

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16 OF THE
SECURITIES EXCHANGE ACT OF 1934**

Dated: July 20, 2012

Commission File No. 001-33311

NAVIOS MARITIME HOLDINGS INC.

85 Akti Miaouli Street, Piraeus, Greece 185 38
(Address of Principal Executive Offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F:

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Yes No

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Yes No

The information contained in this Report is incorporated by reference into the Registration Statement on Form F-3, File No. 333-165754 and the Registration Statement on Form S-8, File No. 333-147186 and in future registration statements of Navios Maritime Holdings Inc. (the "Company") if such registration statement so provides, including the Company's Form F-4 filed on the date hereof, as described below.

On July 10, 2012, the Company and Navios Maritime Finance (US) Inc., a wholly owned finance subsidiary of the Company, issued \$88.0 million aggregate principal amount of 8 7/8% First Priority Ship Mortgage Notes due 2017 (the "Notes"). The terms of the Notes are identical to the \$400 million of 8 7/8% First Priority Ship Mortgage Notes due 2017 that were issued on November 2, 2009 (the "Existing Notes"). This Form 6-K is being filed to update certain financial information for purposes of the Form F-4 registering the Notes as required by the Company's registration rights agreement entered into on July 10, 2012 with respect to the Notes.

The Form 6-K filed for the three month period ended March 31, 2012 (the "First Quarter 6-K") was originally filed with the Securities and Exchange Commission (the "SEC") on May 21, 2012. This Form 6-K includes as Exhibit 99.1, the unaudited financial statements from the First Quarter 6-K with supplemental information provided in the footnote relating to the guarantor and non-guarantor subsidiaries of the Company's 8 7/8% First Priority Ship Mortgage Notes due 2017. Note 15- Other Financial Information of the First Quarter 6-K has been modified to provide supplemental information as of March 31, 2012 that reflects the current guarantors of the Company's 8 7/8% First Priority Ship Mortgage Notes due 2017 as of July 10, 2012. Other than providing the supplemental information relating to Note 15 and subsequent events occurring after March 31, 2012 to Note 16, this Form 6-K does not amend or update the Company's financial statements and disclosure included in the First Quarter 6-K.

Exhibits

Exhibit
No.

Exhibit

99.1 Navios Maritime Holdings Inc. Consolidated Financial Statements for the three month period ended March 31, 2012.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

NAVIOS MARITIME HOLDINGS INC.

By: /s/ Angeliki Frangou

Angeliki Frangou
Chief Executive Officer

Date: July 20, 2012

NAVIOS MARITIME HOLDINGS INC.

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NAVIOS MARITIME HOLDINGS INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(Expressed in thousands of U.S. dollars — except share data)

	Note	March 31, 2012 (unaudited)	December 31, 2011
ASSETS			
Current assets			
Cash and cash equivalents	4	\$ 160,247	\$ 171,096
Restricted cash		10,133	6,399
Accounts receivable, net		97,530	101,386
Due from affiliate companies	11	49,950	49,404
Prepaid expenses and other current assets		53,113	42,689
Total current assets		370,973	370,974
Deposit for vessel acquisitions	5	35,053	63,814
Vessels, port terminal and other fixed assets, net	5	1,814,275	1,767,946
Other long term assets		71,725	67,489
Due from an affiliate company	11	14,712	—
Loan receivable from affiliate company	11	35,000	40,000
Investments in affiliates	3,14	191,259	117,088
Investments in available for sale securities	14	257	82,904
Intangible assets other than goodwill	6	237,309	243,273
Goodwill		160,336	160,336
Total non-current assets		2,559,926	2,542,850
Total assets		\$ 2,930,899	\$ 2,913,824
LIABILITIES AND EQUITY			
Current liabilities			
Accounts payable		\$ 44,699	\$ 52,113
Dividends payable		6,146	6,149
Accrued expenses		79,741	63,870
Deferred income and cash received in advance	11	21,469	28,557
Current portion of capital lease obligations		30,692	31,221
Current portion of long term debt	7	65,624	70,093
Total current liabilities		248,371	252,003
Senior and ship mortgage notes, net of discount	7	945,683	945,538
Long term debt, net of current portion	7	442,024	437,926
Unfavorable lease terms	6	43,249	44,825
Other long term liabilities and deferred income	11	60,206	38,212
Deferred tax liability		18,584	19,628
Total non-current liabilities		1,509,746	1,486,129
Total liabilities		1,758,117	1,738,132
Commitments and contingencies	10	—	—
Stockholders' equity			
Preferred stock — \$0.0001 par value, authorized 1,000,000 shares, 8,479 issued and outstanding for both March 31, 2012 and December 31, 2011.		—	—
Common stock — \$0.0001 par value, authorized 250,000,000 shares, issued and outstanding 102,438,615 and 102,409,364 as of March 31, 2012 and December 31, 2011, respectively.	9	10	10
Additional paid-in capital	9	543,890	542,582
Accumulated other comprehensive (loss)/income		(81)	6,166
Retained earnings		513,238	510,348
Total Navios Holdings' stockholders' equity		1,057,057	1,059,106
Noncontrolling interest		115,725	116,586
Total stockholders' equity		1,172,782	1,175,692
Total liabilities and stockholders' equity		\$ 2,930,899	\$ 2,913,824

