidiaries and preferred stock dividends attributable to the noncontrolling interest were included in the calculation of net income attributable to Navios Holdings common stockholders. Restricted stock and restricted stock units (vested and unvested) are included in the calculation of the diluted earnings per share, based on the weighted average number of restricted stock and restricted stock units assumed to be outstanding during the period. Convertible shares are included in the calculation of the diluted earnings per share, based on the weighted average number of convertible shares assumed to be outstanding during the period.

**(v) Income Taxes:** The Company is a Marshall Islands Corporation. Pursuant to various treaties and the United States Internal Revenue Code, the Company believes that substantially all its operations are exempt from income taxes in the Marshall Islands and United States of America. The tax expense reflected in the Company's consolidated financial statements for the years ended December 31, 2012, 2011 and 2010 was mainly attributable to its subsidiaries in South America, which are subject to the Argentinean and Paraguayan income tax regime.

The asset and liability method is used to account for future income taxes. Under this method, future income tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the financial statement carrying amounts and the tax bases of assets and liabilities. Future income tax assets and liabilities are measured using enacted tax rates in effect for the year in which those temporary differences are expected to be recovered or settled. The effect on future income tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. A deferred tax asset is recognized for temporary differences that will result in deductible amounts in future years. A valuation allowance is recognized if, based on the weight of available evidence, it is more likely than not that some portion or all of the deferred tax asset will not be realized.

**(w) Dividends:** Dividends are recorded in the Company's financial statements in the period in which they are declared.



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**(x) Guarantees:** A liability for the fair value of the obligation undertaken in issuing the guarantee is recognized. The recognition of fair value is not required for certain guarantees such as the parent's guarantee of a subsidiary's debt to a third party or guarantees on product warranties. For those guarantees excluded from the above guidance requiring the fair value recognition provision of the liability, financial statement disclosures of their terms are made.

On November 15, 2012, the Company agreed to provide Navios Partners with guarantees against counterparty default on certain existing charters (see also Notes 16 and 25).

**(y) Leases:** Vessel leases where Navios Holdings is regarded as the lessor are classified as either finance leases or operating leases based on an assessment of the terms of the lease.

For charters classified as finance type leases the minimum lease payments are recorded as the gross investment in the lease. The difference between the gross investment in the lease and the sum of the present values of the two components of the gross investment is recorded as unearned income which is amortized to income over the lease term as finance lease interest income to produce a constant periodic rate of return on the net investment in the lease.

For charters classified as operating leases where Navios Holdings is regarded as the lessor, refer to Note 2(r) Revenue and Expense Recognition .

For charters classified as operating leases where Navios Holdings is regarded as the lessee, the expense is recognized on a straight line basis over the rental periods of such charter agreements. The expense is included under the line Time charter, voyage and logistics business expenses .

**(z) Accounting for the Acquisition of Horamar:** The Company accounted for the acquisition of Horamar Group as a partial sale of CNSA to the noncontrolling shareholders of Navios Logistics, and a partial acquisition of Horamar. Horamar's assets and liabilities were revalued to 100% of their respective fair values, and CNSA's assets and liabilities were recorded at carryover basis, reflecting the common control nature of the transaction. The contingent consideration for the transaction, which was held in escrow, was fully settled in June 2010.

**(aa) Treasury Stock:** Treasury stock is accounted for using the cost method. Excess of the purchase price of the treasury stock acquired, plus direct acquisition costs over its par value is recorded in additional paid-in capital.

**(ab) Trade Accounts Receivable:** The amount shown as accounts receivable, trade, at each balance sheet date, includes receivables from charterers for hire, freight and demurrage billings and FFA counterparties, net of a provision for doubtful accounts. At each balance sheet date, all potentially uncollectible accounts are assessed individually for purposes of determining the appropriate provision for doubtful accounts.

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(Expressed in thousands of U.S. dollars except share data)

**(ac) Convertible Preferred Stock:** The Company's 2% Mandatorily Convertible Preferred Stock (Preferred Stock) are recorded at fair market value on issuance. The fair market value is determined using a binomial valuation model. The model which is used takes into account the credit spread of the Company, the volatility of its stock, as well as the price of its stock at the issuance date. Each preferred share has a par value of \$0.0001. Each holder of Preferred Stock is entitled to receive an annual dividend equal to 2% on the nominal value of the Preferred Stock, payable quarterly, until such time as the Preferred Stock converts into common stock. Five years after the issuance date all Preferred Stock shall automatically convert into shares of common stock at a conversion price equal to \$10.00 per preferred share. At any time following the third anniversary from their issuance date, if the closing price of the common stock has been at least \$20.00 per share, for 10 consecutive business days, the remaining balance of the then-outstanding preferred shares shall automatically convert at a conversion price equal to \$14.00 per share of common stock. The holders of Preferred Stock are entitled, at their option, at any time following their issuance date and prior to their final conversion date, to convert all or any such then-outstanding preferred shares into common stock at a conversion price equal to \$14.00 per preferred share.

**(ad) Investment in Available for Sale Securities:** The Company classifies its existing marketable equity securities as available-for-sale. These securities are carried at fair value, with unrealized gains and losses excluded from earnings and reported directly in stockholders' equity as a component of other comprehensive income (loss) unless an unrealized loss is considered other-than-temporary, in which case it is transferred to the statements of income. Management evaluates securities for other than temporary impairment (OTTI) on a quarterly basis. Consideration is given to (1) the length of time and the extent to which the fair value has been less than cost, (2) the financial condition and near-term prospects of the investee, and (3) the intent and ability of the Company to retain its investment in the investee for a period of time sufficient to allow for any anticipated recovery in fair value.

**Investment in Equity Securities:** Navios Holdings evaluates its investments in Navios Acquisition and Navios Partners for OTTI on a quarterly basis. Consideration is given to (1) the length of time and the extent to which the fair value has been less than the carrying value, (2) the financial condition and near-term prospects of Navios Partners and Navios Acquisition, and (3) the intent and ability of the Company to retain its investment in Navios Acquisition and Navios Partners for a period of time sufficient to allow for any anticipated recovery in fair value.

**(ae) Financial Instruments and Fair Value:** Guidance on Fair Value Measurements provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level I measurements) and the lowest priority to unobservable inputs (level III measurements). The three levels of the fair value hierarchy under guidance on Fair Value Measurements are described below:

*Basis of Fair Value Measurement*

Level I: Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;

Level II: Quoted prices in markets that are not active or financial instruments for which all significant inputs are observable, either directly or indirectly;

Level III: Prices or valuations that require inputs that are both significant to the fair value measurement and unobservable.

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. In determining the appropriate levels, the Company performs a detailed analysis of the assets and liabilities that are subject to guidance on Fair Value Measurements.

**(af) Recent Accounting Pronouncements:***Fair Value Disclosures*

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In January 2010, the Financial Accounting Standards Board ( FASB ) issued amended standards requiring additional fair value disclosures. The amended standards require disclosures of transfers in and out of Levels I and II of the fair value hierarchy, as well as requiring gross basis disclosures for purchases, sales, issuances and settlements within the Level III reconciliation. Additionally, the update clarifies the requirement to determine the level of disaggregation for fair value measurement disclosures and to disclose valuation techniques and inputs used for both recurring and nonrecurring fair value measurements in either Level II or Level III. Navios Holdings adopted the new guidance in the first quarter of fiscal year 2010, except for the disclosures related to purchases, sales, issuance and settlements within Level III, which was effective for Navios Holdings beginning in the first quarter of fiscal year 2012. The adoption of the new standard did not have a significant impact on Navios Holdings consolidated financial statements.

*Goodwill Impairment Guidance*

In September 2011, the FASB issued an update to simplify how public entities test goodwill for impairment. The amendments in the update permit an entity to first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount on a basis for determining whether it is necessary to perform the two-step goodwill impairment test described in Topic 350. The more-likely-than-not threshold is defined as having a likelihood of more than 50 percent. The amendments are effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011. Early adoption is permitted including for annual and interim impairment tests performed as of a date before September 15, 2011, if an entity's financial statements for the most recent annual or interim period have not yet been issued or, for nonpublic entities, have not yet been made available for issuance. The amendment was adopted by Navios Holdings in the first quarter of 2012. The adoption of the new amendments did not have a significant impact on Navios Holdings' consolidated financial statements.

*Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income*

In February 2013, the Financial Accounting Standards Board ( FASB ) issued amended standards requiring additional disclosures for other comprehensive income. The amended standards require an entity to provide information about the amounts reclassified out of accumulated other comprehensive income by component. In addition, an entity is required to present, either on the face of the statement where net income is presented or in the notes, significant amounts reclassified out of accumulated other comprehensive income by the respective line items of net income but only if the amount reclassified is required under U.S. GAAP to be reclassified to net income in its entirety in the same reporting period. The amendments apply to all entities that issue financial statements that are presented in conformity with U.S. GAAP and that report items of other comprehensive income. Public companies are required to comply with these amendments for all reporting periods presented, including interim periods. For public entities, the amendments are effective prospectively for reporting periods beginning after December 15, 2012. Early adoption is permitted. Navios Holdings has not yet adopted the new amendments. The adoption of the new standard is not expected to have a significant impact on Navios Holdings' consolidated financial statements.

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(Expressed in thousands of U.S. dollars except share data)

**NOTE 3: ACQUISITIONS/DECONSOLIDATION*****Obtaining control over Navios Acquisition***

On May 28, 2010, certain shareholders of Navios Acquisition redeemed their shares upon de-SPAC -ing, and Navios Holding's ownership of Navios Acquisition increased to 57.3%. At that point, Navios Holdings obtained control over Navios Acquisition and, consequently, concluded that a business combination had occurred and consolidated Navios Acquisition from that date onwards until March 30, 2011 (see below).

In connection with the business combination, the Company (i) re-measured its previously-held equity interests in Navios Acquisition to fair value and recognized the difference between fair value and the carrying value as a gain amounting to \$17,742 (see also Note 12), (ii) recognized 100% of the identifiable assets and liabilities of Navios Acquisition at their fair values with total net assets amounting to \$142,645, (iii) recognized a 42.7% noncontrolling interest at fair value, and (iv) recognized goodwill of \$13,143 for the excess of the fair value of the noncontrolling interest and its previously-held equity interests in Navios Acquisition over the fair value of the identifiable assets and liabilities of Navios Acquisition. The fair value of the Company's previously-held investment in the common stock of Navios Acquisition, as well as the fair value of the noncontrolling interest as of May 28, 2010, were both calculated based on the closing price of Navios Acquisition's common stock on that date. The fair value of the noncontrolling interest and of the Company's investment in Navios Acquisition as of May 28, 2010 amounted to \$60,556 and \$95,232, respectively. The difference between the Company's legal ownership percentage of 57.3% (based on common stock outstanding) and the percentage derived by dividing the \$95,232 allocated to the Company's investment in Navios Acquisition and the total value ascribed to Navios Acquisition's net assets (including goodwill) of \$155,788 is a result of treating the Company's investment in Navios Acquisition's warrants as a previously-held equity interest for purposes of calculating goodwill in accordance with ASC 805. Goodwill of \$13,143 arising from the transaction was not tax deductible and was allocated to the Company's Tanker Vessel Operations.

***VLCC Acquisition***

On September 10, 2010, Navios Acquisition consummated the acquisition of seven very large crude carrier tankers (VLCC), referred to herein as the

VLCC Acquisition, for \$134,270 of cash and the issuance of 1,894,918 shares. A portion of the shares was deposited into one year escrow to provide for indemnity and other claims. On November 4, 2011, 217,159 shares were returned to Navios Acquisition in settlement of representations and warranties attributable to the prior sellers and the remaining deposited shares were released to the sellers. The VLCC Acquisition was treated as a business combination. The total equity consideration adjusted for the release of escrow shares amounted to \$9,513. The fair value of the net assets acquired amounted to \$142,204. As a result, goodwill of \$1,579 was recognized. Goodwill arising from the transaction is not tax deductible and has been allocated to the Company's Tanker Vessel operations. Transaction costs amounted to \$8,019 and were fully expensed. Transaction costs included \$5,619, which was the fair value of 3,000 preferred shares issued to a third party as compensation for consulting services.

***Deconsolidation of Navios Acquisition***

On March 30, 2011, Navios Holdings completed the Navios Acquisition Share Exchange whereby Navios Holdings exchanged 7,676,000 shares of Navios Acquisition's common stock it held for non-voting Series C preferred stock of Navios Acquisition pursuant to an Exchange Agreement entered into on March 30, 2011 between Navios Acquisition and Navios Holdings. The fair value of the exchange was \$30,474, which was based on the share price of the publicly traded common shares of Navios Acquisition on March 30, 2011. Immediately after the Navios Acquisition Share Exchange, Navios Holdings' ownership of the outstanding voting stock of Navios Acquisition decreased to 45% and Navios Holdings no longer controlled a majority of the voting power of Navios Acquisition. From that date onwards, Navios Acquisition has been considered as an affiliate entity of Navios Holdings and not as a controlled subsidiary of the Company, and the investment in Navios Acquisition has been accounted for under the equity method due to the Company's significant influence over Navios Acquisition. Navios Acquisition has been accounted for under the equity method of accounting based on Navios Holdings' economic interest in Navios Acquisition, since the preferred stock is considered to be, in substance, common stock for accounting purposes.

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On March 30, 2011, based on the equity method, the Company recorded an investment in Navios Acquisition of \$103,250, which represents the fair value of the common stock and Series C preferred stock (in-substance common stock) that were held by Navios Holdings on such date. On March 30, 2011, the Company calculated a loss on change in control of \$35,325, which was calculated as the fair value of the Company's equity method investment in Navios Acquisition of \$103,250 less the Company's 53.7% interest in Navios Acquisition's net assets on March 30, 2011.

As of December 31, 2012, Navios Holdings' ownership of the outstanding voting stock of Navios Acquisition was 45.24% and its economic interest in Navios Acquisition was 53.96%.

### *Navios Logistics Release of Escrow Shares*

During 2009, the agreement pursuant to which Navios Logistics acquired CNSA and Horamar was amended to postpone until June 30, 2010 the date for determining whether the EBITDA target was achieved. In June 2010, \$2,500 in cash and 504 shares in escrow were released upon the achievement of the EBITDA target thresholds. The 504 remaining shares held in escrow and released in June 2010 were valued at a new fair value of \$10,869. The noncontrolling interest was adjusted for the percentage change in ownership by Navios Holdings.

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(Expressed in thousands of U.S. dollars except share data)

**NOTE 4: CASH AND CASH EQUIVALENTS**

Cash and cash equivalents consist of the following:

	December 31, 2012	December 31, 2011
Cash on hand and at banks	\$ 61,283	\$ 70,767
Short-term deposits and highly liquid funds	196,585	100,329
<b>Total cash and cash equivalents</b>	<b>\$ 257,868</b>	<b>\$ 171,096</b>

Short term deposits and highly liquid funds relate to amounts held in banks for general financing purposes. As of December 31, 2012, Navios Holdings held time deposits of \$196,585 with a duration of less than three months. As of December 31, 2011, Navios Holdings held time deposits of \$98,861 and money market funds of \$1,468 with a duration of less than three months.

Cash deposits and cash equivalents in excess of amounts covered by government-provided insurance are exposed to loss in the event of non-performance by financial institutions. Navios Holdings does maintain cash deposits and equivalents in excess of government-provided insurance limits. Navios Holdings also minimizes exposure to credit risk by dealing with a diversified group of major financial institutions.

**NOTE 5: ACCOUNTS RECEIVABLE, NET**

Accounts receivable consist of the following:

	December 31, 2012	December 31, 2011
Accounts receivable	\$ 111,657	\$ 110,260
Less: provision for doubtful receivables	(25,936)	(8,874)
<b>Accounts receivables, net</b>	<b>\$ 85,721</b>	<b>\$ 101,386</b>

Changes to the provisions for doubtful accounts are summarized as follows:

	Balance at Beginning of Period	Charges to Costs and expenses	Amount Utilized	Balance at End of Period
Allowance for doubtful receivables				
Year ended December 31, 2010	\$ (10,580)	\$ (4,660)	\$ 6,605	\$ (8,635)
Year ended December 31, 2011	\$ (8,635)	\$ (239)	\$	\$ (8,874)
Year ended December 31, 2012	\$ (8,874)	\$ (17,136)	\$ 74	\$ (25,936)

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Concentration of credit risk with respect to accounts receivable are limited due to the Company's large number of customers, who are internationally dispersed and have a variety of end markets in which they sell. Due to these factors, management believes that no additional credit risk beyond amounts provided for collection losses is inherent in the Company's trade receivables. For the years ended December 31, 2012, 2011 and 2010, none of the customers accounted for more than 10% of the Company's revenue.

### NOTE 6: PREPAID EXPENSES AND OTHER CURRENT ASSETS

Prepaid expenses and other current assets consist of the following:

	December 31, 2012	December 31, 2011
Prepaid voyage costs	\$ 6,414	\$ 6,950
Claim receivables	3,953	7,525
Advances to agents	669	57
Short-term derivative assets	1,275	1,279
Prepaid taxes	2,978	2,361
Other	4,593	2,782
<b>Total prepaid expenses and other current assets</b>	<b>\$ 19,882</b>	<b>\$ 20,954</b>

Claims receivable mainly represents claims against vessels' insurance underwriters in respect of damages arising from accidents or other insured risks, as well as claims under charter contracts including off-hires. While it is anticipated that claims receivable will be recovered within one year, such claims may not all be recovered within one year due to the attendant process of settlement. Nonetheless, amounts are classified as current as they represent amounts currently due to the Company. All amounts are shown net of applicable deductibles.