See unaudited notes to condensed consolidated financial statements

NAVIOS MARITIME HOLDINGS INC.
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Expressed in thousands of U.S. dollars — except share and per share data)

	Note	Three Month Period Ended March 31, 2012 (unaudited)	Three Month Period Ended March 31, 2011 (unaudited)
Revenue	12	\$ 152,014	\$ 181,772
Time charter, voyage and logistics business expenses		(61,717)	(59,114)
Direct vessel expenses		(26,008)	(34,018)
General and administrative expenses		(12,553)	(12,774)
Depreciation and amortization	5, 6	(25,834)	(33,321)
Interest income/expense and finance cost, net		(25,240)	(29,437)
Loss on derivatives	8	(126)	(385)
Loss on change in control	3	—	(35,325)
Loss on bond extinguishment	7	—	(21,199)
Other expense, net		(1,367)	(975)
Loss before equity in net earnings of affiliated companies		(831)	(44,776)
Equity in net earnings of affiliated companies	11	8,575	7,015
Income/(loss) before taxes		\$ 7,744	\$ (37,761)
Income taxes		854	904
Net income/(loss)		8,598	(36,857)
Less: Net loss/(income) attributable to the noncontrolling interest		861	(1,273)
Preferred stock dividends of subsidiary		—	(27)
Preferred stock dividends attributable to the noncontrolling interest		—	12
Net income/(loss) attributable to Navios Holdings common stockholders		\$ 9,459	\$ (38,145)
Income/(loss) attributable to Navios Holdings common stockholders, basic	13	\$ 9,032	\$ (38,563)
Income/(loss) attributable to Navios Holdings common stockholders, diluted	13	\$ 9,459	\$ (38,145)
Basic earnings/(losses) per share attributable to Navios Holdings common stockholders		\$ 0.09	\$ (0.38)
Weighted average number of shares, basic	13	101,192,165	100,852,517
Diluted earnings/(losses) per share attributable to Navios Holdings common stockholders		\$ 0.09	\$ (0.38)
Weighted average number of shares, diluted	13	111,036,651	100,852,517
Other Comprehensive (loss)/income			
Unrealized holding (loss)/gain on investments in-available-for-sale-securities		\$ (89)	\$ 4,483
Reclassification to investments in affiliates	14	(6,158)	—
Total other comprehensive (loss)/income		\$ (6,247)	\$ 4,483
Total comprehensive income/(loss)		\$ 2,351	\$ (32,389)
Comprehensive loss/(income) attributable to noncontrolling interest		861	(1,273)
Total comprehensive income/(loss) attributable to Navios Holdings common stockholders		\$ 3,212	\$ (33,662)

See unaudited notes to condensed consolidated financial statements.

NAVIOS MARITIME HOLDINGS INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Expressed in thousands of U.S. dollars)

	<u>Note</u>	Three Month Period Ended March 31, 2012 (unaudited)	Three Month Period Ended March 31, 2011 (unaudited)
OPERATING ACTIVITIES:			
Net income/(loss)		\$ 8,598	\$ (36,857)
Adjustments to reconcile net income/(loss) to net cash provided by operating activities:			
Non-cash adjustments		31,653	78,318
Increase in operating assets		(29,224)	(11,026)
Increase in operating liabilities		22,947	28,374
Payments for drydock and special survey costs		(4,173)	(3,876)
Net cash provided by operating activities		<u>29,801</u>	<u>54,933</u>
INVESTING ACTIVITIES:			
Acquisition of vessels	5	(33,244)	(56,059)
Deposits for vessel acquisitions	5	(1,157)	(2,995)
Purchase of property, equipment and other fixed assets	5	(4,353)	(2,865)
Deconsolidation of Navios Acquisition	3	—	(72,425)
Decrease in restricted cash		—	778
Loan repayment from affiliate company		5,000	—
Net cash used in investing activities		<u>(33,754)</u>	<u>(133,566)</u>
FINANCING ACTIVITIES:			
Proceeds from long-term loans, net of deferred finance fees		36,604	35,747
Repayment of long-term debt and payment of principal	7	(37,650)	(317,245)
Proceeds from issuance of senior notes, net of debt issuance costs	7	—	340,981
Dividends paid		(6,572)	(7,659)
Issuance of common stock		93	368
Payments of obligations under capital leases		(530)	(302)
Decrease/(increase) in restricted cash		1,159	(507)
Net cash (used in)/provided by financing activities		<u>(6,896)</u>	<u>51,383</u>
Decrease in cash and cash equivalents		<u>(10,849)</u>	<u>(27,250)</u>
Cash and cash equivalents, beginning of period		<u>171,096</u>	<u>207,410</u>
Cash and cash equivalents, end of period		<u>\$ 160,247</u>	<u>\$ 180,160</u>
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION			
Cash paid for interest, net of capitalized interest		\$ 17,995	\$ 7,892
Non-cash investing and financing activities			
Reclassification of investments in available for sale securities to investments in affiliates (Note 14)		\$ 82,572	\$ —
Reclassification of accumulated other comprehensive income to investments in affiliates (Note 14)		\$ 6,158	\$ —
Dividends declared but not paid		\$ 6,146	\$ 6,100
Investments in available for sale securities		\$ 15	\$ —
Capitalized deferred financing costs into vessel cost		\$ 50	\$ 258

See unaudited notes to condensed consolidated financial statements.