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(Expressed in thousands of U.S. dollars except share data)

**NOTE 7: VESSELS, PORT TERMINAL AND OTHER FIXED ASSETS**

Vessels	Cost	Accumulated Depreciation	Net Book Value
<b>Balance December 31, 2009</b>	<b>\$ 1,390,720</b>	<b>\$ (80,976)</b>	<b>\$ 1,309,744</b>
Additions	544,234	(54,581)	489,653
Disposals	(386,571)	8,475	(378,096)
<b>Balance December 31, 2010</b>	<b>1,548,383</b>	<b>(127,082)</b>	<b>1,421,301</b>
Additions	133,874	(63,203)	70,671
Disposals	(81,454)	4,707	(76,747)
<b>Balance December 31, 2011</b>	<b>1,600,803</b>	<b>(185,578)</b>	<b>1,415,225</b>
Additions	102,306	(63,737)	38,569
Disposals	(71,209)	4,141	(67,068)
<b>Balance December 31, 2012</b>	<b>\$ 1,631,900</b>	<b>\$ (245,174)</b>	<b>\$ 1,386,726</b>

Port Terminals (Navios Logistics)	Cost	Accumulated Depreciation	Net Book Value
<b>Balance December 31, 2009</b>	<b>\$ 60,129</b>	<b>\$ (6,560)</b>	<b>\$ 53,569</b>
Additions	5,129	(2,471)	2,658
<b>Balance December 31, 2010</b>	<b>65,258</b>	<b>(9,031)</b>	<b>56,227</b>
Additions	9,230	(2,538)	6,692
Disposals	(152)	103	(49)
<b>Balance December 31, 2011</b>	<b>74,336</b>	<b>(11,466)</b>	<b>62,870</b>
Additions	11,904	(2,785)	9,119
<b>Balance December 31, 2012</b>	<b>\$ 86,240</b>	<b>\$ (14,251)</b>	<b>\$ 71,989</b>

Tanker vessels, barges and push boats (Navios Logistics)	Cost	Accumulated Depreciation	Net Book Value
<b>Balance December 31, 2009</b>	<b>\$ 238,451</b>	<b>\$ (28,798)</b>	<b>\$ 209,653</b>
Additions	40,453	(13,886)	26,567
Disposals	(67)	47	(20)

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<b>Balance December 31, 2010</b>	<b>278,837</b>	<b>(42,637)</b>	<b>236,200</b>
Additions	62,153	(15,378)	46,775
<b>Balance December 31, 2011</b>	<b>340,990</b>	<b>(58,015)</b>	<b>282,975</b>
Additions	20,008	(19,383)	625
Restructure of capital lease	(4,590)		(4,590)
<b>Balance December 31, 2012</b>	<b>\$ 356,408</b>	<b>\$ (77,398)</b>	<b>\$ 279,010</b>

Tanker vessels (Navios Acquisition)	Cost	Accumulated Depreciation	Net Book Value
<b>Balance December 31, 2009</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
Vessels delivered from initial acquisition	119,251	(2,024)	117,227
VLCC Acquisition	419,500	(7,068)	412,432
<b>Balance December 31, 2010</b>	<b>\$ 538,751</b>	<b>\$ (9,092)</b>	<b>\$ 529,659</b>
Additions	31,774	(7,198)	24,576
Navios Acquisition deconsolidation	(570,525)	16,290	(554,235)
<b>Balance December 31, 2011</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>

Other fixed assets	Cost	Accumulated Depreciation	Net Book Value
<b>Balance December 31, 2009</b>	<b>\$ 6,540</b>	<b>\$ (1,765)</b>	<b>\$ 4,775</b>
Additions	2,389	(822)	1,567
Disposals	(162)	110	(52)
<b>Balance December 31, 2010</b>	<b>8,767</b>	<b>(2,477)</b>	<b>6,290</b>
Additions	1,331	(745)	586
<b>Balance December 31, 2011</b>	<b>10,098</b>	<b>(3,222)</b>	<b>6,876</b>
Additions	2,832	(903)	1,929
Disposals	(37)		(37)
<b>Balance December 31, 2012</b>	<b>\$ 12,893</b>	<b>\$ (4,125)</b>	<b>\$ 8,768</b>

Total	Cost	Accumulated Depreciation	Net Book Value
<b>Balance December 31, 2009</b>	<b>\$ 1,695,840</b>	<b>\$ (118,099)</b>	<b>\$ 1,577,741</b>
Additions	1,130,956	(80,852)	1,050,104
Disposals	(386,800)	8,632	(378,168)
<b>Balance December 31, 2010</b>	<b>2,439,996</b>	<b>(190,319)</b>	<b>2,249,677</b>
Additions	238,362	(89,062)	149,300
Disposals	(81,606)	4,810	(76,796)
Navios Acquisition deconsolidation	(570,525)	16,290	(554,235)
<b>Balance December 31, 2011</b>	<b>2,026,227</b>	<b>(258,281)</b>	<b>1,767,946</b>
Additions	137,050	(86,808)	50,242
Disposals	(71,246)	4,141	(67,105)
Restructure of capital lease	(4,590)		(4,590)
<b>Balance December 31, 2012</b>	<b>\$ 2,087,441</b>	<b>\$ (340,948)</b>	<b>\$ 1,746,493</b>



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**NAVIOS MARITIME HOLDINGS INC.**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)**

(Expressed in thousands of U.S. dollars except share data)

*Sale of Vessels*

On January 8, 2010, Navios Holdings sold the Navios Hyperion, a 2004-built Panamax vessel, to Navios Partners for a cash consideration of \$63,000 (see Notes 16 and 19).

On March 18, 2010, Navios Holdings sold the Navios Aurora II, a 2009-built Capesize vessel, to Navios Partners for a consideration of \$110,000. Out of the \$110,000 purchase price, \$90,000 was paid in cash and the remaining amount was paid through the receipt of 1,174,219 common units of Navios Partners. (see Notes 9, 16 and 19).

On May 21, 2010, Navios Holdings sold the Navios Pollux, a 2009-built Capesize vessel, to Navios Partners for a cash consideration of \$110,000 (see Note 16 and 19).

On November 15, 2010, Navios Holdings sold to Navios Partners the vessels Navios Melodia and Navios Fulvia, two 2010-built Capesize vessels, for a total consideration of \$176,971, of which \$162,000 was paid in cash and the remaining with 788,370 common units of Navios Partners (see Note 9, 16 and 19).

On May 19, 2011, Navios Holdings sold the Navios Luz, a 2010-built Capesize vessel, and the Navios Orbiter, a 2004-built Panamax vessel, to Navios Partners for a total consideration of \$130,000, of which \$120,000 was paid in cash and \$10,000 was paid through the receipt of 507,916 newly issued common units of Navios Partners (see Note 9, 16 and 19).

On June 15, 2012, Navios Holdings sold the Navios Buena Ventura, a 2010-built Capesize vessel to Navios Partners for a cash consideration of \$67,500 (see Note 16 and 19).

*Vessel Acquisitions*

On January 2010, the Navios Antares, a 2010-built, 169,059 deadweight ton ( dwt ), was delivered to Navios Holdings. The vessel's acquisition price was \$115,747, of which \$30,847 was paid in cash, \$10,000 was paid in shares of common stock, \$64,350 was financed through a loan and the remaining amount was funded through the issuance of 1,780 shares of preferred stock (see also Note 17).

On April 28, 2010, the Navios Vector, a 50,296 dwt Ultra Handymax vessel and former long-term chartered-in vessel in operation, was delivered to Navios Holdings' owned fleet. The Navios Vector's acquisition cost was approximately \$30,000, which was financed through the release of \$17,982 of restricted cash, which was kept for investing activities, and the remaining balance was paid with existing cash.

On September 20, 2010, the Navios Melodia, a 2010-built, 179,132 dwt, Capesize vessel, was delivered to Navios Holdings for an acquisition price of approximately \$69,065, of which \$19,657 was paid in cash, \$36,987 was financed through a loan and the remaining amount was funded through the issuance of 2,500 shares of preferred stock (see Note 17).

On October 1, 2010, the Navios Fulvia, a 2010-built, 179,263 dwt Capesize vessel, was delivered to Navios Holdings. The vessel's purchase price was approximately \$67,511, of which \$14,254 was paid in cash, \$36,987 was financed through a loan and the remaining amount was funded through the issuance of 3,740 shares of preferred stock in 2009 and 2010 (see Note 17).

On October 29, 2010, the Navios Buena Ventura, a new 2010-built, 179,132 dwt Capesize vessel, was delivered from a South Korean shipyard to Navios Holdings' owned fleet for an acquisition price \$71,209, of which \$19,089 was paid in cash, \$39,000 was financed through a loan and the remaining amount was funded through the issuance of 2,500 shares of preferred stock (see Note 17). Following the delivery of the Navios Buena Ventura, \$39,000 (see Note 11), which was kept in a pledged account in Dekabank, was released to finance the delivery of this vessel as collateral.

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On November 17, 2010, the Navios Luz, a new 2010-built, 179,144 dwt Capesize vessel, was delivered from a South Korean shipyard to Navios Holdings' owned fleet. The vessel's acquisition price was \$54,501, of which \$563 was paid in cash, \$37,500 was financed through a loan and the remaining amount was funded through the issuance of 3,551 shares of preferred stock in 2009 and 2010 (see Note 17).

On December 3, 2010, the Navios Etoile, a new 2010-built, 179,234 dwt Capesize vessel, was delivered from a South Korean shipyard to Navios Holdings' owned fleet. The vessel's acquisition price was \$66,163, of which \$22,781 was paid in cash, \$37,500 was financed through a loan and the remaining amount was funded through the issuance of 1,238 shares of preferred stock in 2009 and 2010 (see Note 17).

On December 17, 2010, the Navios Bonheur, a new 2010-built, 179,259 dwt Capesize vessel, was delivered from a South Korean shipyard to Navios Holdings' owned fleet, for an acquisition price \$68,883, of which \$691 was paid in cash, \$56,790 was financed through a loan and the remaining amount was funded through the issuance of 2,500 shares of preferred stock (see Note 17).

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**NAVIOS MARITIME HOLDINGS INC.**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)**

(Expressed in thousands of U.S. dollars except share data)

On January 28, 2011, Navios Holdings took delivery of the Navios Altamira, a new, 2010-built 179,165 dwt Capesize vessel, from a South Korean shipyard for an acquisition price of \$55,427, of which \$15,427 was paid in cash and the remaining amount of \$40,000 was funded through a loan (see Note 11).

On February 14, 2011, Navios Holdings took delivery of the Navios Azimuth, a new, 2011-built 179,169 dwt Capesize vessel from a South Korean shipyard for a purchase price of approximately \$55,672, of which \$14,021 was paid in cash, \$40,000 was financed through a loan and the remaining amount was funded through the issuance of 300 shares of preferred stock issued in 2010 (see Notes 11 and 17).

On February 21, 2011, Navios Holdings exercised its purchase option to acquire the Navios Astra, a 53,468 dwt Ultra-Handymax vessel and former long-term chartered-in vessel in operation, which was delivered to Navios Holdings' owned fleet. The Navios Astra's acquisition price was \$22,775, of which \$1,513 was the unamortized portion of the favorable lease term. On May 10, 2011, the amount of \$18,850 was drawn to finance the acquisition of the Navios Astra (see Note 11).

On March 26, 2012, Navios Holdings took delivery of the Navios Serenity, a 2011-built 34,690 dwt Handysize vessel and former long-term chartered-in vessel in operation, for an acquisition price of \$26,117, of which \$26,000 was funded through a loan and the remaining amount was paid from existing cash.

On March 30, 2012, Navios Holdings took delivery of the Navios Centaurus, a new, 2012-built 81,472 dwt bulk carrier vessel from a South Korean shipyard for an acquisition price of \$37,095, of which \$15,645 was paid from existing cash and \$21,450 was financed through a loan.

On May 14, 2012, Navios Holdings took delivery of the Navios Avior, a new, 2012-built 81,355 dwt bulk carrier vessel, from a South Korean shipyard for a purchase price of \$39,094, of which \$18,210 was paid from existing cash and \$20,884 was financed through a loan.

*Navios Logistics*

In June 2010, Navios Logistics entered into long-term bareboat agreements for two product tankers, the Stavroula and the San San H (formerly known as the Jiujiang). Both tankers are chartered-in for a two-year period, and Navios Logistics has the obligation to purchase the vessels immediately upon the expiration of their respective charter periods. On May 9, 2012, Navios Logistics entered into an agreement for the restructuring of its bareboat agreements by extending their durations until June 2016 and amending the purchase price obligation to \$9,850 and \$9,800, respectively, at the end of the lease period, as extended. As of December 31, 2012, the obligations for these vessels were accounted for as capital leases and the lease payments during the year ended December 31, 2012 for both vessels were \$1,519.

During the first quarter of 2010, Navios Logistics began the construction of a grain drying and conditioning facility at its dry port facility in Nueva Palmira, Uruguay. The facility, which has been operational since May 16, 2011, has been financed entirely with funds provided by Navios Logistics' dry port operations with a total cost of \$3,891. During 2011, Navios Logistics used a portion of the proceeds from the Logistics Senior Notes (as defined in Note 11) to pay \$10,819 for the acquisition of two pushboats named William Hank and Lonny Fugate and another \$6,360 for the acquisition of a pushboat named WW Dyer. Additionally, Navios Logistics used a portion of such proceeds to pay \$19,836 for the acquisition of 66 dry barges, \$17,635 relating to transportation and other related costs associated with the acquired pushboats and barges, and \$4,304 for the acquisition of a floating drydock facility.

During the third and fourth quarter of 2010, Navios Logistics acquired two 29 acre parcels of land located south of the Nueva Palmira Free Zone as part of a project to develop a new transshipment facility for mineral ores and liquid bulks. In September 2011, Navios Logistics acquired an additional parcel of land of approximately 23 acres as part of this project.

As of April 2012, the construction of the new silo at Navios Logistics' dry port facility in Nueva Palmira, Uruguay was completed. Navios Logistics paid \$9,736 for the construction of the silo. During the second quarter of 2012, Navios Logistics began the construction of a new conveyor belt in its dry port facility in Nueva Palmira, which is expected to be completed in the third quarter of 2013. As of December 31, 2012,

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Navios Logistics had paid \$7,548 for the construction of the new conveyor belt.

In Navios Logistics liquid port in Paraguay, 3,000, 5,000 and 2,100 cubic meters of capacity were added in December 2011, August 2012 and October 2012, respectively, reaching a total capacity of 45,660 cubic meters. As of December 31, 2012, Navios Logistics had paid \$891 (\$597 of which paid in 2011) for the construction of all three tanks.

During the second quarter of 2012, Navios Logistics began the construction of four new tank barges. The first tank barge was delivered in October 2012 and the second tank barge in December 2012 with a cost of \$1,900 per tank barge. The third tank barge was delivered in April 2013 and the remaining tank barge is expected to be delivered in June 2013. As of December 31, 2012, Navios Logistics had paid \$780 for the construction of both remaining tank barges.

During the second half of 2012, Navios Logistics acquired one push boat and three liquid barges that were previously chartered-in by Navios Logistics from Holdux Maritima Leasing Corp., a company owned by members of the family of the noncontrolling shareholders of Navios Logistics. The total consideration for the acquisition was \$13,443, to be paid in one initial payment and seven semiannual installments with the final installment payable on June 30, 2016. As of December 31, 2012, Navios Logistics had paid \$630 and the remaining balance under the agreement was \$12,813. The current portion of the balance is included in Accounts payable and the noncurrent is included in Other long term liabilities .

During the second half of 2012, Navios Logistics acquired 100% of the outstanding common stock of Merco Parana S.A., which is the owner of three liquid barges that were previously chartered-in by Navios Logistics. Merco Parana S.A. is a company previously owned by the noncontrolling shareholders of Navios Logistics. The total consideration for the acquisition was \$2,493 to be paid in installments with the final installment payable on March 29, 2013. As of December 31, 2012, Navios Logistics had paid \$1,980 and the remaining balance under the agreement was \$513. The current portion of the balance is included in Accounts payable and the noncurrent is included in Other long term liabilities .

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(Expressed in thousands of U.S. dollars except share data)

**NOTE 8: INTANGIBLE ASSETS OTHER THAN GOODWILL****Net Book Value of Intangible Assets other than Goodwill as at December 31, 2012**

	Acquisition Cost	Accumulated Amortization	Transfer to vessel cost/ Write off	Net Book Value December 31, 2012
Trade name	\$ 100,420	\$ (25,885)	\$	\$ 74,535
Port terminal operating rights	34,060	(6,462)		27,598
Customer relationships	35,490	(8,872)		26,618
Favorable lease terms (**)(****)	220,042	(130,528)	(9,207)	80,307
<b>Total Intangible assets</b>	<b>390,012</b>	<b>(171,747)</b>	<b>(9,207)</b>	<b>209,058</b>
Unfavorable lease terms (***)	(127,513)	89,022	6,485	(32,006)
<b>Total</b>	<b>\$ 262,499</b>	<b>\$ (82,725)</b>	<b>\$ (2,722)</b>	<b>\$ 177,052</b>

**Net Book Value of Intangible Assets other than Goodwill as at December 31, 2011**

	Acquisition Cost	Accumulated Amortization	Transfer to vessel cost/ Write off	Net Book Value December 31, 2011
Trade name	\$ 100,420	\$ (22,025)	\$	\$ 78,395
Port terminal operating rights	34,060	(5,533)		28,527
Customer relationships	35,490	(7,098)		28,392
Favorable lease terms (*) (**)	237,644	(128,172)	(1,513)	107,959
<b>Total Intangible assets</b>	<b>407,614</b>	<b>(162,828)</b>	<b>(1,513)</b>	<b>243,273</b>
Unfavorable lease terms (***)	(127,513)	82,688		(44,825)
<b>Total</b>	<b>\$ 280,101</b>	<b>\$ (80,140)</b>	<b>\$ (1,513)</b>	<b>\$ 198,448</b>

(\*) On February 21, 2011, the Navios Astra, a 53,468 dwt Ultra-Handymax vessel, a former long-term chartered-in vessel in operation, was delivered to Navios Holdings owned fleet. The unamortized amount of favorable leases of \$1,513 for the Navios Astra was included as



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an adjustment to the carrying value of the vessels.