NAVIOS MARITIME HOLDINGS INC.
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
(Expressed in thousands of U.S. dollars — except share data)

	Number of Preferred Shares	Preferred Stock	Number of Common Shares	Common Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income/(Loss)	Total Navios Holdings* Stockholders' Equity	Noncontrolling Interest	Total Equity
Balance										
December 31, 2010	8,479	\$ —	101,563,766	\$ 10	531,265	\$ 495,684	\$ 32,624	\$ 1,059,583	\$ 257,960	\$1,317,543
Net (loss)/income	—	—	—	—	—	(38,145)	—	(38,145)	1,273	(36,872)
Total other										
comprehensive income							4,483	4,483	—	4,483
Stock based										
compensation										
expenses (Note 9)	—	—	107,577	—	1,378	—	—	1,378	—	1,378
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)
Dividends										
declared/paid	—	—	—	—	—	(6,518)	—	(6,518)	—	(6,518)
Balance March 31,										
2011 (unaudited)	8,479	\$ —	101,671,343	\$ 10	\$532,643	\$451,021	\$ 37,107	\$ 1,020,781	\$ 132,916	\$ 1,153,697
Balance										
December 31, 2011	8,479	\$ —	102,409,364	\$ 10	\$542,582	\$ 510,348	\$ 6,166	\$ 1,059,106	\$ 116,586	\$ 1,175,692
Net income/ (loss)	—	—	—	—	—	9,459	—	9,459	(861)	8,598
Total other										
comprehensive loss							(6,247)	(6,247)		(6,247)
Stock based										
compensation										
expenses (Note 9)	—	—	29,251	—	1,308	—	—	1,308	—	1,308
Dividends										
declared/paid	—	—	—	—	—	(6,569)	—	(6,569)	—	(6,569)
Balance March 31,										
2012 (unaudited)	8,479	—	102,438,615	\$ 10	\$ 543,890	\$513,238	\$ (81)	\$ 1,057,057	\$ 115,725	\$1,172,782

See unaudited notes to condensed consolidated financial statements.

NAVIOS MARITIME HOLDINGS INC.
UNAUDITED CONDENSED 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”) 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) is an affiliate (former subsidiary) of the Company which is an owner and operator of tanker vessels focusing in the transportation of petroleum products (clean and dirty) and bulk liquid chemicals.

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) (the “Initial Acquisition”) for an aggregate purchase price of \$457,659, of which \$128,659 was to be paid with existing cash and the \$329,000 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 and (b) certain amendments to Navios Acquisition’s amended and restated articles of incorporation.

Navios Holdings purchased 6,337,551 shares of Navios Acquisition’s common stock for \$63,230 in open market purchases. Moreover, 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. 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 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 common stock 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 \$30,474. 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. As of March 31, 2012, following the return of 217,159 shares to Navios Acquisition and the subsequent cancellation of such shares on November 4, 2011, 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 recent changes to Navios Holdings’ voting power and economic interest in Navios Acquisition.

NAVIOS MARITIME HOLDINGS INC.
UNAUDITED CONDENSED NOTES
TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in thousands of U.S. dollars — except share data)

As a result, from March 30, 2011, Navios Acquisition has been considered as an affiliate entity 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 Navios Holdings' significant influence over Navios Acquisition.

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

- (a) **Basis of presentation:** The accompanying interim condensed consolidated financial statements are unaudited, but, in the opinion of management, reflect all adjustments for a fair statement of Navios Holdings' consolidated financial positions, statement of stockholders' equity, statements of comprehensive income and cash flows for the periods presented. Adjustments consist of normal, recurring entries. The results of operations for the interim periods are not necessarily indicative of results for the full year. The footnotes are condensed as permitted by the requirements for interim financial statements and accordingly, do not include information and disclosures required under United States generally accepted accounting principles ("U.S.GAAP") for complete financial statements. The December 31, 2011 balance sheet data was derived from audited financial statements, but does not include all disclosures required by U.S. GAAP. These interim financial statements should be read in conjunction with the Company's consolidated financial statements and notes included in Navios Holdings' 2011 annual report filed on Form 20-F with the Securities and Exchange Commission ("SEC").
- (b) **Principles of consolidation:** The accompanying interim condensed consolidated financial statements include the accounts of Navios Holdings, a Marshall Islands corporation, and its majority owned subsidiaries. All significant intercompany balances and transactions have been eliminated in the consolidated statements.

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. 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 March 31, 2012 was 27.1%, which includes a 2% general partner interest) (ii) Navios Acquisition and its subsidiaries (ownership interest as of March 31, 2012 was 53.96%) and (iii) Acropolis Chartering and Shipping Inc. (ownership interest as of March 31, 2012 was 50%).