- (\*\*) As of December 31, 2012, the intangible asset associated with the favorable lease terms includes an amount of \$21,782 related to purchase options for the vessels (see Note 2(n)). As of December 31, 2012 and 2011, \$0 and \$90, respectively, had been transferred to the acquisition cost of vessels. As of December 31, 2012 and 2011, \$9,207 and \$0, respectively, was written off since the purchase option was not exercised.
- (\*\*\*) As of December 31, 2012, the intangible liability associated with the unfavorable lease terms includes an amount of \$9,405 related to purchase options held by third parties (see Note 2(n)). As of December 31, 2012 and 2011, no purchase options held by third parties have been exercised. As of December 31, 2012 and 2011, \$6,485 and \$0, respectively, was written off since the purchase option was not exercised.
- (\*\*\*\*) During the year ended December 31, 2012, acquisition costs and accumulated amortization of \$14,470 of fully amortized favorable lease terms was written off.

	<b>Amortization Expense and Write Offs Year Ended December 31, 2012</b>	<b>Amortization Expense and Write Offs Year Ended December 31, 2011</b>	<b>Amortization Expense and Write Offs Year Ended December 31, 2010</b>
Trade name	\$ (3,860)	\$ (3,853)	\$ (3,852)
Port terminal operating rights	(930)	(927)	(927)
Customer relationships	(1,775)	(1,775)	(1,774)
Favorable lease terms	(27,652)	(18,388)	(21,488)
Unfavorable lease terms	12,819	6,610	8,147
<b>Total</b>	<b>\$ (21,398)</b>	<b>\$ (18,333)</b>	<b>\$ (19,894)</b>

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The remaining aggregate amortization of acquired intangibles (for the Company) will be as follows:

<b>Description</b>	<b>Within</b>					<b>Thereafter</b>	<b>Total</b>
	<b>one year</b>	<b>Year Two</b>	<b>Year Three</b>	<b>Year Four</b>	<b>Year Five</b>		
Trade name	\$ 3,853	\$ 3,853	\$ 3,853	\$ 3,860	\$ 3,853	\$ 55,263	\$ 74,535
Favorable lease terms	12,876	12,539	11,398	11,324	7,022	3,366	58,525
Unfavorable lease terms	(4,933)	(4,933)	(3,545)	(2,183)	(1,273)	(5,734)	(22,601)
Port terminal operating rights	930	930	930	930	930	22,948	27,598
Customer relationships	1,775	1,775	1,775	1,775	1,775	17,743	26,618
<b>Total</b>	<b>\$ 14,501</b>	<b>\$ 14,164</b>	<b>\$ 14,411</b>	<b>\$ 15,706</b>	<b>\$ 12,307</b>	<b>\$ 93,586</b>	<b>\$ 164,675</b>

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**NAVIOS MARITIME HOLDINGS INC.**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)**

(Expressed in thousands of U.S. dollars except share data)

**NOTE 9: INVESTMENT IN AFFILIATES**

**Navios Maritime Partners L.P.**

On August 7, 2007, Navios Holdings formed Navios Partners under the laws of Marshall Islands. Navios GP L.L.C. (the General Partner), a wholly owned subsidiary of Navios Holdings, was also formed on that date to act as the general partner of Navios Partners and received a 2% general partner interest.

Navios Partners is engaged in the seaborne transportation services of a wide range of drybulk commodities including iron ore, coal, grain and fertilizer, and chartering its vessels under medium to long-term charters. The operations of Navios Partners are managed by Navios Shipmanagement Inc. (the Manager), from its offices in Piraeus, Greece.

On January 1, 2012, all of the outstanding subordinated units converted into 7,621,843 common units of Navios Partners (excluding the Series A Subordinated Units, which are a separate class of subordinated units) (the Conversion). The Company concluded that the Conversion resulted in a change in the form of its investment in Navios Partners that was a reconsideration event pursuant to ASC 323-10-15-16a. In connection with that reconsideration, the Company concluded that the common units of Navios Partners, which prior to January 1, 2012 did not meet the definition of common stock or in-substance common stock, met the definition of in-substance common stock starting January 1, 2012. Although the common units continued to enjoy certain preferences by comparison to the Series A Subordinated Units, the Series A Subordinated Units constituted such a small portion of the capital structure of Navios Partners and, as such, the liquidation preference was not considered to be substantive under ASC 323-10-15-13a. In addition, at the time of the reconsideration, it was known that the Series A Subordinated Units would themselves automatically convert to common units of Navios Partners on June 29, 2012. Accordingly, the Company concluded that the risk and reward profile of the common units and Series A Subordinated Units were substantially the same in accordance with ASC 323-10-15-13b. As a result, the Company's entire investment in Navios Partners (a portion of which was previously accounted for as available-for-sale securities) is accounted for by the equity method from January 1, 2012. As a result, the carrying value of the available-for sale securities of \$82,572 plus the amount reflected in other comprehensive losses of \$6,158 (in each case, as of December 31, 2011) was reclassified to Investments in Affiliates.

On June 29, 2012, the outstanding subordinated Series A units converted into 1,000,000 shares of common units which have the same distribution rights as all other common units holders.

In May 2012, Navios Partners completed its public offering. Following this offering Navios Holdings' interest in Navios Partners decreased. The Company deemed that the issuance of shares qualified as a sale of shares by the equity method investee. As a result, a gain of \$9,497 was recognized in Equity in net earnings of affiliated companies.

As of December 31, 2012, Navios Holdings holds a total of 14,223,763 common units, representing a 23.2% common interest in Navios Partners and the entire investment in Navios Partners is accounted for under the equity method.

As of December 31, 2012 and December 31, 2011, the carrying amount of the investment in Navios Partners accounted for under the equity method was \$103,953 and \$17,688, respectively. As of December 31, 2012 and December 31, 2011, the carrying amount of the investment in available-for-sale common units was \$0 and \$82,572, respectively.

As of December 31, 2012, the unamortized difference between the carrying amount of the investment in Navios Partners and the amount of the Company's underlying equity in net assets of Navios Partners is \$51,528. This difference is amortized through Equity in net earnings of affiliated companies over the remaining life of Navios Partners tangible and intangible assets.

Dividends received during the year ended December 31, 2012 and 2011 were \$27,916 and \$25,640, respectively.

**Acropolis Chartering and Shipping Inc.**

Navios Holdings has a 50% interest in Acropolis, a brokerage firm for freight and shipping charters. Although Navios Holdings owns 50% of Acropolis stock, Navios Holdings agreed with the other shareholder that the earnings and amounts declared by way of dividends will be allocated 35% to the Company with the balance to the other shareholder. As of December 31, 2012 and December 31, 2011, the carrying amount of the investment was \$420 and \$210, respectively. Dividends received for each of the years ended December 31, 2012 and 2011 were \$140 and \$602, respectively.

**Navios Maritime Acquisition Corporation**

From March 30, 2011, Navios Acquisition has been considered as an affiliate entity of Navios Holdings and not as a controlled subsidiary of the Company, and the investment in Navios Acquisition has been accounted for under the equity method due to the Company's significant influence over Navios Acquisition. Navios Acquisition has been accounted for under the equity method of accounting based on Navios Holdings' economic interest in Navios Acquisition since the preferred stock is considered to be in substance common stock for accounting purposes. As of December 31, 2012, Navios Holdings' ownership of the outstanding voting stock of Navios Acquisition was 45.24% and its economic interest in Navios Acquisition was 53.96%. See Note 3 for a discussion of changes to Navios Holdings' voting power and economic interest in Navios Acquisition. Navios Holdings calculates its share of the earnings (or losses) based on its 53.96% economic interest (taking into account stock as well as in-substance common stock) in Navios Acquisition.

As of December 31, 2012 and December 31, 2011, the carrying amount of the investment in Navios Acquisition accounted for under the equity method was \$92,896 and \$99,168, respectively.

As of December 31, 2012, the unamortized difference between the carrying amount of the investment in Navios Acquisition and the amount of the Company's underlying equity in net assets of Navios Acquisition is \$17,450. This difference is amortized through Equity in net earnings of affiliated companies over the remaining life of Navios Acquisition tangible and intangible assets.

Dividends received for each of the years ended December 31, 2012 and 2011 were \$5,202 and \$5,202, respectively.

Summarized financial information of the affiliated companies is presented below:

	December 31, 2012			December 31, 2011		
	Navios Partners	Navios Acquisition	Acropolis	Navios Partners	Navios Acquisition	Acropolis
<b>Balance Sheet</b>						
Current assets	\$ 70,033	\$ 71,795	\$ 1,548	\$ 63,558	\$ 78,907	\$ 706
Non-current assets	884,919	1,298,849	25	846,366	1,116,562	26
Current liabilities	60,276	67,828	235	56,705	77,729	231
Non-current liabilities	275,982	1,071,512		293,580	878,891	

	Year December 31, 2012			Year December 31, 2011			Year December 31, 2010		
	Navios Partners	Navios Acquisition	Acropolis	Navios Partners	Navios Acquisition	Acropolis	Navios Partners	Navios Acquisition	Acropolis
<b>Income Statement</b>									
Revenue	\$ 205,435	\$ 151,097	\$ 2,262	\$ 186,935	\$ 121,925	\$ 2,686	\$ 143,231	\$	\$ 2,934
Net Income/(loss)	95,898	(3,284)	1,237	65,335	(3,378)	1,401	60,511		1,720

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## NAVIOS MARITIME HOLDINGS INC.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

(Expressed in thousands of U.S. dollars except share data)

**NOTE 10: ACCRUED EXPENSE**

Accrued expenses consist of the following:

	December 31, 2012	December 31, 2011
Payroll	\$ 10,408	\$ 9,353
Accrued interest	22,714	25,098
Accrued voyage expenses	16,709	11,347
Accrued running costs	6,515	4,637
Provision for losses on voyages in progress	4,974	1,652
Audit fees and related services	565	575
Accrued taxes	5,929	4,476
Professional fees	961	1,183
Other accrued expenses	6,906	5,549
<b>Total accrued expenses</b>	<b>\$ 75,681</b>	<b>\$ 63,870</b>

**NOTE 11: BORROWINGS**

Borrowings consist of the following:

	December 31, 2012	December 31, 2011
<i>Navios Holdings loans</i>		
Loan Facility HSH Nordbank and Commerzbank A.G.	\$ 41,659	\$ 43,773
Revolver Facility HSH Nordbank and Commerzbank A.G.	4,428	7,810
Commerzbank A.G.	71,706	104,626
Dekabank Deutsche Girozentrale		75,000
Loan Facility Emporiki Bank (\$130,000)	30,308	43,948
Loan Facility Emporiki Bank (\$75,000)	32,000	34,750
Loan Facility Emporiki Bank (\$40,000)	32,700	38,500
Loan Facility Emporiki Bank (\$23,000)	20,203	20,884
Loan Facility Emporiki Bank (\$23,000)	20,750	10,170
Loan DNB NOR Bank (\$40,000)	30,394	37,082
Loan DNB NOR Bank (\$66,500)		52,900
Loan Facility DVB Bank SE (\$42,000)	39,325	
Loan facility Cyprus Popular Bank Public Co. Ltd Bank		17,908
Unsecured bond		20,000
Senior notes	350,000	350,000
Ship mortgage notes	488,000	400,000
<b>Total Navios Holdings loans</b>	<b>\$ 1,161,473</b>	<b>\$ 1,257,351</b>

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	December 31, 2012	December 31, 2011
<i>Navios Logistics loans</i>		
Senior notes	\$ 200,000	\$ 200,000
Other long-term loans	598	668
<b>Total Navios Logistics loans</b>	<b>\$ 200,598</b>	<b>\$ 200,668</b>

	December 31, 2012	December 31, 2011
<i>Total loans</i>		
Total borrowings	\$ 1,362,071	\$ 1,458,019
Less: unamortized discount	(3,859)	(4,462)
Less: current portion	(33,095)	(70,093)
<b>Total long-term borrowings</b>	<b>\$ 1,325,117</b>	<b>\$ 1,383,464</b>

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(Expressed in thousands of U.S. dollars except share data)

***Navios Holdings loans***

In December 2006, the Company issued \$300,000 in senior notes at a fixed rate of 9.5% due on December 15, 2014 (the 2014 Notes). On January 28, 2011, Navios Holdings completed the sale of \$350,000 of 8.125% Senior Notes due 2019 (the 2019 Notes). The net proceeds from the sale of the 2019 Notes were used to redeem any and all of Navios Holdings' outstanding 2014 Notes and pay related transaction fees and expenses and for general corporate purposes. The effect of this transaction was the recognition of a \$21,199 loss in the statement of income under Loss on bond extinguishment, which comprises a \$5,573 loss relating to the accelerated amortization of unamortized deferred finance costs and a \$15,626 loss relating to cash payments for transaction fees and expenses in connection with the 2014 Notes extinguishment.

**Senior Notes:** On January 28, 2011, the Company and its wholly owned subsidiary, Navios Maritime Finance II (US) Inc. (together with the Company, the 2019 Co Issuers) issued \$350,000 in senior notes due on February 15, 2019 at a fixed rate of 8.125%. The senior notes are fully and unconditionally guaranteed, jointly and severally and on an unsecured senior basis, by all of the Company's subsidiaries, other than Navios Maritime Finance II (US) Inc, Navios Maritime Finance (US) Inc., Navios South American Logistics Inc. and its subsidiaries and Navios GP L.L.C. The subsidiary guarantees are full and unconditional, as those terms are used in Regulation S-X Rule 3-10, except that the indenture provides for an individual subsidiary's guarantee to be automatically released in certain customary circumstances, such as when a subsidiary is sold or all of the assets of the subsidiary are sold, the capital stock is sold, when the subsidiary is designated as an unrestricted subsidiary for purposes of the indenture, upon liquidation or dissolution of the subsidiary or upon legal or covenant defeasance or satisfaction and discharge of the notes. The 2019 Co-Issuers have the option to redeem the notes in whole or in part, at any time (i) before February 15, 2015, at a redemption price equal to 100% of the principal amount, plus a make-whole premium, plus accrued and unpaid interest, if any, and (ii) on or after February 15, 2015, at a fixed price of 104.063% of the principal amount, which price declines ratably until it reaches par in 2017, plus accrued and unpaid interest, if any. At any time before February 15, 2014, the 2019 Co-Issuers may redeem up to 35% of the aggregate principal amount of the notes with the net proceeds of an equity offering at 108.125% of the principal amount of the notes, plus accrued and unpaid interest, if any, so long as at least 65% of the originally issued aggregate principal amount of the notes remains outstanding after such redemption. In addition, upon the occurrence of certain change of control events, the holders of the notes will have the right to require the 2019 Co-Issuers to repurchase some or all of the notes at 101% of their face amount, plus accrued and unpaid interest to the repurchase date.

The senior notes contain covenants which, among other things, limit the incurrence of additional indebtedness, issuance of certain preferred stock, the payment of dividends, redemption or repurchase of capital stock or making restricted payments and investments, creation of certain liens, transfer or sale of assets, entering in transactions with affiliates, merging or consolidating or selling all or substantially all of the 2019 Co-Issuers' properties and assets and creation or designation of restricted subsidiaries. The 2019 Co-Issuers were in compliance with the covenants as of December 31, 2012.

**Ship Mortgage Notes:** In November 2009, the Company and its wholly owned subsidiary, Navios Maritime Finance (US) Inc. (together, the Mortgage Notes Co-Issuers) issued \$400,000 of first priority ship mortgage notes due on November 1, 2017 at a fixed rate of 8.875%. In July 2012, the Mortgage Notes Co-Issuers issued an additional \$88,000 of the ship mortgage notes at par value. The exchange offer of the ship mortgage notes issued in July 2012 was completed on October 4, 2012.

The ship mortgage notes are senior obligations of the Mortgage Notes Co-Issuers and are secured by first priority ship mortgages on 17 vessels owned by certain subsidiary guarantors and other related collateral securities. The ship mortgage notes are fully and unconditionally guaranteed, jointly and severally by all of the Company's direct and indirect subsidiaries that guarantee the 2019 Notes and Navios Maritime Finance II (US) Inc. The guarantees of the Company's subsidiaries that own mortgage vessels are senior secured guarantees and the guarantees of the Company's subsidiaries that do not own mortgage vessels are senior unsecured guarantees. In addition, the Mortgage Notes Co-Issuers have the option to redeem the ship mortgage notes in whole or in part, at any time (1) before November 1, 2013, at a redemption price equal to 100% of the principal amount plus a make whole price which is based on a formula calculated using a discount rate of treasury bonds plus 50 basis points, and (2) on or after November 1, 2013, at a fixed price of 104.438%, which price declines ratably until it reaches par in 2015.

Furthermore, upon occurrence of certain change of control events, the holders of the ship mortgage notes may require the Mortgage Notes Co-Issuers to repurchase some or all of the notes at 101% of their face amount. Pursuant to the terms of a registration rights agreement, as a

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result of satisfying certain conditions, the Mortgage Notes Co Issuers and the guarantors are not obligated to file a registration statement that would have enabled the holders of ship mortgage notes to exchange the privately placed notes with publicly registered notes with identical terms. The ship mortgage notes contain covenants which, among other things, limit the incurrence of additional indebtedness, issuance of certain preferred stock, the payment of dividends, redemption or repurchase of capital stock or making restricted payments and investments, creation of certain liens, transfer or sale of assets, entering into certain transactions with affiliates, merging or consolidating or selling all or substantially all of the Mortgage Notes Co-Issuers' properties and assets and creation or designation of restricted subsidiaries.

The Mortgage Notes Co-Issuers were in compliance with the covenants as of December 31, 2012.

### **Loan Facilities:**

The majority of the Company's senior secured credit facilities include maintenance covenants, including loan-to-value ratio covenants, based on either charter-adjusted valuations, or charter-free valuations. As of December 31, 2012, the Company and its subsidiaries were in compliance with all of the covenants under each of its credit facilities outlined below.

*HSH/Commerzbank Facility:* In February 2007, Navios Holdings entered into a secured loan facility with HSH Nordbank and Commerzbank AG maturing on October 31, 2014. The facility was initially composed of a \$280,000 term loan facility and a \$120,000 reducing revolving facility and it has been amended and repaid as certain vessels have been sold.

The loan facility bears interest at a margin ranging from 115 basis points to 175 basis points depending on the specified security value and requires compliance with financial covenants, including a specified security value maintenance compared to total debt percentage and minimum liquidity. It is an event of default under the revolving credit facility if such covenants are not complied with or if Angeliki Frangou, the Company's Chairman and Chief Executive Officer, beneficially owns less than 20% of the issued stock.

As of December 31, 2012, the outstanding revolving credit facility is repayable in one quarterly installment of \$846 and seven quarterly installments of \$224 with a final balloon payment of \$2,014 on the last payment date and the outstanding term loan facility is repayable in one quarterly installment of \$529 and seven quarterly installments of \$1,129 with a final balloon payment of \$33,227 on the last payment date.

As of December 31, 2012, the full amount under the revolving facility had been drawn and the outstanding amount was \$4,428. As of December 31, 2012, the outstanding amount under the term loan facility was \$41,659.



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**NAVIOS MARITIME HOLDINGS INC.**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)**

(Expressed in thousands of U.S. dollars except share data)

Emporiki Facilities: In December 2007, Navios Holdings entered into a facility agreement with Emporiki Bank of Greece for an amount of up to \$154,000 in order to partially finance the construction of two Capesize bulk carriers. In July 2009, following an amendment of the above-mentioned agreement, the amount of the facility has been changed to up to \$130,000.

The interest rate of the amended facility is based on a margin of 175 basis points. The facility is repayable in one installment of \$5,139, followed by three semi-annual installments of \$1,716 and ten semi-annual installments of \$1,144 with a final balloon payment of \$8,581 on the last payment date. The loan facility requires compliance with certain financial covenants and the covenants contained in the 2019 Notes. As of December 31, 2012, the outstanding amount under this facility was \$30,308.

In August 2009, Navios Holdings entered into an additional facility agreement with Emporiki Bank of Greece for an amount of up to \$75,000 to partially finance the acquisition costs of two Capesize vessels. The loan bears interest at a rate of LIBOR plus 175 basis points. The outstanding amount of the loan as of December 31, 2012 is repayable in 16 semi-annual installments of \$1,375 with a final payment of \$10,000 on the last repayment date. The loan facility requires compliance with certain financial covenants and the covenants contained in the 2019 Notes. As of December 31, 2012, the outstanding amount under this facility was \$32,000.

In September 2010, Navios Holdings entered into another facility agreement with Emporiki Bank of Greece for an amount of up to \$40,000 in order to partially finance the construction of one Capesize bulk carrier. As of December 31, 2012, the outstanding amount under the loan facility was repayable in one installment of \$5,382 and 16 semi-annual equal installments of \$1,206 with a final balloon payment of \$8,022 on the last payment date. The loan bears interest at a rate of LIBOR plus 275 basis points. The loan facility requires compliance with certain financial covenants and the covenants contained in the 2019 Notes. As of December 31, 2012, the outstanding amount under this facility was \$32,700.

In August 2011, Navios Holdings entered into an additional facility agreement with Emporiki Bank of Greece for an amount of up to \$23,000 in order to partially finance the construction of one newbuilding bulk carrier. The facility is repayable in 19 semi-annual equal installments of \$681, with a final balloon payment of \$7,264 on the last payment date. The loan bears interest at a rate of LIBOR plus 275 basis points. The loan facility requires compliance with certain covenants and with the covenants contained in the 2019 Notes. As of December 31, 2012, the outstanding amount under this facility was \$20,203.

In December 2011, Navios Holdings entered into another facility agreement with Emporiki Bank of Greece for an amount of up to \$23,000 in order to partially finance the construction of one newbuilding bulk carrier. As of December 31, 2012, the outstanding amount under the loan facility was repayable in 19 semi-annual equal installments of \$700 after the drawdown date, with a final balloon payment of \$7,450 on the last payment date. The loan bears interest at a rate of LIBOR plus 325 basis points. The loan facility requires compliance with certain covenants and with the covenants contained in the 2019 Notes. As of December 31, 2012, the outstanding amount under this facility was \$20,750.

In December 2012, the Emporiki facilities were transferred to Credit Agricole Corporate and Investment Bank.

DNB Facilities: In June 2008, Navios Holdings entered into a facility agreement with DNB NOR BANK ASA for an amount of up to \$133,000 in order to partially finance the construction of two Capesize bulk carriers. In June 2009, following an amendment of the above-mentioned agreement, one of the two tranches of the facility amounting to \$66,500 was cancelled. The interest rate of the amended facility is based on a margin of 225 basis points. On July 10, 2012, the Company repaid in full the loan using a portion of the proceeds of the ship mortgage notes issued in July 2012 and cash on hand.

In August 2010, Navios Holdings entered into a facility agreement with DNB NOR BANK ASA for an amount of up to \$40,000 in order to partially finance the construction of one Capesize bulk carrier. The loan bears interest at a rate of LIBOR plus 275 basis points. As of December 31, 2012, the outstanding loan is repayable in 17 equal quarterly installments of \$552, with a final balloon payment of \$21,010 on the last payment date. The loan facility requires compliance with certain financial covenants and the covenants contained in the 2019 Notes. As of December 31, 2012, the outstanding amount under this facility was \$30,394.

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*Dekabank Facility:* In February 2009 (amended and restated in May 2009), Navios Holdings entered into a facility of up to \$120,000 with Dekabank Deutsche Girozentrale to finance the acquisition of two Capesize vessels. The interest rate of the facility was based on a margin of 190 basis points. On June 15, 2012, the Company sold the Navios Buena Ventura and fully repaid the outstanding balance associated with the vessel. On July 9, 2012, the Company repaid in full the loan using a portion of the proceeds of the ship mortgage notes issued in July 2012 and cash on hand.

*Cyprus Popular Bank Public Co. Ltd. Facility:* In March 2009, Navios Holdings entered into a loan facility with Cyprus Popular Bank Public Co. Ltd. of up to \$110,000 to be used to finance the pre-delivery installments for the construction of newbuilding vessels and for general corporate purposes. As of September 7, 2010, the available amount of the loan facility was reduced to \$30,000. On May 10, 2011, the amount of \$18,850 was drawn to finance the acquisition of the Navios Astra. This loan bears interest at a rate of LIBOR plus 275 basis points. On April 20, 2012, the Company repaid the facility in full using the proceeds under the second tranche of the DVB Bank SE loan facility. As of December 31, 2012, the facility will be available until May 2013 and the available amount under the facility was \$30,000.

*Commerzbank Facility:* In June 2009, Navios Holdings entered into a facility agreement for an amount of up to \$240,000 (divided into four tranches of \$60,000) with Commerzbank AG in order to partially finance the acquisition of a Capesize vessel and the construction of three Capesize vessels. Following the delivery of two Capesize vessels, Navios Holdings cancelled two of the four tranches and in October 2010 fully repaid their outstanding loan balances of \$53,600 and \$54,500, respectively. As of December 31, 2012, the third tranche of the facility is repayable in one quarterly installment of \$257 and 25 quarterly installments of \$882, with a final balloon payment of \$13,815 on the last payment date; and the fourth tranche of the facility is repayable in one quarterly installment of \$210 and 31 quarterly installments of \$835, with a final balloon payment of \$9,489 on the last payment date. The loan bears interest at a rate based on a margin of 225 basis points. The loan facility requires compliance with certain covenants and with the covenants contained in the 2019 Notes. As of December 31, 2012, the outstanding amount was \$71,706.

**Table of Contents****NAVIOS MARITIME HOLDINGS INC.****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)**

(Expressed in thousands of U.S. dollars except share data)

*DVB Bank SE Facility:* On March 23, 2012, Navios Holdings entered into a facility agreement with a syndicate of banks led by DVB Bank SE for an amount of up to \$42,000 in two tranches: (a) the first tranche is for an amount of up to \$26,000 in order to finance the acquisition of a handysize vessel; and (b) the second tranche is for an amount of up to \$16,000 to refinance the Navios Astra loan facility with Cyprus Popular Bank Public Co. Ltd. The two tranches bear interest at a rate of LIBOR plus 285 basis points and 360 basis points, respectively. As of December 31, 2012, Navios Holdings had drawn \$26,000 under the first tranche and \$14,950 under the second tranche. The first tranche is repayable in 29 quarterly installments of \$362, with a final balloon payment of \$14,400 on the last repayment date and the second tranche is repayable in 30 quarterly installments of \$269, with a final balloon payment of \$6,357 on the last repayment date. The loan facility requires compliance with certain financial covenants and the covenants contained in the 2019 Notes. As of December 31, 2012, the outstanding amount was \$39,325.

*Unsecured Bond:* In July 2009, Navios Holdings issued a \$20,000 unsecured bond due in July 2012 as a partial payment for the acquisition price of a Capesize vessel. Interest accrued on the principal amount of the unsecured bond at the rate of 6% per annum. All accrued interest (which was not compounded) would have been first due and payable in July 2012, which was the maturity date. The outstanding amount was repaid in full on July 24, 2012 in accordance with its terms.

Amounts drawn under the facilities are secured by first priority mortgages on Navios Holdings' vessels and other collateral. The credit facilities contain a number of restrictive covenants that limit Navios Holdings and/or its subsidiaries from, among other things: incurring or guaranteeing indebtedness; entering into affiliate transactions; charging, pledging or encumbering the vessels; changing the flag, class, management or ownership of Navios Holdings' vessels; changing the commercial and technical management of Navios Holdings' vessels; selling or changing the ownership of Navios Holdings' vessels; and subordinating the obligations under the credit facilities to any general and administrative costs relating to the vessels. The credit facilities also require the vessels to comply with the ISM Code and ISPS Code and to maintain valid safety management certificates and documents of compliance at all times. The credit facilities also require compliance with a number of financial covenants including debt coverage ratios and minimum liquidity. It is an event of default under the credit facilities if such covenants are not complied with.

***Navios Logistics loans******Senior Notes***

On April 12, 2011, Navios Logistics and its wholly-owned subsidiary Navios Logistics Finance (US) Inc. (Logistics Finance) and, together the Logistics Co-Issuers) issued \$200,000 in senior notes due on April 15, 2019 at a fixed rate of 9.25% (the Logistics Senior Notes). The Logistics Senior Notes are fully and unconditionally guaranteed, jointly and severally, by all of Navios Logistics' direct and indirect subsidiaries except for Hidronave South American Logistics S.A. and Navios Logistics Finance (US) Inc. The subsidiary guarantees are full and unconditional, as those terms are used in Regulation S-X Rule 3-10, except that the indenture provides for an individual subsidiary's guarantee to be automatically released in certain customary circumstances, such as when a subsidiary is sold or all of the assets of the subsidiary are sold, the capital stock is sold, when the subsidiary is designated as an unrestricted subsidiary for purposes of the indenture, upon liquidation or dissolution of the subsidiary or upon legal or covenant defeasance or satisfaction and discharge of the notes. The Logistics Co-Issuers have the option to redeem the notes in whole or in part, at their option, at any time (i) before April 15, 2014, at a redemption price equal to 100% of the principal amount plus the applicable make-whole premium plus accrued and unpaid interest, if any, to the redemption date and (ii) on or after April 15, 2014, at a fixed price of 106.938%, which price declines ratably until it reaches par in 2017. At any time before April 15, 2014, the Logistics Co-Issuers may redeem up to 35% of the aggregate principal amount of the Logistics Senior Notes with the net proceeds of an equity offering at 109.25% of the principal amount of the notes, plus accrued and unpaid interest, if any, to the redemption date so long as at least 65% of the originally issued aggregate principal amount of the notes remains outstanding after such redemption.

In addition, upon the occurrence of certain change of control events, the holders of the Logistics Senior Notes will have the right to require the Logistics Co-Issuers to repurchase some or all of the notes at 101% of their face amount, plus accrued and unpaid interest to the repurchase date.

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The Logistics Senior Notes contain covenants which, among other things, limit the incurrence of additional indebtedness, issuance of certain preferred stock, the payment of dividends, in excess of 6% per annum of the net proceeds received by or contributed to Navios Logistics in or from any public offering, redemption or repurchase of capital stock or making restricted payments and investments, creation of certain liens, transfer or sale of assets, entering in transactions with affiliates, merging or consolidating or selling all or substantially all of Navios Logistics properties and assets and creation or designation of restricted subsidiaries.

### *Cyprus Popular Bank Public Co. Ltd. Facility*

On March 20, 2012, Cyprus Popular Bank Public Co. Ltd. and Nauticler S.A., a subsidiary of Navios Logistics, finalized the documentation of the \$40,000 revolving credit facility for working and investment capital purposes. The loan bears interest at a rate based on a margin of 300 basis points and the obligations will be secured by mortgages on four tanker vessels or alternative security over other assets acceptable to the bank. The facility requires Navios Logistics to be in compliance with the covenants contained in the indenture governing the Logistics Senior Notes. The loan is initially repayable 12 months after drawdown with extension options available. As of December 31, 2012, the revolving credit facility was fully undrawn.

### *Non-Wholly Owned Subsidiaries Indebtedness*

On July 25, 2011, Navios Logistics acquired the noncontrolling interests of its joint ventures Thalassa Energy S.A., HS Tankers Inc., HS Navigation Inc., HS Shipping Ltd .Inc. and HS South Inc., in accordance with the terms of certain stock purchase agreements with HS Energy Ltd., an affiliate of Vitol S.A. Navios Logistics paid total consideration of \$8,500 for such noncontrolling interests (\$8,638 including transactions expenses), and simultaneously paid \$53,155 in full and final settlement of all amounts of indebtedness of such joint ventures.

### *Other Indebtedness*

In connection with the acquisition of Hidronave S.A. on October 29, 2009, Navios Logistics assumed an \$817 loan facility that was entered into by Hidronave S.A. in 2001 in order to finance the construction of a pushboat (Nazira). As of December 31, 2012, the outstanding loan balance was \$598. The loan facility bears interest at a fixed rate of 600 basis points. The loan is to be repaid in equal monthly installments of \$6 each and the final repayment date must occur prior to August 10, 2021. The loan also requires compliance with certain covenants.

The maturity table below reflects the principal payments for the next five years and thereafter of all borrowings of Navios Holdings (including Navios Logistics) outstanding as of December 31, 2012, based on the repayment schedules of the respective loan facilities (as described above) and the outstanding amount due under the debt securities.

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(Expressed in thousands of U.S. dollars except share data)

Year	Amount in thousands of USD
2013	\$ 33,095
2014	63,683
2015	22,457
2016	21,885
2017	529,230
2018 and thereafter	691,721
<b>Total</b>	<b>\$ 1,362,071</b>

**NOTE 12: DERIVATIVES AND FAIR VALUE OF FINANCIAL INSTRUMENTS*****Warrants***

The Company accounted for the Navios Acquisition warrants (the Navios Acquisition Warrants), which were obtained in connection with its investment in Navios Acquisition, under guidance for accounting for derivative instruments and hedging activities.

For the year ended December 31, 2010, a gain of \$5,888 relating to changes in fair value of the Navios Acquisition Warrants was recorded under (Loss)/gain on derivatives in the consolidated statements of income. As of December 31, 2010, all warrants had been exercised.

Upon the Company obtaining control of Navios Acquisition in 2010, the investment in shares of common stock and the investment in warrants were remeasured to fair value resulting in a gain of \$17,742 recorded in the statements of comprehensive income under Gain on change in control and noncontrolling interest was recognized at fair value, being the number of shares not controlled by the Company at the public share price as of May 28, 2010 of \$6.56, amounting to \$60,556.

***Forward Freight Agreements (FFAs)***

Drybulk shipping FFAs generally have the following characteristics: they cover periods from one month to one year; they can be based on time charter rates or freight rates on specific quoted routes; they are executed between two parties and give rise to a certain degree of credit risk depending on the counterparties involved and they are settled monthly based on publicly quoted indices.

At December 31, 2012 and December 31, 2011, none of the mark-to-market positions of the open dry bulk FFA contracts, qualified for hedge accounting treatment. Drybulk FFAs traded by the Company that do not qualify for hedge accounting are shown at fair value through the statements of comprehensive income.