NAVIOS MARITIME HOLDINGS INC.
UNAUDITED CONDENSED NOTES
TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in thousands of U.S. dollars — except share data)

Entities included in the consolidation:

Company Name	Nature	Effective Ownership Interest	Country of Incorporation	Statement of operations	
				2012	2011
Navios Maritime Holdings Inc.	Holding Company	100%	Marshall Is.	1/1 — 3/31	1/1 — 3/31
Navios Corporation	Sub-Holding Company	100%	Marshall Is.	1/1 — 3/31	1/1 — 3/31
Navios International Inc.	Operating Company	100%	Marshall Is.	1/1 — 3/31	1/1 — 3/31
Navimax Corporation	Operating Company	100%	Marshall Is.	1/1 — 3/31	1/1 — 3/31
Navios Handybulk Inc.	Operating Company	100%	Marshall Is.	1/1 — 3/31	1/1 — 3/31
Hestia Shipping Ltd.	Operating Company	100%	Malta	1/1 — 3/31	1/1 — 3/31
Anemos Maritime Holdings Inc.	Sub-Holding Company	100%	Marshall Is.	1/1 — 3/31	1/1 — 3/31
Navios ShipManagement Inc.	Management Company	100%	Marshall Is.	1/1 — 3/31	1/1 — 3/31
NAV Holdings Limited	Sub-Holding Company	100%	Malta	1/1 — 3/31	1/1 — 3/31
Kleimar N.V.	Operating Company/Vessel Owning Company	100%	Belgium	1/1 — 3/31	1/1 — 3/31
Kleimar Ltd.	Operating Company	100%	Marshall Is.	1/1 — 3/31	1/1 — 3/31
Bulkinvest S.A.	Operating Company	100%	Luxembourg	1/1 — 3/31	1/1 — 3/31
Primavera Shipping Corporation	Operating Company	100%	Marshall Is.	1/1 — 3/31	1/1 — 3/31
Ginger Services Co.	Operating Company	100%	Marshall Is.	1/1 — 3/31	1/1 — 3/31
Aquis Marine Corp.	Sub-Holding Company	100%	Marshall Is.	1/1 — 3/31	1/1 — 3/31
Navios Tankers Management Inc.	Management Company	100%	Marshall Is.	1/1 — 3/31	1/1 — 3/31
Astra Maritime Corporation	Operating Company	100%	Marshall Is.	1/1 — 3/31	1/1 — 3/31
Achilles Shipping Corporation	Operating Company	100%	Marshall Is.	1/1 — 3/31	1/1 — 3/31
Apollon Shipping Corporation	Operating Company	100%	Marshall Is.	1/1 — 3/31	1/1 — 3/31
Herakles Shipping Corporation	Operating Company	100%	Marshall Is.	1/1 — 3/31	1/1 — 3/31
Hios Shipping Corporation	Operating Company	100%	Marshall Is.	1/1 — 3/31	1/1 — 3/31
Ionian Shipping Corporation	Operating Company	100%	Marshall Is.	1/1 — 3/31	1/1 — 3/31
Kypros Shipping Corporation	Operating Company	100%	Marshall Is.	1/1 — 3/31	1/1 — 3/31
Meridian Shipping Enterprises Inc.	Vessel Owning Company	100%	Marshall Is.	1/1 — 3/31	1/1 — 3/31
Mercator Shipping Corporation	Vessel Owning Company	100%	Marshall Is.	1/1 — 3/31	1/1 — 3/31
Arc Shipping Corporation	Vessel Owning Company	100%	Marshall Is.	1/1 — 3/31	1/1 — 3/31
Horizon Shipping Enterprises Corporation	Vessel Owning Company	100%	Marshall Is.	1/1 — 3/31	1/1 — 3/31
Magellan Shipping Corporation	Vessel Owning Company	100%	Marshall Is.	1/1 — 3/31	1/1 — 3/31
Aegean Shipping Corporation	Operating Company	100%	Marshall Is.	1/1 — 3/31	1/1 — 3/31
Star Maritime Enterprises Corporation	Vessel Owning Company	100%	Marshall Is.	1/1 — 3/31	1/1 — 3/31
Corsair Shipping Ltd.	Vessel Owning Company	100%	Marshall Is.	1/1 — 3/31	1/1 — 3/31
Rowboat Marine Inc.	Vessel Owning Company	100%	Marshall Is.	1/1 — 3/31	1/1 — 3/31
Beaufiks Shipping Corporation	Vessel Owning Company	100%	Marshall Is.	1/1 — 3/31	1/1 — 3/31
Nostos Shipmanagement Corp.	Vessel Owning Company	100%	Marshall Is.	1/1 — 3/31	1/1 — 3/31
Portorosa Marine Corporation	Vessel Owning Company	100%	Marshall Is.	1/1 — 3/31	1/1 — 3/31
Shikhar Ventures S.A.	Vessel Owning Company	100%	Liberia	1/1 — 3/31	1/1 — 3/31
Sizzling Ventures Inc.	Operating Company	100%	Liberia	1/1 — 3/31	1/1 — 3/31
Rheia Associates Co.	Operating Company	100%	Marshall Is.	1/1 — 3/31	1/1 — 3/31
Taharqa Spirit Corp.	Operating Company	100%	Marshall Is.	1/1 — 3/31	1/1 — 3/31
Rumer Holding Ltd.	Vessel Owning Company	100%	Marshall Is.	1/1 — 3/31	1/1 — 3/31
Pharos Navigation S.A.	Vessel Owning Company	100%	Marshall Is.	1/1 — 3/31	1/1 — 3/31
Pueblo Holdings Ltd.	Vessel Owning Company	100%	Marshall Is.	1/1 — 3/31	1/1 — 3/31
Quena Shipmanagement Inc.	Operating Company	100%	Marshall Is.	1/1 — 3/31	1/1 — 3/31
Orbiter Shipping Corp.	Vessel Owning Company	100%	Marshall Is.	1/1 — 3/31	1/1 — 3/31
Aramis Navigation	Vessel Owning Company	100%	Marshall Is.	—	1/1 — 3/31
White Narcissus Marine S.A.	Vessel Owning Company	100%	Panama	1/1 — 3/31	1/1 — 3/31
Navios G.P. L.L.C.	Operating Company	100%	Marshall Is.	1/1 — 3/31	1/1 — 3/31
Floral Marine Ltd.	Vessel Owning Company	100%	Marshall Is.	1/1 — 3/31	1/1 — 3/31
Red Rose Shipping Corp.	Vessel Owning Company	100%	Marshall Is.	1/1 — 3/31	1/1 — 3/31
Highbird Management Inc.	Vessel Owning Company	100%	Marshall Is.	1/1 — 3/31	1/1 — 3/31
Ducale Marine Inc.	Vessel Owning Company	100%	Marshall Is.	1/1 — 3/31	1/1 — 3/31
Kohylia Shipmanagement S.A.	Vessel Owning Company	100%	Marshall Is.	—	1/1 — 3/31
Vector Shipping Corporation	Vessel Owning Company	100%	Marshall Is.	1/1 — 3/31	1/1 — 3/31
Faith Marine Ltd.	Vessel Owning Company	100%	Liberia	1/1 — 3/31	1/1 — 3/31
Navios Maritime Finance (US) Inc.	Operating Company	100%	Delaware	1/1 — 3/31	1/1 — 3/31
Navios Maritime Finance II (US) Inc.	Operating Company	100%	Delaware	1/1 — 3/31	1/12 — 3/31
Solange Shipping Ltd. ⁽¹⁾	Vessel Owning Company	100%	Marshall Is.	1/1 — 3/31	—
Mandora Shipping Ltd	Vessel Owning Company	100%	Marshall Is.	1/1 — 3/31	—

Tulsi Shipmanagement Co.	Vessel Owning Company	100%	Marshall Is.	1/1 — 3/31	—
Cinthara Shipping Ltd.	Vessel Owning Company	100%	Marshall Is.	1/1 — 3/31	—
Rawlin Services Co. ⁽²⁾	Vessel Owning Company	100%	Marshall Is.	1/1 — 3/31	—
Mauve International S.A. ⁽²⁾	Vessel Owning Company	100%	Marshall Is.	1/1 — 3/31	—
Serenity Shipping Enterprises Inc.,	Vessel Owning Company	100%	Marshall Is.	3/14 — 3/31	—

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

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Company Name	Nature/ Vessel Name	Effective Ownership Interest	Country of Incorporation	Statement of operations	
				2012	2011
Navios South American Logistics and Subsidiaries:					
Navios South American Logistics Inc.	Sub-Holding Company	63.8%	Marshall Is.	1/1 — 3/31	1/1 — 3/31
Corporacion Navios S.A.	Operating Company	63.8%	Uruguay	1/1 — 3/31	1/1 — 3/31
Nauticler S.A.	Sub-Holding Company	63.8%	Uruguay	1/1 — 3/31	1/1 — 3/31
Compania Naviera Horamar S.A.	Vessel Operating Management Company	63.8%	Argentina	1/1 — 3/31	1/1 — 3/31
Compania de Transporte Fluvial International S.A.	Sub-Holding Company	63.8%	Uruguay	1/1 — 3/31	1/1 — 3/31
Ponte Rio S.A.	Operating Company	63.8%	Uruguay	1/1 — 3/31	1/1 — 3/31
Thalassa Energy S.A. ⁽⁴⁾	Barge Owning Company	39.9%	Argentina	—	1/1 — 3/31
		63.8%		1/1 — 3/31	—
HS Tankers Inc. ⁽⁴⁾	Tanker Owning Company	32.5%	Panama	—	1/1 — 3/31
		63.8%		1/1 — 3/31	—
HS Navigation Inc. ⁽⁴⁾	Tanker Owning Company	32.5%	Panama	—	1/1 — 3/31
		63.8%		1/1 — 3/31	—
HS Shipping Ltd Inc. ⁽⁴⁾	Tanker Owning Company	39.9%	Panama	—	1/1 — 3/31
		63.8%		1/1 — 3/31	—
HS South Inc. ⁽⁴⁾	Tanker Owning Company	39.9%	Panama	—	1/1 — 3/31
		63.8%		1/1 — 3/31	—
Petrovia Internacional S.A.	Land-Owning Company	63.8%	Uruguay	1/1 — 3/31	1/1 — 3/31
Mercopar S.A.	Operating/Barge Owning Company	63.8%	Paraguay	1/1 — 3/31	1/1 — 3/31
Navegacion Guarani S.A.	Operating Barge and Pushboat Owning Company	63.8%	Paraguay	1/1 — 3/31	1/1 — 3/31
Hidrovia OSR S.A.	Oil Spill Response & Salvage Services/Tanker Owning Company	63.8%	Paraguay	1/1 — 3/31	1/1 — 3/31
Mercofluvial S.A.	Operating Barge and Pushboat Owning Company	63.8%	Paraguay	1/1 — 3/31	1/1 — 3/31
Petrolera San Antonio S.A.	Port Facility Operating Company	63.8%	Paraguay	1/1 — 3/31	1/1 — 3/31
Stability Oceanways S.A.	Operating Barge and Pushboat Owning Company	63.8%	Panama	1/1 — 3/31	1/1 — 3/31
Hidronave South American Logistics S.A.	Pushboat Owning Company	32.5%	Brazil	1/1 — 3/31	1/1 — 3/31
Navarra Shipping Corporation	Tanker-Owning Company	63.8%	Marshall Is.	1/1 — 3/31	1/1 — 3/31
Pelayo Shipping Corporation	Tanker-Owning Company	63.8%	Marshall Is.	1/1 — 3/31	1/1 — 3/31
Varena Maritime Services S.A.	Barge and Pushboat Owning Operating Company	63.8%	Panama	1/1 — 3/31	—
Navios Logistics Finance (US) Inc.	Operating Company	100%	Delaware	1/1 — 3/31	1/16 — 3/31