The net losses from FFAs recorded in the statement of income amounted to \$196, \$165 and \$1,802, for the years ended December 31, 2012, 2011 and 2010, respectively.

During each of the years ended December 31, 2012, 2011 and 2010, the changes in net unrealized (losses)/gains on FFAs amounted to \$(124), \$289 and \$(19,903), respectively.

**Fair value of financial instruments**

The following methods and assumptions were used to estimate the fair value of each class of financial instrument:

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**Cash and cash equivalents:** The carrying amounts reported in the consolidated balance sheets for interest bearing deposits approximate their fair value because of the short maturity of these investments.

**Restricted cash:** The carrying amounts reported in the consolidated balance sheets for interest bearing deposits approximate their fair value because of the short maturity of these investments.

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**Table of Contents****NAVIOS MARITIME HOLDINGS INC.****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)**

(Expressed in thousands of U.S. dollars except share data)

**Borrowings:** The carrying amount of the floating rate loans approximates their fair value. The senior and ship mortgage notes are fixed rate borrowings and their fair value, which was determined based on quoted market prices, is indicated in the table below.

**Capital leases:** The capital leases are fixed rate obligations and their carrying amounts approximate their fair value as indicated in the table below.

**Loan receivable from affiliate company:** The carrying amount of the floating rate loan approximates its fair value.

**Due from affiliate companies, long term:** The carrying amount of the floating rate payable approximates its fair value.

**Accounts receivable, net:** Carrying amounts are considered to approximate fair value due to the short-term nature of these accounts receivables and because there were no significant changes in interest rates. All amounts that are assumed to be uncollectable are written off and/or reserved.

**Accounts payable:** The carrying amounts of accounts payable reported in the balance sheet approximates their fair value due to the short-term nature of these accounts payable and because there were no significant changes in interest rates.

**Investments in available-for-sale securities:** The carrying amount of the investments in available-for-sale securities reported in the balance sheet represents unrealized gains and losses on these securities, which are reflected directly in equity unless an unrealized loss is considered other-than-temporary, in which case it is transferred to the statements of comprehensive income.

**Forward freight agreements:** The fair value of forward freight agreements is the estimated amount that the Company would receive or pay to terminate the agreement at the reporting date by obtaining quotes from brokers or exchanges.

The estimated fair values of the Company's financial instruments are as follows:

	December 31, 2012		December 31, 2011	
	Book Value	Fair Value	Book Value	Fair Value
Cash and cash equivalents	\$ 257,868	\$ 257,868	\$ 171,096	\$ 171,096
Restricted cash	\$ 24,704	\$ 24,704	\$ 6,399	\$ 6,399
Accounts receivable, net	\$ 85,721	\$ 85,721	\$ 101,386	\$ 101,386
Investments in available for sale securities	\$ 559	\$ 559	\$ 82,904	\$ 82,904
Forward Freight Agreements, net	\$ 1,275	\$ 1,275	\$ 1,279	\$ 1,279
Loan receivable from affiliate company	\$ 35,000	\$ 35,000	\$ 40,000	\$ 40,000
Due from affiliate companies, long term	\$ 57,701	\$ 57,701	\$	\$
Accounts payable	\$ (63,921)	\$ (63,921)	\$ (52,113)	\$ (52,113)
Capital lease obligations, including current portion	\$ (25,112)	\$ (25,112)	\$ (31,221)	\$ (31,221)
Senior and ship mortgage notes, net of discount	\$ (1,034,141)	\$ (973,940)	\$ (945,538)	\$ (841,500)
Long term debt, including current portion	\$ (324,071)	\$ (324,071)	\$ (508,019)	\$ (508,019)

The following tables set forth by level our assets and liabilities that are measured at fair value on a recurring basis. As required by the fair value guidance, assets and liabilities are categorized in their entirety based on the lowest level of input that is significant to the fair value measurement.

Fair Value Measurements as of December 31, 2012

Assets	Total	Quoted Prices in Active Markets for Identical Assets (Level I)	Significant Other Observable Inputs (Level II)	Significant Unobservable Inputs (Level III)
FFAs	\$ 1,275	\$ 1,275	\$	\$
Investments in available for sale securities	559	559		
<b>Total</b>	<b>\$ 1,834</b>	<b>\$ 1,834</b>	<b>\$</b>	<b>\$</b>

Fair Value Measurements as of December 31, 2011

Assets	Total	Quoted Prices in Active Markets for Identical Assets (Level I)	Significant Other Observable Inputs (Level II)	Significant Unobservable Inputs (Level III)
FFAs	\$ 1,279	\$ 1,279	\$	\$
Investments in available for sale securities	82,904	82,904		
<b>Total</b>	<b>\$ 84,183</b>	<b>\$ 84,183</b>	<b>\$</b>	<b>\$</b>



**Table of Contents****NAVIOS MARITIME HOLDINGS INC.****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)**

(Expressed in thousands of U.S. dollars except share data)

**Fair Value Measurements**

The estimated fair value of our financial instruments that are not measured at fair value on a recurring basis, categorized based upon the fair value hierarchy, are as follows:

Level I: Inputs are unadjusted, quoted prices for identical assets or liabilities in active markets that we have the ability to access. Valuation of these items does not entail a significant amount of judgment.

Level II: Inputs other than quoted prices included in Level I that are observable for the asset or liability through corroboration with market data at the measurement date.

Level III: Inputs that are unobservable. The Company did not use any Level III inputs as of December 31, 2012.

Assets	Fair Value Measurements at December 31, 2012			
	Total	(Level I)	(Level II)	(Level III)
Cash and cash equivalents	\$ 257,868	\$ 257,868	\$	\$
Restricted cash	\$ 24,704	\$ 24,704	\$	\$
Senior and ship mortgage notes, net of discount	\$ (973,940)	\$ (973,940)	\$	\$
Capital lease obligations, including current portion <sup>(1)</sup>	\$ (25,112)	\$	\$ (25,112)	\$
Long-term debt, including current portion <sup>(1)</sup>	\$ (324,071)	\$	\$ (324,071)	\$
Loan receivable from affiliate company <sup>(2)</sup>	\$ 35,000	\$	\$ 35,000	\$
Due from affiliate companies, long term <sup>(2)</sup>	\$ 57,701	\$	\$ 57,701	\$

(1) The fair value of the Company's long term debt is estimated based on currently available debt with similar contract terms, interest rate and remaining maturities, published quoted market prices as well as taking into account the Company's creditworthiness.

(2) The fair value of the Company's loan receivable from affiliate company and long term receivable from affiliate companies is estimated based on currently available debt with similar contract terms, interest rate and remaining maturities as well as after taking into account the counterparty's creditworthiness.

**NOTE 13: EMPLOYEE BENEFIT PLANS****Retirement Saving Plan**

The Company sponsors an employee saving plan covering all of its employees in the United States. The Company's contributions to the employee saving plan during the years ended December 31, 2012, 2011 and 2010, were approximately \$119, \$108 and \$122, respectively, which included a discretionary contribution of \$15, \$15, and \$18, respectively.

**Defined Benefit Pension Plan**

The Company sponsors a legacy unfunded defined benefit pension plan that covers certain Bahamian and Uruguayan nationals and former Navios Corporation employees. The liability related to the plan is recognized based on actuarial valuations. The current portion of the liability is included in accrued expenses and the non-current portion of the liability is included in other long term liabilities. There are no pension plan assets.

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The Greek office employees are protected by the Greek Labor Law. According to the law, the Company is required to pay retirement indemnities to employees on dismissal, or on leaving with an entitlement to a full security retirement pension. Please refer to Note 2(s).

### **Stock Plan**

The Company has awarded shares of restricted stock and restricted stock units to its employees, officers and directors. The restriction lapses in two or three equal tranches, over the requisite service periods, of one, two and three years from the grant date. The Company has also awarded stock options to its officers and directors only, based on service conditions only, which vest in three equal tranches over the requisite service periods of one, two and three years from the grant date. Each option remains exercisable for seven years after its vesting date.

On December 20, 2012, the Company awarded shares of restricted stock and restricted stock units to its employees, officers and directors and stock options to its officers and directors, which vest all at one time upon achievement of the internal performance criteria and completion of a service period on April 30, 2014.

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**NAVIOS MARITIME HOLDINGS INC.**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)**

(Expressed in thousands of U.S. dollars except share data)

The fair value of all stock option awards has been calculated based on the modified Black-Scholes method. A description of the significant assumptions used to estimate the fair value of the stock option awards is set out below:

*Expected term:* The Company began granting stock options in October 2007. The first stock option exercise was in 2010 and the number of options exercised during each of the years ended December 31, 2012 (29,251), 2011 (130,578) and 2010 (130,577) was small in relation to the total number of options granted. Therefore, due to limited historical share option exercise experience to provide for a reasonable basis upon which to estimate expected term, the Company opted to apply the simplified method.

The simplified method was used which includes taking the average of the weighted average time to vesting and the contractual term of the option award. The service conditions option awards vest over three years at 33.3%, 33.3% and 33.4% respectively, resulting in a weighted average time to vest of approximately 2 years. The contractual term of the award is 7 years. Utilizing the simplified approach formula, the derived expected term estimate for the Company's service conditions option award is 4.5 years.

The performance conditions option awards vest in one year and only upon achievement of the performance criteria.

*Expected volatility:* The historical volatility of Navios Holdings' shares was used in order to estimate the volatility of the stock option awards. The final expected volatility estimate, which equals the historical estimate, for the service conditions option awards is 43.87%, 68.14% and 81.52% for 2012, 2011 and 2010, respectively, and for the performance conditions option awards is 36.59% for 2012.

*Expected dividends:* The expected dividend is based on the current dividend, our historical pattern of dividend increases and the market price of our stock.

*Risk-free rate:* Navios Holdings has selected to employ the risk-free yield-to-maturity rate to match the expected term estimated under the simplified method. For the service conditions option awards, the 4.5 year yield-to-maturity rate as of the grant date is 0.68%, 0.80% and 1.81% for 2012, 2011 and 2010, respectively. For the performance conditions option awards, the one year yield-to-maturity rate as of the grant date is 0.15% for 2012.

The fair value of restricted stock and restricted stock unit grants excludes dividends to which holders of restricted stock and restricted stock units are not entitled. The expected dividend assumption used in the valuation of restricted stock and restricted stock units grant is \$0.06 for 2012, 2011 and 2010.

The weighted average grant date fair value of stock options, restricted stock and restricted stock units granted during the year ended December 31, 2012 was \$0.52, \$3.44 and \$3.44, respectively.

The weighted average grant date fair value of stock options, restricted stock and restricted stock units granted during the year ended December 31, 2011 was \$1.43, \$3.81 and \$3.81, respectively.

The weighted average grant date fair value of stock options, restricted stock and restricted stock units granted during the year ended December 31, 2010 was \$2.54, \$5.15 and \$5.15 respectively.

The effect of compensation expense arising from the stock-based arrangements described above amounts to \$4,712, \$4,252 and \$2,476 as of December 31, 2012, 2011 and 2010, respectively and it is reflected in general and administrative expenses on the income statement. The

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recognized compensation expense for the year is presented as adjustment to reconcile net income to net cash provided by operating activities on the statements of cash flows.

The summary of stock-based awards is summarized as follows (in thousands except share and per share data):

	Shares	Weighted average exercise price	Weighted average remaining term	Aggregate fair value
<b>Options</b>				
<b>Outstanding as of December 31, 2009</b>	<b>1,264,631</b>	<b>7.13</b>	<b>8.02</b>	<b>3,282</b>
Vested at December 31, 2009	286,422			
Exercisable at December 31, 2009	286,422			
Exercised	(130,577)			(158)
Granted	954,842	5.15		2,422
<b>Outstanding as of December 31, 2010</b>	<b>2,088,896</b>	<b>6.47</b>	<b>7.98</b>	<b>5,546</b>
Vested at December 31, 2010	421,544			
Exercisable at December 31, 2010	316,279			
Exercised	(130,578)			(158)
Granted	1,344,353	3.81		1,929
<b>Outstanding as of December 31, 2011</b>	<b>3,302,671</b>	<b>5.52</b>	<b>7.81</b>	<b>7,317</b>
Vested at December 31, 2011	643,824			
Exercisable at December 31, 2011	522,934			
Exercised	(29,251)			(36)
Granted	1,344,357	3.44		700
<b>Outstanding as of December 31, 2012</b>	<b>4,617,777</b>	<b>4.93</b>	<b>7.07</b>	<b>7,981</b>
Vested at December 31, 2012	901,520			
Exercisable at December 31, 2012	841,644			
<b>Restricted stock and restricted stock units</b>				
<b>Non Vested as of December 31, 2009</b>	<b>524,137</b>		<b>2.30</b>	<b>2,721</b>
Granted	567,810			2,924
Vested	(276,879)			(1,283)
Forfeited or expired	(12,652)			(61)
<b>Non Vested as of December 31, 2010</b>	<b>802,416</b>		<b>2.61</b>	<b>4,301</b>
Granted	813,273			3,098
Vested	(318,644)			(1,692)
Forfeited or expired	(9,869)			(54)
<b>Non Vested as of December 31, 2011</b>	<b>1,287,176</b>		<b>2.49</b>	<b>5,653</b>
Granted	832,028			2,862
Vested	(553,846)			(2,565)
Forfeited or expired	(9,166)			(42)
<b>Non Vested as of December 31, 2012</b>	<b>1,556,192</b>		<b>1.81</b>	<b>5,908</b>

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(Expressed in thousands of U.S. dollars except share data)

The estimated compensation cost relating to service conditions of non-vested (a) stock options and (b) restricted stock and restricted stock unit awards, not yet recognized was \$1,328 and \$2,448, respectively, as of December 31, 2012 and is expected to be recognized over the weighted average period of 2.97 years.

The estimated compensation cost relating to performance conditions of non-vested (a) stock options and (b) restricted stock and restricted stock unit awards, not yet recognized was \$334 and \$1,839, respectively, as of December 31, 2012 and is expected to be recognized when it is probable that the performance criteria will be met.

**NOTE 14: COMMITMENTS AND CONTINGENCIES:**

As of December 31, 2012, the Company was contingently liable for letters of guarantee and letters of credit amounting to \$590 (2011: \$590) issued by various banks in favor of various organizations and the total amount was collateralized by cash deposits, which were included as a component of restricted cash.

On March 1, 2012, Navios Logistics issued a guarantee and indemnity letter that guaranteed the performance by Petrolera San Antonio S.A. of all its obligations to Vitol S.A. up to \$10,000. On July 11, 2012, the amount of the guarantee was amended to \$12,000 and on March 1, 2013 the guarantee was extended for one year, expiring on March 1, 2014

In connection with the acquisition of Horamar, Navios Logistics recorded liabilities for certain pre-acquisition contingencies amounting to \$6,632 (\$2,907 relating to VAT-related matters, \$1,703 for withholding tax-related matters, \$1,511 relating to provisions for claims and others and \$511 for income tax-related matters) that were included in the allocation of the purchase price based on their respective fair values. As it relates to these contingencies, the prior owners of Horamar agreed to indemnify Navios Logistics in the event that any of the above contingencies materialize before agreed-upon dates, extending to various dates through January 2020. As of December 31, 2012, the remaining liability related to these pre-acquisition contingencies amounted to \$1,039 (\$2,764 in 2011; \$4,674 in 2010) and was entirely offset by an indemnification asset for the same amount, which was reflected in other non-current assets.

The Company is involved in various disputes and arbitration proceedings arising in the ordinary course of business. Provisions have been recognized in the financial statements for all such proceedings where the Company believes that a liability may be probable, and for which the amounts are reasonably estimable, based upon facts known at the date the financial statements were prepared. In the opinion of management, the ultimate disposition of these matters is expected to be immaterial to the financial statements individually and in the aggregate and will not adversely affect the Company's financial position, results of operations or liquidity.

The Company, in the normal course of business, entered into contracts to time charter-in vessels for various periods through February 2024.

As of December 31, 2012, Navios Logistics has obligations related its port expansion project, the construction of the remaining two new tank barges and the acquisition of the chartered-in fleet (see Note 7) of \$7,095, \$3,257 and \$13,326, respectively. The table below reflects the future payments for these commitments.

	Amounts in thousands of U.S. Dollars
December 31, 2013	\$ 14,370
December 31, 2014	3,628
December 31, 2015	3,754
December 31, 2016	1,926

<b>Total</b>	<b>\$</b>	<b>23,678</b>
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**NOTE 15: LEASES***Chartered-in and office space:*

As of December 31, 2012 the Company's future minimum commitments, net of commissions under lease obligations for chartered-in vessels, barges, pushboats and office space were as follows:

	<b>Charter-in vessels in operation</b>	<b>Charter-in vessels to be delivered</b>	<b>Office space</b>
2013	\$ 97,634	\$ 9,025	\$ 2,598
2014	65,223	26,463	2,504
2015	49,387	26,463	2,436
2016	46,575	26,535	2,294
2017	40,380	26,463	2,271
2018 and thereafter	125,910	116,920	2,615
<b>Total</b>	<b>\$ 425,109</b>	<b>\$ 231,869</b>	<b>\$ 14,718</b>

Charter hire expense for Navios Holdings chartered-in vessels amounted to \$112,536, \$113,550 and \$150,715, for the each of the years ended December 31, 2012, 2011 and 2010, respectively. Charter hire expense for logistics business chartered-in vessels amounted to \$3,587, \$5,910 and \$5,359, for the each of the years ended December 31, 2012, 2011 and 2010, respectively.

Rent expense for office space amounted to \$2,267, \$2,229, and \$2,115 for each of the years ended December 31, 2012, 2011 and 2010, respectively.

On January 2, 2006, the Company relocated its headquarters to leased premises in Piraeus, Greece, under an eleven-year lease expiring in 2017. On October 31, 2007, the Company entered into a 12-year lease agreement for additional space for its offices in Piraeus and the lease agreement expires in 2019. On October 29, 2010, the existing lease agreement for its offices in Piraeus was amended to reduce the amount of space leased. On July 1, 2010, the Company entered into a new contract for the lease of approximately 632 square meters of office space in Antwerp, Belgium that expires in 2019. The Company also leases approximately 11,923 square feet of space at 825 3rd Avenue, New York pursuant to a lease that expires in 2019. The Company also leases office space in Monaco pursuant to a lease that expires on June 2015. Navios Logistics' subsidiaries lease various premises in Argentina and Paraguay that expire on various dates through 2013. The above table incorporates the lease commitments on all offices as disclosed above.

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(Expressed in thousands of U.S. dollars except share data)

**Chartered-out:**

The future minimum revenue, net of commissions, (i) for drybulk vessels, expected to be earned on non-cancelable time charters and (ii) for the Company's logistics business, expected to be earned on non-cancelable time charters, COAs with minimum guaranteed volumes and contracts with minimum guaranteed throughput in Navios Logistics' ports, are as follows:

	Drybulk vessels	Logistics business
2013	\$ 107,906	\$ 141,009
2014	34,331	91,724
2015	19,721	69,002
2016	19,775	49,714
2017	19,721	11,505
2018 and thereafter	58,810	794
<b>Total minimum revenue, net of commissions</b>	<b>\$ 260,264</b>	<b>\$ 363,748</b>

Revenues from time charters are not generally received when a vessel is off-hire, which includes time required for scheduled maintenance of the vessel.

**NOTE 16: TRANSACTIONS WITH RELATED PARTIES**

**Office rent:** The Company has entered into lease agreements with Goldland Ktimatiki-Ikodomiki-Touristiki Xenodohiaki Anonimos Eteria and Emerald Ktimatiki-Ikodomiki-Touristiki Xenodohiaki Anonimos Eteria, both of which are Greek corporations that are currently majority-owned by Angeliki Frangou, Navios Holdings' Chairman and Chief Executive Officer. The lease agreements provide for the leasing of facilities located in Piraeus, Greece to house the operations of most of the Company's subsidiaries. The total annual lease payments are in the aggregate 952 (approximately \$1,256) and the lease agreements expire in 2017 and 2019. These payments are subject to annual adjustments starting from the third year, which are based on the inflation rate prevailing in Greece as reported by the Greek State at the end of each year.

**Purchase of services:** The Company utilizes its affiliate company, Acropolis Chartering and Shipping Inc. (Acropolis) (See Note 9), as a broker. Commissions paid to Acropolis for each of the years ended December 31, 2012, 2011 and 2010 were \$48, \$17 and \$155, respectively. During the years ended December 31, 2012, 2011 and 2010, the Company received dividends of \$140, \$602, and \$966, respectively. Included in the trade accounts payable at December 31, 2012 and 2011 was an amount of \$115 and \$125, respectively, which was due to Acropolis.

**Vessels charter hire:** In February 2012, the Company chartered in from Navios Partners the Navios Apollon, a 2000-built Ultra-Handymax vessel. The term of this charter is approximately two years at a net daily rate of \$12.5 per day for the first year and \$13.5 net per day for the second year, plus 50/50 profit sharing based on actual earnings. In May 2012, the Company chartered in from Navios Partners the Navios Prosperity, a 2007-built Panamax vessel. The term of this charter is approximately one year at a net daily rate of \$12.0 per day, plus profit sharing. The owners will receive 100% of the first \$1.5 in profits above the base rate, and thereafter all profits will be split 50/50 to each party. In September 2012, the Company chartered in from Navios Partners the Navios Libra, a 1995-built Panamax vessel. The term of this charter is approximately three years at a net daily rate of \$12.5 per day, plus 50/50 profit sharing based on actual earnings. Total charter hire expense for the three vessels for the year ended December 31, 2012 was \$7,484, and was included in the statement of comprehensive income under Time charter, voyage and port terminal expenses.

**Management fees:** Pursuant to a management agreement dated November 16, 2007, as amended in 2009 and 2011, Navios Holdings provides commercial and technical management services to Navios Partners' vessels for a daily fixed fee. As of December 31, 2012, the daily fees are \$4.7



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per owned Ultra Handymax vessel, \$4.6 per owned Panamax vessel and \$5.7 per owned Capesize vessel until December 31, 2013 and the fixed fee period is until December 31, 2017. This daily fee covers all of the vessels' operating expenses, including the cost of drydock and special surveys. From January 2014 to December 2017, Navios Partners will reimburse Navios Holdings for all of the actual operating costs and expenses in connection with the management of Navios Partners' fleet. Total management fees for the years ended December 31, 2012, 2011 and 2010 amounted to \$31,689, \$26,343 and \$19,746, respectively.

Pursuant to a management agreement dated May 28, 2010, as amended in 2010 and 2012, for five years from the closing of Navios Acquisition's initial vessel acquisition, Navios Holdings provides commercial and technical management services to Navios Acquisition's vessels for a daily fee of \$6.0 per owned MR2 product tanker and chemical tanker vessel, \$7.0 per owned LR1 product tanker vessel and \$10.0 per owned VLCC vessel. This daily fee covers all of the vessels' operating expenses, other than certain extraordinary fees and costs. Actual operating costs and expenses will be determined in a manner consistent with how the initial fixed fees were determined. Drydocking expenses will be fixed under this agreement for up to \$300 per vessel and will be reimbursed at cost for VLCC vessels. Total management fees for the years ended December 31, 2012, 2011 and 2010 amounted to \$47,043, \$35,678 and \$9,752, respectively. As of March 30, 2012, Navios Acquisition may, upon request, reimburse the manager partially or fully for drydocking and other extraordinary fees and expenses under the management agreement at a later date, but not later than January 4, 2014, bearing interest of 1% over LIBOR. As of September 28, 2012, Navios Acquisition may, upon request, reimburse the manager partially or fully for any fixed management fees outstanding for a period of not more than nine months at a later date, but no later than December 31, 2014, bearing interest of 1% over LIBOR. The management fees have been eliminated upon consolidation of Navios Acquisition through March 30, 2011.

**Navios Partners Guarantee:** Contemporaneously with the Insurance Restructuring (as defined in Note 25), the Company entered into the Navios Partners Guarantee arrangement with Navios Partners (see Note 25). The Navios Partners Guarantee provided Navios Partners with guarantees against counterparty default on certain existing charters, which had previously been covered by the Charter Insurance for the same vessels, same periods and same amounts. The Navios Partners Guarantee covers \$76,740 of aggregate future charter payments and provides for a maximum possible payout of \$20,000 by the Company to Navios Partners. Premiums that are calculated on the same basis as the restructured Charter Insurance are included in the management fee that is paid by Navios Partners to Navios Holdings pursuant to the management agreement. As of December 31, 2012, no claims had been submitted to Navios Holdings.

**General & administrative expenses:** Pursuant to the administrative services agreement dated November 16, 2007, as amended in 2011, Navios Holdings provides administrative services to Navios Partners. Such services include: bookkeeping, audit and accounting services, legal and insurance services, administrative and clerical services, banking and financial services, advisory services, client and investor relations and other services. Navios Holdings is reimbursed for reasonable costs and expenses incurred in connection with the provision of these services. Total general and administrative fees charged for the years ended December 31, 2012, 2011 and 2010 amounted to \$3,883, \$3,447 and \$2,750, respectively.

**Table of Contents****NAVIOS MARITIME HOLDINGS INC.****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)**

(Expressed in thousands of U.S. dollars except share data)

On May 28, 2010, Navios Acquisition entered into an administrative services agreement, expiring May 28, 2015, with Navios Holdings, pursuant to which Navios Holdings provides office space and certain administrative management services to Navios Acquisition which include: bookkeeping, audit and accounting services, legal and insurance services, administrative and clerical services, banking and financial services, advisory services, client and investor relations and other. Navios Holdings is reimbursed for reasonable costs and expenses incurred in connection with the provision of these services. Total general and administrative fees charged for the years ended December 31, 2012, 2011 and 2010 amounted to \$2,110, \$1,527 and \$380, respectively. The general and administrative fees have been eliminated upon consolidation of Navios Acquisition through March 30, 2011.

On April 12, 2011, Navios Holdings entered into an administrative services agreement with Navios Logistics for a term of five years, pursuant to which Navios Holdings will provide certain administrative management services to Navios Logistics. Such services include bookkeeping, audit and accounting services, legal and insurance services, administrative and clerical services, banking and financial services, advisory services, client and investor relations and other. Navios Holdings is reimbursed for reasonable costs and expenses incurred in connection with the provision of these services. Total general and administrative fees charged for the year ended December 31, 2012, 2011 and 2010 amounted to \$600, \$375 and \$0, respectively, which have been eliminated upon consolidation.

**Balance due from affiliate:** Balance due from affiliate as of December 31, 2012 amounted to \$108,538 (December 31, 2011: \$49,404) which included the current amounts due from Navios Partners and Navios Acquisition, which were \$21,716 and \$29,121, respectively, and the non-current amount of \$57,701 due from Navios Acquisition. The remaining balances mainly consisted of management fees, administrative fees, drydocking and other expenses and other amounts payable.

**Omnibus agreements:** Navios Holdings entered into an omnibus agreement with Navios Partners (the Partners Omnibus Agreement) in connection with the closing of Navios Partners' IPO governing, among other things, when Navios Holdings and Navios Partners may compete against each other as well as rights of first offer on certain drybulk carriers. Pursuant to the Partners Omnibus Agreement, Navios Partners generally agreed not to acquire or own Panamax or Capesize drybulk carriers under time charters of three or more years without the consent of an independent committee of Navios Partners. In addition, Navios Holdings agreed to offer to Navios Partners the opportunity to purchase vessels from Navios Holdings when such vessels are fixed under time charters of three or more years. The Partners Omnibus Agreement was amended in June 2009 until June 29, 2011.

Navios Acquisition entered into an omnibus agreement (the Acquisition Omnibus Agreement) with Navios Holdings and Navios Partners in connection with the closing of Navios Acquisition's initial vessel acquisition, pursuant to which, among other things, Navios Holdings and Navios Partners agreed not to acquire, charter-in or own liquid shipment vessels, except for container vessels and vessels that are primarily employed in operations in South America, without the consent of an independent committee of Navios Acquisition. In addition, Navios Acquisition, under the Acquisition Omnibus Agreement, agreed to cause its subsidiaries not to acquire, own, operate or charter drybulk carriers subject to specific exceptions. Under the Acquisition Omnibus Agreement, Navios Acquisition and its subsidiaries granted to Navios Holdings and Navios Partners, a right of first offer on any proposed sale, transfer or other disposition of any of its drybulk carriers and related charters owned or acquired by Navios Acquisition. Likewise, Navios Holdings and Navios Partners agreed to grant a similar right of first offer to Navios Acquisition for any liquid shipment vessels it might own. These rights of first offer will not apply to a (a) sale, transfer or other disposition of vessels between any affiliated subsidiaries, or pursuant to the terms of any charter or other agreement with a counterparty, or (b) merger with or into, or sale of substantially all of the assets to, an unaffiliated third party.

**Sale of Vessels and Sale of Rights to Navios Partners:** Upon the sale of vessels to Navios Partners, Navios Holdings recognizes the gain immediately in earnings only to the extent of the interest in Navios Partners owned by third parties and defers recognition of the gain to the extent of its own ownership interest in Navios Partners (the deferred gain). Subsequently, the deferred gain is amortized to income over the remaining useful life of the vessel. The recognition of the deferred gain is accelerated in the event that (i) the vessel is subsequently sold or otherwise disposed of by Navios Partners or (ii) the Company's ownership interest in Navios Partners is reduced. In connection with the public offerings of common units by Navios Partners, a pro rata portion of the deferred gain is released to income upon dilution of the Company's ownership interest in Navios Partners. For the vessels sold to Navios Partners see Notes 7 and 19. As of December 31, 2012 and 2011, the unamortized deferred gain for all vessels and rights sold totaled \$28,459 and \$41,002, respectively, and for the years ended December 31, 2012, 2011 and 2010, Navios Holdings recognized \$12,652, \$12,024 and \$18,694, respectively, of the deferred gain in Equity in net earnings of

affiliated companies .

**Deconsolidation of Navios Acquisition:** Refer to Note 3 for the deconsolidation of Navios Acquisition.

**The Navios Holdings Credit Facility:** Navios Acquisition entered into a \$40,000 credit facility with Navios Holdings in 2010 which was amended in 2010 and 2011. The facility will be available for multiple drawings up to a limit of \$40,000, has a margin of LIBOR plus 300 basis points, and matures in December 2014. As of December 31, 2012, the outstanding amount under this facility was \$35,000 (December 31, 2011: \$40,000) and was recorded under Loan receivable from affiliate company .

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**NAVIOS MARITIME HOLDINGS INC.**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)**

(Expressed in thousands of U.S. dollars except share data)

**NOTE 17: PREFERRED AND COMMON STOCK**

**Navios Holdings**

In November 2008, the Board of Directors approved a share repurchase program for up to \$25,000 of Navios Holdings common stock. Share repurchases are made pursuant to a program adopted under Rule 10b5-1 under the Exchange Act. The program does not require any minimum purchase or any specific number or amount of shares and may be suspended or reinstated at any time in Navios Holdings discretion and without notice. Repurchases are subject to restrictions under the terms of the Company's credit facilities and indentures. During 2011, Navios Holdings repurchased 73,651 shares for a total cost of \$221. There were no shares repurchased during 2010 and 2012.

*Issuances to Employees and Exercise of Options*

During 2012, pursuant to the stock plan approved by the Board of Directors, 29,251 shares were issued following the exercise of options for cash at an exercise price of \$3.18 per share for a total of \$93.

On December 20, 2012, pursuant to the stock plan approved by the Board of Directors Navios Holdings issued to its employees 801,028 shares of restricted common stock, 31,000 restricted stock units and 1,344,357 stock options.

During 2011, pursuant to the stock plan approved by the Board of Directors, 130,578 shares were issued following the exercise of options for cash at an exercise price of \$3.18 per share for a total of \$415.

On December 5, 2011, pursuant to the stock plan approved by the Board of Directors Navios Holdings issued to its employees 784,273 shares of restricted common stock, 29,000 restricted stock units and 1,344,353 stock options.

*Vested, Surrendered and Forfeited*

During 2012, 24,932 restricted stock units, issued to the Company's employees in 2011, 2010 and 2009, have vested.

During 2011, 15,264 restricted stock units that were issued to the Company's employees in 2009 and 2010 have vested.

During the years ended December 31, 2012 and 2011, 6,602 and 8,869 restricted shares of common stock, respectively, were forfeited upon termination of employment.

*Issuances for Construction or Purchase of Vessels and Buyback of \$131,320 2% Preferred Stock*

During 2010, the Company issued on various dates 13,410 shares of 2% Mandatorily Convertible Preferred Stock ( Preferred Stock ) at \$10.0 nominal value per share to partially finance the acquisition of the Navios Antares, the Navios Azimuth, the Navios Melodia, the Navios Fulvia, the Navios Buena Ventura, the Navios Luz, the Navios Etoile and the Navios Bonheur. On December 27, 2010, Navios repurchased \$131,320 (or 13,132 shares) of certain Preferred Stock previously issued in connection with the acquisition of such Capesize vessels for a cash consideration of \$49,245.

All above mentioned issued shares of Preferred Stock were recorded at fair market value on issuance (See also Note 2 (ac)).

Navios Holdings had as of December 31, 2012 and 2011, 103,255,409 and 102,409,364 shares of common stock, respectively, and 8,479 Preferred Stock outstanding for both years.