- (1) Vessel owning company of the vessel Navios Avior which was delivered on May 14, 2012 (see Notes 5 and 16).
- (2) Each company has the option over a shipbuilding contract of a bulk carrier vessel.
- (3) 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).
- (4) 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 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.

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- (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) **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 3 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.

NOTE 3: DECONSOLIDATION

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 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 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.

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As of March 31, 2012, following the return of 217,159 shares to Navios Acquisition on November 4, 2011, and the subsequent cancellation of such shares, Navios Holdings' ownership of the outstanding voting stock of Navios Acquisition was 45.24% and its economic interest in Navios Acquisition was 53.96%.

NOTE 4: CASH AND CASH EQUIVALENTS

Cash and cash equivalents consist of the following:

	March 31, 2012	December 31, 2011
Cash on hand and at banks	\$ 72,356	\$ 92,395
Short-term deposits and highly liquid funds	87,891	78,701
Total cash and cash equivalents	\$ 160,247	\$ 171,096

Short-term deposits and highly liquid funds relate to amounts held in banks for general financing purposes. As of March 31, 2012, Navios Holdings held time deposits of \$87,285 and money market funds of \$606 with durations of less than three months. As of December 31, 2011, Navios Holdings held time deposits of \$77,233 and money market funds of \$1,468 with durations 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: VESSELS, PORT TERMINAL AND OTHER FIXED ASSETS

<u>Vessels</u>	<u>Cost</u>	<u>Accumulated Depreciation</u>	<u>Net Book Value</u>
Balance December 31, 2011	\$1,600,803	\$ (185,578)	\$ 1,415,225
Additions	63,211	(15,628)	47,583
Balance March 31, 2012	\$1,664,014	\$ (201,206)	\$ 1,462,808
 <u>Port terminals</u>	 <u>Cost</u>	 <u>Accumulated Depreciation</u>	 <u>Net Book Value</u>
Balance December 31, 2011	\$ 74,336	\$ (11,466)	\$ 62,870
Additions	3,061	(646)	2,415
Balance March 31, 2012	\$ 77,397	\$ (12,112)	\$ 65,285
 <u>Tanker vessels, barges and pushboats (Navios Logistics)</u>	 <u>Cost</u>	 <u>Accumulated Depreciation</u>	 <u>Net Book Value</u>
Balance December 31, 2011	\$ 340,990	\$ (58,015)	\$ 282,975
Additions	497	(4,970)	(4,473)
Balance March 31, 2012	\$ 341,487	\$ (62,985)	\$ 278,502
 <u>Other fixed assets</u>	 <u>Cost</u>	 <u>Accumulated Depreciation</u>	 <u>Net Book Value</u>
Balance December 31, 2011	\$ 10,098	\$ (3,222)	\$ 6,876
Additions	1,005	(201)	804
Balance March 31, 2012	\$ 11,103	\$ (3,423)	\$ 7,680
 <u>Total</u>	 <u>Cost</u>	 <u>Accumulated Depreciation</u>	 <u>Net Book Value</u>
Balance December 31, 2011	\$ 2,026,227	\$ (258,281)	\$ 1,767,946
Additions	67,774	(21,445)	46,329
Balance March 31, 2012	\$ 2,094,001	\$ (279,726)	\$ 1,814,275

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Vessel Acquisitions

On March 26, 2012, Navios Holdings took delivery of the Navios Serenity, a 34,690 dwt 2011-built 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 (see Note 7) and the remaining amount was paid in cash.