**NOTE 18: INTEREST EXPENSE AND FINANCE COST, NET**

Interest expense and finance cost, net consist of the following:

	<b>For the Year Ended December 31, 2012</b>	<b>For the Year Ended December 31, 2011</b>	<b>For the Year Ended December 31, 2010</b>
Interest expense	\$ 99,887	\$ 101,011	\$ 91,527
Amortization of finance charges	6,309	5,198	6,065
Other		972	8,430
<b>Total interest expense and finance cost, net</b>	<b>\$ 106,196</b>	<b>\$ 107,181</b>	<b>\$ 106,022</b>

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(Expressed in thousands of U.S. dollars except share data)

**NOTE 19: DISPOSAL OF ASSETS**

The Company disposed of the following asset in 2012:

<b>Navios Buena Ventura</b>	
Cash consideration received	\$ 67,500
Book value of vessel	(67,068)
Total gain	432
Deferred gain	(109)
Gain recognized on sale of Navios Buena Ventura	\$ 323
<b>Total gain on sale of assets</b>	<b>\$ 323</b>

The Company disposed of the following assets in 2011:

<b>Navios Luz</b>	
Cash consideration received	\$ 71,975
Shares consideration received	6,000
Book value of vessel	(53,548)
Total gain	24,427
Deferred gain	(6,623)
Gain recognized on sale of Navios Luz	\$ 17,804
<b>Navios Orbiter</b>	
Cash consideration received	\$ 47,984
Shares consideration received	4,000
Book value of vessel	(23,198)
Total gain	28,786
Deferred gain	(7,804)
Gain recognized on sale of Navios Orbiter	\$ 20,982
<b>Gain from sale of other assets</b>	<b>\$ 36</b>
<b>Total gain on sale of assets</b>	<b>\$ 38,822</b>

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The Company disposed of the following assets in 2010:

<b>Navios Hyperion</b>		
Cash consideration received	\$ 63,000	
Book value of vessel	(25,168)	
Total gain	37,832	
Deferred gain	(13,996)	
Gain recognized on sale of Navios Hyperion		\$ 23,836
<b>Navios Aurora II</b>		
Cash consideration received	\$ 90,000	
Shares consideration received	20,326	
Book value of vessel	(109,508)	
Total gain	818	
Deferred gain	(271)	
Gain recognized on sale of Navios Aurora II		\$ 547
<b>Navios Pollux</b>		
Cash consideration received	\$ 110,000	
Book value of vessel	(107,452)	
Total gain	2,548	
Deferred gain	(797)	
Gain recognized on sale of Navios Pollux		\$ 1,751
<b>Navios Melodia</b>		
Cash consideration received	\$ 72,100	
Shares consideration received	6,687	
Book value of vessel	(68,757)	
Total gain	10,030	
Deferred gain	(2,876)	
Gain recognized on sale of Navios Melodia		\$ 7,154
<b>Navios Fulvia</b>		
Cash consideration received	\$ 89,900	
Shares consideration received	8,284	
Book value of vessel	(67,211)	
Total gain	30,973	
Deferred gain	(8,880)	
Gain recognized on sale of Navios Fulvia		\$ 22,093
<b>Vanessa</b>		
Cash consideration received	\$ 18,250	
Book value of finance lease of vessel	(18,250)	

	\$
<b>Gain from sale of other assets</b>	\$ 51
<b>Total gain on sale of assets</b>	<b>\$ 55,432</b>

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(Expressed in thousands of U.S. dollars except share data)

All the above mentioned vessels, with the exception of the vessel Vanessa, were sold to Navios Partners.

Upon the sale of a vessel to Navios Partners, Navios Holdings recognizes the gain immediately in earnings only to the extent of the interest in Navios Partners owned by third parties and defers recognition of the gain to the extent of its own ownership interest in Navios Partners (the deferred gain). Subsequently, the deferred gain is amortized to income over the remaining useful life of the vessel. The recognition of the deferred gain is accelerated in the event that (i) the vessel is subsequently sold or otherwise disposed of by Navios Partners or (ii) the Company's ownership interest in Navios Partners is reduced. In connection with the public offerings of common units by Navios Partners, a pro rata portion of the deferred gain is released to income upon dilution of the Company's ownership interest in Navios Partners (see also Note 16).

**NOTE 20: SEGMENT INFORMATION**

The Company currently has two reportable segments from which it derives its revenues: Drybulk Vessel Operations and Logistics Business, and previously had a Tanker Vessel Operations segment until the deconsolidation of Navios Acquisition on March 30, 2011. The reportable segments reflect the internal organization of the Company and are strategic businesses that offer different products and services. Starting in 2008, following the acquisition of Horamar and the formation of Navios Logistics, the Company renamed its Port Terminal Segment as its Logistics Business segment, and this segment includes the activities of Horamar, which provides similar products and services in the region as Navios Holdings' legacy port facility. The Drybulk Vessel Operations business consists of the transportation and handling of bulk cargoes through the ownership, operation, and trading of vessels, freight, and FFAs. The Logistics Business consists of operating ports and transfer station terminals, handling of vessels, barges and push boats as well as upriver transport facilities in the Hidrovia region. The Tanker Vessel Operations segment consisted of the transportation and handling of liquid cargoes through the ownership, operation, and trading of tanker vessels.

The Company measures segment performance based on net income. Inter-segment sales and transfers are not significant and have been eliminated and are not included in the following tables. Summarized financial information concerning each of the Company's reportable segments is as follows:

	<b>Drybulk Vessel Operations for the Year Ended December 31, 2012</b>	<b>Logistics Business for the Year Ended December 31, 2012</b>	<b>Total for the Year Ended December 31, 2012</b>
Revenue	\$ 369,461	\$ 247,033	\$ 619,494
Loss on derivatives	(196)		(196)
Interest income	2,329	388	2,717
Interest expense and finance cost, net	(86,139)	(20,057)	(106,196)
Depreciation and amortization	(81,267)	(26,939)	(108,206)
Equity in net earnings of affiliated companies	48,228		48,228
Net income attributable to Navios Holdings common stockholders	175,388	97	175,485
Total assets	2,490,929	450,533	2,941,462
Goodwill	56,240	104,096	160,336
Capital expenditures	(40,024)	(17,666)	(57,690)
Investment in affiliates	197,291		197,291

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Cash and cash equivalents	212,330	45,538	257,868
Restricted cash	24,704		24,704
Long term debt (including current and noncurrent portion)	\$ 1,157,614	\$ 200,598	\$ 1,358,212

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	<b>Drybulk Vessel Operations for the Year Ended December 31, 2011</b>	<b>Logistics Business for the Year Ended December 31, 2011</b>	<b>Tanker Vessel Operations for the Year Ended December 31, 2011</b>	<b>Total for the Year Ended December 31, 2011</b>
Revenue	\$ 429,538	\$ 234,687	\$ 25,130	\$ 689,355
Loss on derivatives	(165)			(165)
Interest income	2,899	843	378	4,120
Interest expense and finance cost, net	(81,379)	(17,074)	(8,728)	(107,181)
Depreciation and amortization	(76,734)	(22,616)	(8,045)	(107,395)
Equity in net earnings of affiliated companies	35,246			35,246
Net income/(loss) attributable to Navios Holdings common stockholders	77,717	(125)	(36,781)	40,811
Total assets	2,478,400	435,424		2,913,824
Goodwill	56,240	104,096		160,336
Capital expenditures	(115,830)	(70,598)	(7,528)	(193,956)
Investment in affiliates	117,088			117,088
Cash and cash equivalents	130,567	40,529		171,096
Restricted cash	6,399			6,399
Long term debt (including current and noncurrent portion)	\$ 1,252,889	\$ 200,668	\$	\$ 1,453,557

	<b>Drybulk Vessel Operations for the Year Ended December 31, 2010</b>	<b>Logistics Business for the Year Ended December 31, 2010</b>	<b>Tanker Vessel Operations for the Year Ended December 31, 2010</b>	<b>Total for the Year Ended December 31, 2010</b>
Revenue	\$ 458,377	\$ 187,973	\$ 33,568	\$ 679,918
Gain on derivatives	4,064			4,064
Interest income	2,568	297	777	3,642
Interest income from investments in finance leases	877			877
Interest expense and finance cost, net	(85,720)	(4,526)	(15,776)	(106,022)
Depreciation and amortization	(69,458)	(22,215)	(10,120)	(101,793)
Equity in net earnings of affiliated companies	40,585			40,585
Net income/(loss) attributable to Navios Holdings common stockholders	151,241	5,600	(11,084)	145,757
Total assets	2,141,770	548,382	986,615	3,676,767
Goodwill	56,239	104,096	14,722	175,057
Capital expenditures	(387,310)	(15,885)	(179,582)	(582,777)
Investment in affiliates	18,695			18,695
Cash and cash equivalents	106,846	39,204	61,360	207,410
Restricted cash (including current and noncurrent portion)	19,214	564	33,799	53,577
Long term debt (including current and noncurrent portion)	\$ 1,239,070	\$ 127,422	\$ 709,418	\$ 2,075,910

The following table sets out operating revenue by geographic region for the Company's reportable segments. Drybulk Vessel Operation, Tanker Vessel Operation and Logistics Business revenue is allocated on the basis of the geographic region in which the customer is located. Drybulk vessels and tanker vessels operate worldwide. Logistics business operates different types of tanker vessels, pushboats, and wet and dry barges for delivering a wide range of products between ports in the Paraná, Paraguay and Uruguay River systems in South America (commonly known as the Hidrovia or the waterway).

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Revenues from specific geographic regions which contribute over 10% of total revenue are disclosed separately.

### Revenue by Geographic Region

	Year ended December 31, 2012	Year ended December 31, 2011	Year ended December 31, 2010
North America	\$ 14,622	\$ 20,157	\$ 22,856
Europe	127,521	144,846	119,286
Asia	225,366	283,275	335,039
South America	247,033	234,688	193,830
Other	1,952	6,389	8,907
<b>Total</b>	<b>\$ 616,494</b>	<b>\$ 689,355</b>	<b>\$ 679,918</b>

The following describes long-lived assets by country for the Company's reportable segments. Vessels operate on a worldwide basis and are not restricted to specific locations. Accordingly, it is not possible to allocate the assets of these operations to specific countries. The total net book value of long-lived assets for drybulk vessels amounted to \$1,386,726 and \$1,415,225 at December 31, 2012 and 2011, respectively. For Logistics Business, all long-lived assets are located in South America. The total net book value of long-lived assets for the Logistics business amounted to \$356,039 and \$350,090 at December 31, 2012 and 2011, respectively.

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(Expressed in thousands of U.S. dollars except share data)

**NOTE 21: EARNINGS PER COMMON SHARE**

Earnings per share are calculated by dividing net income by the average number of shares of Navios Holdings outstanding during the period.

	Year ended December 31, 2012	Year ended December 31, 2011	Year ended December 31, 2010
<b>Numerator:</b>			
Net income attributable to Navios Holdings common stockholders	\$ 175,485	\$ 40,811	\$ 145,757
Less:			
Dividend on Preferred Stock	(1,705)	(1,696)	(2,450)
Income available to Navios Holdings common stockholders, basic	\$ 173,780	\$ 39,115	\$ 143,307
Plus:			
Dividend on Preferred Stock	1,705	1,696	2,450
Interest on convertible debt and amortization of convertible bond discount			1,121
Income available to Navios Holdings common stockholders, diluted	\$ 175,485	\$ 40,811	\$ 146,878
<b>Denominator:</b>			
Denominator for basic net income per share attributable to Navios Holdings stockholders weighted average shares	101,232,720	100,926,448	100,518,880
Dilutive potential common shares	1,322,038	918,204	735,316
Convertible preferred stock and convertible debt	8,479,000	8,479,000	14,928,160
Dilutive effect of securities	9,801,038	9,397,204	15,663,476
Denominator for diluted net income per share attributable to Navios Holdings stockholders adjusted weighted shares and assumed conversions	111,033,758	110,323,652	116,182,356
Basic net income per share attributable to Navios Holdings stockholders	\$ 1.72	\$ 0.39	\$ 1.43
Diluted net income per share attributable to Navios Holdings stockholders	\$ 1.58	\$ 0.37	\$ 1.26

**NOTE 22: INCOME TAXES**

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Marshall Islands, Greece, Malta, Liberia, Panama and Malta, do not impose a tax on international shipping income. Under the laws of Marshall Islands, Greece, Liberia and Panama the countries of the companies' incorporation and vessels' registration, the companies are subject to registration and tonnage taxes which have been included in vessel operating expenses in the accompanying consolidated statements of income.

Certain of the Company's subsidiaries are registered as Law 89 companies in Greece. These Law 89 companies are exempt from Greek income tax on their income derived from certain activities related to shipping. Since all the Law 89 companies conduct only business activities that qualify for the exemption of Greek income tax, no provision has been made for Greek income tax with respect to income derived by these Law 89 companies from their business operations in Greece.

As of January 1, 2013, foreign flagged vessels that are managed by Greek or foreign ship management companies in Greece are subject to Greek tonnage tax. The payment of tonnage tax exhausts the tax liability of the foreign ship owning company against any tax, duty, charge or contribution payable on income from the exploitation of the foreign flagged vessel.

Additionally, under a new tax bill ratified on January 14, 2013, an annual contribution, referring only to fiscal years 2012-2015, was imposed on offices or branches of foreign enterprises that have been established in Greece and are engaged in the exploitation, chartering, insurance, average (damage) settlements, purchase, chartering or shipbuilding brokerage, or chartering of insurance of ships under Greek or foreign flag, as well as the representation of ship-owner companies or undertakings, whose object is identical to the abovementioned activities. This contribution is imposed on the total amount of imported foreign exchange, calculated on a minimum \$50.

Pursuant to Section 883 of the Internal Revenue Code of the United States (the "Code"), U.S. source income from the international operation of ships is generally exempt from U.S. income tax if the company operating the ships meets certain incorporation and ownership requirements. Among other things, in order to qualify for this exemption, the company operating the ships must be incorporated in a country which grants an equivalent exemption from income taxes to U.S. corporations. All the Company's ship-operating subsidiaries satisfy these initial criteria. In addition, these companies must be more than 50% owned by individuals who are residents, as defined, in the countries of incorporation or another foreign country that grants an equivalent exemption to U.S. corporations. Subject to proposed regulations becoming finalized in their current form, management of the Company believes by virtue of a special rule applicable to situations where the ship operating companies are beneficially owned by a publicly traded company like the Company, the second criterion can also be satisfied based on the trading volume and ownership of the Company's shares, but no assurance can be given that this will remain so in the future.

In Belgium profit from ocean shipping is taxable based on the tonnage of the sea-going vessels from which the profit is obtained ( "tonnage tax" ) or taxation is based on the regular income tax rate of 33.99% applying the special optional system of depreciations of new or second hand vessels. From 2008 onwards, the Company qualifies for the first method of taxation. Following the acquisition by a Belgian tax payer, sea-going vessels and shares in such new vessels receive tax allowances as follows:

for the financial year of putting into service: maximum depreciation 20% straight line;

for each of the two following financial years: maximum depreciation of 15% straight line;

then per financial year up to the complete writing off: maximum depreciation of 10% straight line.

The tax expense reflected in the Company's consolidated financial statements for the year ended December 31, 2012 and 2011 is mainly attributable to Kleimar and to Navios Holdings' subsidiaries in South America, which are subject to the Argentinean, Brazilian and Paraguayan income tax regime.

CNSA is located in a tax free zone and is not liable to income or other tax. Navios Logistics' operations in Uruguay are exempted from income taxes.

Income tax liabilities of the Argentinean companies for the current and prior periods are measured at the amount expected to be paid to the taxation authorities, using a tax rate of 35% on the taxable net income. Tax rates and tax laws used to assess the income tax liability are those that are effective on the close of the fiscal period. Additionally, at the end the fiscal year, Argentinean companies in Argentina have to calculate an assets tax ( Impuesto a la Ganancia Mínima Presunta or Alternative Minimum Tax). This tax is supplementary to income tax and is calculated by applying the effective tax rate of 1% over the gross value of the corporate assets (based on tax law criteria). The subsidiaries' tax liabilities will be the higher of income tax or Alternative Minimum Tax. However, if the Alternative Minimum Tax exceeds income tax during any fiscal year, such excess may be computed as a prepayment of any income tax excess over the Alternative Minimum Tax that may arise in the next ten fiscal years.



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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)**

(Expressed in thousands of U.S. dollars except share data)

Under the tax laws of Argentina, the subsidiaries of the Company in that country are subject to taxes levied on gross revenues. Rates differ depending on the jurisdiction where revenues are earned for tax purposes. Average rates were approximately 4.72% for the year ended December 31, 2012 (4.2% for 2011).

There are two possible options to determine the income tax liability of Paraguayan companies. Under the first option income tax liabilities for the current and prior periods are measured by applying the tax rate of 10% on the fiscal profit and loss. 50% of revenues derived from international freights are considered Paraguayan sourced (and therefore taxed) if carried between Paraguay and Argentina, Bolivia, Brazil or Uruguay. Alternatively, only 30% of revenues derived from international freights are considered Paraguayan sourced. Companies whose operations are considered international freights can choose to pay income taxes on their revenues at an effective tax rate of 1% on such revenues, without considering any other kind of adjustments. Fiscal losses, if any, are neither deducted nor carried forward.

The corporate income tax rate in Brazil and Paraguay is 34% and 10%, respectively, for the year ended December 31, 2012.

The Company's deferred taxes as of December 31, 2012 and 2011, relate primarily to deferred tax liabilities on acquired intangible assets recognized in connection with the Horamar acquisition.

As of January 1, 2007, the Company adopted the provisions of FASB for Accounting for Uncertainty in Income Taxes. This guidance requires application of a more likely than not threshold to the recognition and derecognition of uncertain tax positions. This guidance permits the Company to recognize the amount of tax benefit that has a greater than 50 percent likelihood of being ultimately realized upon settlement. It further requires that a change in judgment related to the expected ultimate resolution of uncertain tax positions be recognized in earnings in the quarter of such change. Kleimar's open tax years are 2006 and onwards. Argentinean companies have open tax years ranging from 2006 and onwards and Paraguayan and Brazilian companies have open tax years ranging from 2007 and onwards. In relation to these open tax years, the Company believes that there are no material uncertain tax positions.

**NOTE 23: NONCONTROLLING INTEREST**

*Navios Logistics*

During 2009, the agreement pursuant to which Navios Logistics acquired CNSA and Horamar was amended to postpone until June 30, 2010 the date for determining whether the EBITDA target was achieved. On June 17, 2010, \$2,500 in cash and the 504 shares remaining in escrow were released from escrow upon the achievement of the EBITDA target threshold. The 504 remaining shares held in escrow and released in June 2010 were valued at a new fair value of \$10,869. The noncontrolling interest was adjusted for the percentage change in ownership by Navios Holdings. Following the release of the remaining shares that were held in escrow, Navios Holdings owned 63.8% of Navios Logistics.

On July 25, 2011, the Company acquired the noncontrolling interests of its joint ventures Thalassa Energy S.A., HS Tankers Inc., HS Navigation Inc., HS Shipping Ltd. Inc. and HS South Inc., in accordance with the terms of certain stock purchase agreements with HS Energy Ltd., an affiliate of Vitol S.A. (Vitol). The Company paid a total consideration of \$8,500 for such noncontrolling interests (\$8,638 including transactions expenses), and simultaneously paid \$53,155 in full and final settlement of all amounts of indebtedness of such joint ventures under certain loan agreements. The transaction was considered a step acquisition (with control maintained by Navios Logistics) and was accounted for as an equity transaction.

The caption Navios Logistics reallocation of noncontrolling interest within Navios Holdings consolidated statements of changes in equity relates to the impact on Navios Holdings consolidated financial statements of an adjustment recorded to adjust amounts recorded for fixed assets, goodwill and noncontrolling interests in the Navios Logistics financial statements.

*Navios Acquisition*



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On March 30, 2011, Navios Holdings completed the Navios Acquisition Share Exchange whereby Navios Holdings exchanged 7,676,000 shares of Navios Acquisition's common stock it held for non-voting Series C preferred stock of Navios Acquisition pursuant to an Exchange Agreement entered into on March 30, 2011 between Navios Acquisition and Navios Holdings. The fair value of the exchange was \$30,474, which was based on the share price of the publicly traded common shares of Navios Acquisition on March 30, 2011. Immediately after the Navios Acquisition Share Exchange, Navios Holdings' ownership of the outstanding voting stock of Navios Acquisition decreased to 45% and Navios Holdings no longer controls a majority of the voting power of Navios Acquisition. From that date onwards, Navios Acquisition has been considered as an affiliate entity of Navios Holdings and not as a controlled subsidiary of the Company, and the investment in Navios Acquisition has been accounted for under the equity method due to the Company's significant influence over Navios Acquisition. Navios Acquisition has been accounted for under the equity method of accounting based on Navios Holdings' economic interest in Navios Acquisition, since the preferred stock is considered to be, in substance, common stock for accounting purposes.

On November 4, 2011, of the 1,378,122 contingently returnable shares of common stock of Navios Acquisition that were issued on September 10, 2010 and deposited into escrow for the VLCC Acquisition (see also Note 3), 1,160,963 shares were released to the sellers and the remaining 217,159 shares were returned to Navios Acquisition in settlement of representations and warranties attributable to the prior sellers. As of December 31, 2012, Navios Holdings' ownership of the outstanding voting stock of Navios Acquisition was 45.24% and its economic interest in Navios Acquisition was 53.96%.

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**NOTE 24: INVESTMENTS IN AVAILABLE FOR SALE SECURITIES**

On March 18, 2010, Navios Holdings sold to Navios Partners the Navios Aurora II, on November 15, 2010 both the Navios Melodia and the Navios Fulvia and on May 19, 2011 both the Navios Luz and the Navios Orbiter. Out of the \$417,000 total purchase price of these five vessels, \$372,000 was paid in cash and the remaining amount was paid through the receipt of 2,470,505 common units of Navios Partners (see Note 7 and 19). All common units that the Company received from the sale of the vessels to Navios Partners were accounted for under guidance for available-for-sale securities until December 31, 2011.

On January 1, 2012, all of the outstanding subordinated units converted into 7,621,843 common units of Navios Partners (excluding the Series A subordinated units, which are a separate class of subordinated units). The Company concluded that the Conversion resulted in a change in the form of its investment in Navios Partners that was a reconsideration event pursuant to ASC 323-10-15-16a. As a result, the Company's entire investment in Navios Partners (a portion of which was previously accounted for as available-for-sale securities) is accounted for by the equity method from January 1, 2012. As a result, the carrying value of the available-for sale securities of \$82,572 plus the amount reflected in other comprehensive losses of \$6,158 (in each case, as of December 31, 2011) was reclassified to Investments in Affiliates (See Note 9).

As of December 31, 2012 and 2011, Navios Holdings retained in total 138,479 and 11,413 shares of Korea Line Corporation ( KLC ), respectively, as partial compensation for the claims filed under the Korean court, for all unpaid amounts by KLC in respect of the employment of the vessels. As of December 31, 2012 and 2011, the carrying amount of the AFS securities related to KLC was \$559 and \$332, respectively.

The shares received from KLC were accounted for under guidance for available-for-sale securities (the AFS Securities ). Accordingly, unrealized gains and losses on these securities are reflected directly in equity unless an unrealized loss is considered other-than-temporary, in which case it is transferred to the statements of income. The Company has no other types of available for sale securities.

As of December 31, 2012 and 2011, the carrying amounts of the AFS Securities were \$559 and \$82,904, respectively, and the unrealized holding (losses)/gains related to these AFS Securities included in Accumulated Other Comprehensive (Loss)/Income were (\$558), \$6,166 and \$32,624, respectively, as of December 31, 2012, 2011 and 2010. During 2012, 2011, and 2010, the Company did not recognize in earnings any realized losses.

**NOTE 25: OTHER INCOME AND EXPENSE**

On November 15, 2012, Navios Holdings agreed with its credit default insurer to restructure their existing insurance policy (the Charter Insurance ) with respect to counterparty defaults pursuant to certain charter agreements (the Insurance Restructuring ). In connection with the Insurance Restructuring, Navios Holdings received a one-time upfront cash payment equal to \$175,433 and agreed to maintain certain long-term charters under the Charter Insurance. Contemporaneously, the Company entered into an agreement with Navios Partners that provided Navios Partners with guarantees against counterparty default (up to \$20,000) on certain existing charters (the Navios Partners Guarantee )(see also Note 16). The one-time upfront cash payment was accounted for as follows:

\$168,013 of the proceeds, which represents the irrevocable/non-refundable portion of the total proceeds, were recorded immediately in the statements of comprehensive income within the caption Other income ; and

\$7,420 of the proceeds, which represents reimbursements for insurance claims submitted for the period prior to the date of the restructuring, were recorded immediately in the statements of comprehensive income within the caption Revenue.

Following consummation of the Insurance Restructuring, the Company also reversed to income ( Other income within the statements of comprehensive income) an amount equal to \$21,592 recorded on the Company's balance sheet as a liability ( cash received in advance ) related to

an on-going claim. In connection with the Insurance Restructuring, these amounts also became irrevocable/non-refundable.

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**NOTE 26: OTHER FINANCIAL INFORMATION**

The Company's 8.125% Senior Notes issued on January 28, 2011 are fully and unconditionally guaranteed on a joint and several basis by all of the Company's subsidiaries with the exception of Navios Maritime Finance II (US) Inc, Navios Maritime Finance (US) Inc., Navios Logistics and its subsidiaries and Navios GP L.L.C. The Company's 8/8% First Priority Ship Mortgage Notes issued on November 2, 2009 and July 10, 2012, are fully and unconditionally guaranteed on a joint and several basis by all of the Company's subsidiaries with the exception of Navios Maritime Finance (US) Inc., Navios Logistics and its subsidiaries and Navios GP L.L.C., which are designated as unrestricted subsidiaries or those not required by the indenture (see Note 11). The subsidiary guarantees are full and unconditional, as those terms are used in Regulation S-X Rule 3-10, except that the indenture provides for an individual subsidiary's guarantee to be automatically released in certain customary circumstances, such as when a subsidiary is sold or all of the assets of the subsidiary are sold, the capital stock is sold, when the subsidiary is designated as an unrestricted subsidiary for purposes of the indenture, upon liquidation or dissolution of the subsidiary or upon legal or covenant defeasance or satisfaction and discharge of the notes. All subsidiaries, except for the non-guarantor Navios Logistics and its subsidiaries, are 100% owned.

See Note 3 for a discussion of changes to Navios Holdings' voting power and economic interest in Navios Acquisition. On and after March 30, 2011, following the Navios Acquisition Share Exchange, Navios Acquisition is no longer a subsidiary of Navios Holdings. These condensed consolidated statements of Navios Holdings, the guarantor subsidiaries and the non-guarantor subsidiaries have been prepared in accordance on an equity basis as permitted by U.S. GAAP.

The Company revised the classification of certain amounts in its condensed statements of cash flows as presented in this note. Specifically, the Company revised the classification of: (i) certain cash transfers between group subsidiaries; (ii) immaterial amounts between the Navios Maritime Holdings Inc. Issuer and Non-Guarantor Subsidiaries columns related to the inclusion of a single non-guarantor subsidiary; (iii) dividends paid from affiliate company; (iv) loan proceeds/repayments to/from affiliate company; and (v) amount paid for warrant exercise of a subsidiary. The impact of these revisions compared with amounts previously reported for the year ended December 31, 2011 was: (a) an increase in cash inflows from operating activities and from financing activities by \$5,034 and \$21,823 respectively, and an increase in cash outflows from investing activities by \$26,857 for Navios Maritime Holdings Inc. Issuer; (b) an increase in cash inflows from operating activities and an increase in cash outflows from financing activities for the guarantor subsidiaries by \$68,000; and (c) a decrease in cash inflows from operating activities by \$44,125, an increase in cash outflows from investing activities by \$752 and an increase in cash inflows from financing activities by \$44,877 for the non-guarantor subsidiaries. The impact of these revisions compared with amounts previously reported for the year ended December 31, 2010 was: (a) a decrease in cash inflows from operating activities by \$39,894, an increase in cash outflows from investing activities by \$77,038 and a decrease in cash outflows from financing activities by \$116,932 for Navios Maritime Holdings Inc. Issuer; (b) a decrease in cash outflows from operating activities and a decrease in cash inflows from financing activities by \$231,039 for the guarantor subsidiaries; and (c) a decrease in cash inflows from operating activities by \$145,994, an increase in cash outflows from investing activities by \$6,151 and an increase in cash inflows from financing activities by \$152,145 for the non-guarantor subsidiaries. The Company determined the revisions as presented in this note are not material to the consolidated financial statements taken as a whole. There was no impact on the Company's consolidated statements of cash flows.

The Company also revised its condensed consolidated financial statements, as presented in this note, as of December 31, 2011 and 2010 to reclassify immaterial amounts between the Navios Maritime Holdings Inc. Issuer and Non-Guarantor Subsidiaries columns related to a single non-guarantor subsidiary.

	Navios Maritime Holdings Inc. Issuer	Guarantor Subsidiaries	Non Guarantor Subsidiaries	Eliminations	Total
Income Statement for the year ended December 31, 2012					

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Revenue	\$	\$ 364,364	\$ 252,130	\$	\$ 616,494
Time charter, voyage and logistic business expenses		(162,273)	(107,006)		(269,279)
Direct vessel expenses		(45,484)	(72,306)		(117,790)
General and administrative expenses	(12,391)	(24,003)	(14,937)		(51,331)
Depreciation and amortization	(2,818)	(77,281)	(28,107)		(108,206)
Interest income, expense and finance cost, net	(70,757)	(12,357)	(20,365)		(103,479)
Loss on derivatives		(196)			(196)
Gain on sale of assets		323			323
Other (expense)/income, net	(276)	169,138	(7,752)		161,110
<b>(Loss) / income before equity in net earnings of affiliated companies</b>		<b>(86,242)</b>	<b>212,231</b>	<b>1,657</b>	<b>127,646</b>
Income from subsidiaries	228,833	1,547		(230,380)	
Equity in net earnings of affiliated companies	32,894	13,002	2,332		48,228
<b>Income before taxes</b>	<b>175,485</b>	<b>226,780</b>	<b>3,989</b>	<b>(230,380)</b>	<b>175,874</b>
Income taxes		(277)	(35)		(312)
<b>Net income</b>	<b>175,485</b>	<b>226,503</b>	<b>3,954</b>	<b>(230,380)</b>	<b>175,562</b>
Less: Net income attributable to the noncontrolling interest			(77)		(77)
<b>Net income attributable to Navios Holdings common stockholders</b>	<b>\$ 175,485</b>	<b>\$ 226,503</b>	<b>\$ 3,877</b>	<b>\$ (230,380)</b>	<b>\$ 175,485</b>
<b>Other Comprehensive loss</b>					
Unrealized holding loss on investments in available for sale securities	\$ (566)	\$	\$	\$	\$ (566)
Reclassification to investments in affiliates	(6,158)				(6,158)
<b>Total other comprehensive loss</b>	<b>(6,724)</b>				<b>(6,724)</b>
<b>Total comprehensive income</b>	<b>168,761</b>	<b>226,503</b>	<b>3,954</b>	<b>(230,380)</b>	<b>168,838</b>
Comprehensive income attributable to noncontrolling interest			(77)		(77)
<b>Total other comprehensive income attributable to Navios Holdings common stockholders</b>	<b>\$ 168,761</b>	<b>\$ 226,503</b>	<b>\$ 3,877</b>	<b>\$ (230,380)</b>	<b>\$ 168,761</b>

**Table of Contents****NAVIOS MARITIME HOLDINGS INC.****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)**

(Expressed in thousands of U.S. dollars except share data)

	Navios		Non		Eliminations	Total
	Maritime	Guarantor	Guarantor	Subsidiaries		
Income Statement for the year ended December 31, 2011	Holdings Inc.	Subsidiaries	Subsidiaries	Subsidiaries		
	Issuer					
Revenue	\$	\$ 408,756	\$ 280,599	\$	\$	\$ 689,355
Time charter, voyage and logistic business expenses		(163,809)	(109,503)			(273,312)
Direct vessel expenses		(40,819)	(76,450)			(117,269)
General and administrative expenses	(15,473)	(22,320)	(15,059)			(52,852)
Depreciation and amortization	(2,810)	(70,221)	(34,364)			(107,395)
Interest income, expense and finance cost, net	(61,376)	(15,831)	(25,854)			(103,061)
Loss on derivatives		(165)				(165)
Gain on sale of assets		38,787	35			38,822
Loss on bond extinguishment	(21,199)					(21,199)
Loss on change in control	(35,325)					(35,325)
Other income/ (expense), net	181	(2,203)	(9,547)			(11,569)
<b>(Loss) / income before equity in net earnings of affiliated companies</b>	<b>(136,002)</b>	<b>132,175</b>	<b>9,857</b>			<b>6,030</b>
Income from subsidiaries	155,325	9,838		(165,163)		
Equity in net earnings of affiliated companies	21,488	12,451	1,307			35,246
<b>Income before taxes</b>	<b>40,811</b>	<b>154,464</b>	<b>11,164</b>	<b>(165,163)</b>		<b>41,276</b>
Income tax (expense)/benefit		(292)	348			56
<b>Net income</b>	<b>40,811</b>	<b>154,172</b>	<b>11,512</b>	<b>(165,163)</b>		<b>41,332</b>
Less: Net income attributable to the noncontrolling interest			(506)			(506)
Preferred stock dividends attributable to the noncontrolling interest			12			12
Preferred stock dividends of subsidiary			(27)			(27)
<b>Net income attributable to Navios Holdings common stockholders</b>	<b>\$ 40,811</b>	<b>\$ 154,172</b>	<b>\$ 10,991</b>	<b>\$ (165,163)</b>		<b>\$ 40,811</b>
<b>Other comprehensive loss</b>						
Unrealized holdings loss on investments in available for sale	\$ (26,458)	\$	\$	\$	\$	\$ (26,458)
<b>Total other comprehensive loss</b>	<b>(26,458)</b>					<b>(26,458)</b>
<b>Total comprehensive income</b>	<b>14,353</b>	<b>154,172</b>	<b>11,497</b>	<b>(165,163)</b>		<b>14,859</b>
Comprehensive income attributable to noncontrolling interest			(506)			(506)
<b>Total comprehensive income attributable to Navios Holdings common stockholders</b>	<b>\$ 14,353</b>	<b>\$ 154,172</b>	<b>\$ 10,991</b>	<b>\$ (165,163)</b>		<b>\$ 14,353</b>



**Table of Contents****NAVIOS MARITIME HOLDINGS INC.****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)**

(Expressed in thousands of U.S. dollars except share data)

	Navios Maritime Holdings Inc. Issuer	Guarantor Subsidiaries	Non Guarantor Subsidiaries	Eliminations	Total
<b>Income Statement for the year ended December 31, 2010</b>					
Revenue	\$	\$ 430,714	\$ 249,204	\$	\$ 679,918
Time charter, voyage and logistic business expenses		(202,526)	(83,216)		(285,742)
Direct vessel expenses		(30,065)	(67,860)		(97,925)
General and administrative expenses	(15,661)	(20,801)	(22,142)		(58,604)
Depreciation and amortization	(2,811)	(61,763)	(37,219)		(101,793)
Interest income, expense and finance cost, net	(70,040)	(9,478)	(22,862)		(102,380)
Gain/(loss) on derivatives	5,888	(1,824)			4,064
Gain on sale of assets		55,379	53		55,432
Gain on change in control	17,742				17,742
Other expense	3,891	(1,352)	(8,153)		(5,614)
<b>(Loss)/income before equity in net earnings of affiliated companies</b>	<b>(60,991)</b>	<b>158,284</b>	<b>7,805</b>		<b>105,098</b>
Income from subsidiaries	185,446	15,221		(200,667)	
Equity in net earnings of affiliated companies	21,302	18,059	1,224		40,585
<b>Income before taxes</b>	<b>145,757</b>	<b>191,564</b>	<b>9,029</b>	<b>(200,667)</b>	<b>145,683</b>
Income tax		(350)	(64)		(414)
<b>Net income</b>	<b>145,757</b>	<b>191,214</b>	<b>8,965</b>	<b>(200,667)</b>	<b>145,269</b>
Less: Net loss attributable to the noncontrolling interest			488		488
<b>Net income attributable to Navios Holdings common stockholders</b>	<b>\$ 145,757</b>	<b>\$ 191,214</b>	<b>\$ 9,453</b>	<b>\$ (200,667)</b>	<b>\$ 145,757</b>