On March 30, 2012, Navios Holdings took delivery of the Navios Centaurus, a new, 81,472 dwt 2012-built bulk carrier vessel from a South Korean shipyard for an acquisition price of \$37,095, of which \$15,645 was paid in cash and \$21,450 was financed through a loan (see Note 7).

Deposits for Vessel Acquisitions

On May 30, 2011, Navios Holdings agreed to acquire a 81,355 dwt bulk carrier vessel, the Navios Avior, which was delivered on May 14, 2012 by a South Korean shipyard (see also Note 16). The purchase price for the new vessel is approximately \$35,500, which was partially funded with a loan under a credit facility provided by Emporiki Bank of Greece (see Note 7). As of March 31, 2012, \$35,053 was included in "Deposits for vessel acquisitions".

Navios Logistics

In June 2010, Navios Logistics entered into long-term bareboat agreements for two new product tankers, the Stavroula and the San San H, each with a capacity of 16,871 dwt. The San San H and the Stavroula were delivered in June and July 2010, respectively. 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. The purchase price of the vessels (including direct costs) amounted to approximately \$19,643 and \$17,904, respectively. As of March 31, 2012, the obligations for these vessels were accounted for as capital leases and the lease payments during the three month period ended March 31, 2012 for both vessels were \$530. On May 9, 2012, Navios Logistics agreed to extend its bareboat charter for each of the vessels M/T San San H and M/T Stavroula for a period of four years until June 2016 (see Note 16).

During the third quarter of 2011, Navios Logistics commenced the construction of a new silo at its dry port facility in Nueva Palmira, Uruguay. As of March 31, 2012, Navios Logistics has paid an aggregate of \$8,998 for the construction of the new silo. The silo has been operational since April 2012.

Navios Logistics is currently constructing two additional storage tanks with a combined capacity of 7,100 cubic meters. As of March 31, 2012, Navios Logistics has paid \$705. These tanks are expected to be completed in the second quarter of 2012 and are expected to increase the storage capacity of the liquid port to 45,660 cubic meters.

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NOTE 6: INTANGIBLE ASSETS OTHER THAN GOODWILL

Intangible assets as of March 31, 2012 consisted of the following:

Navios Holdings

	<u>Acquisition Cost</u>	<u>Accumulated Amortization</u>	<u>Disposal/Transfer to Vessel Cost</u>	<u>Net Book Value March 31, 2012</u>
Trade name	\$ 100,420	\$ (22,986)	\$ —	\$ 77,434
Port terminal operating rights	34,060	(5,764)	—	28,296
Customer relationships	35,490	(7,542)	—	27,948
Favorable lease terms(**)	234,514	(130,883)	—	103,631
Total Intangible assets	404,484	(167,175)	—	237,309
Unfavorable lease terms (***)	(127,513)	84,264	—	(43,249)
Total	\$ 276,971	\$ (82,911)	\$ —	\$ 194,060

Intangible assets as of December 31, 2011 consisted of the following:

Navios Holdings

	<u>Acquisition Cost</u>	<u>Accumulated Amortization</u>	<u>Disposal/Transfer to Vessel Cost</u>	<u>Net Book Value December 31, 2011</u>
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
Total Intangible assets	407,614	(162,828)	(1,513)	243,273
Unfavorable lease terms (***)	(127,513)	82,688	—	(44,825)
Total	\$ 280,101	\$ (80,140)	\$ (1,513)	\$ 198,448

(*) On February 21, 2011, the Navios Astra, a 53,468 dwt Ultra-Handymax vessel, and a former long-term chartered-in vessel in operation, was delivered to Navios Holdings' owned fleet. The unamortized amount of favorable lease of \$1,513 was included as an adjustment to the carrying value of the vessel.

(**) As of March 31, 2012, the intangible asset associated with the favorable lease terms included an amount of \$30,991 related to purchase options for the vessels. This amount was not amortized and, should the purchase option in respect of a vessel be exercised, any unamortized portion of this asset will be capitalized as part of the cost of the vessel and will be depreciated over the remaining useful life of the vessel (Note 5) and, if not exercised, the intangible will be written off. As of March 31, 2012 and December 31, 2011, \$0 and \$90, respectively, had been transferred to the acquisition cost of vessels.

(***) As of March 31, 2012, the intangible liability associated with the unfavorable lease terms included an amount of \$15,890 related to purchase options held by third parties. This amount was not amortized and, if exercised by the third party, the liability will be included in the calculation of the gain or loss of the related vessel and, if not exercised, the intangible will be written off. As of March 31, 2012, no purchase options held by third parties had been exercised.

Amortization expense, net for the three month periods ended March 31, 2012 and 2011 amounted to \$4,389 and \$5,127, respectively.

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The remaining aggregate amortization of acquired intangibles will be as follows:

<u>Description</u>	<u>Year One</u>	<u>Year Two</u>	<u>Year Three</u>	<u>Year Four</u>	<u>Year Five</u>	<u>Thereafter</u>	<u>Total</u>
Navios Holdings							
Trade name	\$ 3,853	\$ 3,853	\$ 3,853	\$ 3,860	\$ 3,853	\$58,162	\$ 77,434
Favorable lease terms	16,778	13,426	12,230	11,325	11,135	7,746	72,640
Unfavorable lease terms	(6,022)	(4,933)	(4,681)	(3,097)	(2,044)	(6,582)	(27,359)
Port terminal operating rights	925	925	925	925	925	23,671	28,296
Customer relationships	1,775	1,775	1,775	1,775	1,775	19,073	27,948
Total	\$ 17,309	\$ 15,046	\$ 14,102	\$ 14,788	\$ 15,644	\$102,070	\$ 178,959

NOTE 7: BORROWINGS

Borrowings, as of March 31, 2012, consisted of the following:

<u>Navios Holdings loans</u>		<u>March 31,</u> <u>2012</u>
Loan Facility HSH Nordbank and Commerzbank A.G.		\$ 43,244
Revolver Facility HSH Nordbank and Commerzbank A.G.		6,965
Commerzbank A.G.		90,909
Dekabank Deutsche Girozentrale		66,500
Loan Facility Emporiki Bank (\$130,000)		35,308
Loan Facility Emporiki Bank (\$75,000)		34,750
Loan Facility Emporiki Bank (\$40,000)		37,000
Loan Facility Emporiki Bank (\$23,000)		20,884
Loan Facility Emporiki Bank (\$23,000)		21,450
Loan DNB NOR Bank (\$40,000)		34,853
Loan DNB NOR Bank (\$66,500)		51,700
Loan Facility DVB SE (\$42,000)		26,000
Loan facility Cyprus Popular Bank (formerly known as Marfin Egnatia Bank)		17,437
Unsecured bonds		20,000
Senior notes due 2019		350,000
Ship mortgage notes		400,000
Total Navios Holdings loans		\$1,257,000
<u>Navios Logistics loans</u>		<u>March 31,</u> <u>2012</u>
Senior Notes		\$ 200,000
Other long-term loans		649
Total Navios Logistics loans		\$200,649
<u>Total Navios Holdings loans (including Navios Logistics loans)</u>		<u>March 31,</u> <u>2012</u>
Total borrowings		\$1,457,649
Less: unamortized discount		(4,318)
Less: current portion		(65,624)
Total long-term borrowings		\$ 1,387,707

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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 write off of \$21,199 from deferred financing fees, which is recorded in the statement of comprehensive income under “Loss on bond extinguishment”.

Senior Notes: On January 28, 2011, the Company and its wholly owned subsidiary, Navios Maritime Finance II (US) Inc. (“NMF” and, 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 NMF, Navios Maritime Finance (US) Inc., Navios Maritime Acquisition Corporation and its subsidiaries, 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. Pursuant to a registration rights agreement, the 2019 Co-Issuers and the guarantors filed a registration statement on June 21, 2011 that was declared effective on August 23, 2011.

The exchange offer of the privately placed notes with publicly registered notes with identical terms was completed on September 30, 2011. 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 March 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%. The ship mortgage notes are senior obligations of the Mortgage Notes Co-Issuers and are secured by first priority ship mortgages on 15 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. 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. At any time before November 1, 2012, the Mortgage Notes Co-Issuers may redeem up to 35% of the aggregate principal amount of the ship mortgage notes with the net proceeds of a public equity offering at 108.875% of the principal amount of the ship mortgage notes, plus accrued and unpaid interest, if any, so long as at least 65% of the originally issued aggregate principal amount of the ship mortgage notes remains outstanding after such redemption. 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.

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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 March 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 March 31, 2012, the Company was 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.

On May 19, 2011, in connection with the sale of the Navios Orbiter to Navios Partners, Navios Holdings repaid \$20,217 of the outstanding loan associated with this vessel.

As of March 31, 2012, the outstanding revolving credit facility is repayable in four quarterly installments of \$846 and seven quarterly installments of \$224 with a final balloon payment of \$2,013 on the last payment date and the outstanding term loan facility is repayable in four quarterly installments of \$529 and six quarterly installments of \$1,129 with a final balloon payment of \$34,354 on the last payment date.

As of March 31, 2012, the outstanding amount under the revolving credit facility was \$6,965 and the outstanding amount under the loan facility was \$43,244.

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 \$2,500 in May 2012, one installment of \$1,420 in July 2013, followed by three semi-annual installments of \$2,140 and nine semi-annual installments of \$1,427 with a final balloon payment of \$12,125 on the last payment date. The loan facility requires compliance with certain financial covenants and the covenants contained in the 2019 Notes. As of March 31, 2012, the outstanding amount under this facility was \$35,308.

In August 2009, Navios Holdings entered into an additional facility agreement with Emporiki Bank of Greece for an amount of up to \$75,000 (divided into two tranches of \$37,500) 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 March 31, 2012 is repayable in 18 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. On May 19, 2011, in connection with the sale of the Navios Luz to Navios Partners, Navios Holdings repaid \$37,500 of the outstanding loan associated with this vessel. As of March 31, 2012, the outstanding amount under this facility was \$34,750.

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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, the Navios Azimuth, which was delivered on February 14, 2011 to Navios Holdings. The loan is repayable in 20 semi-annual equal installments of \$1,500, with a final balloon payment of \$10,000 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 March 31, 2012, the full amount was drawn and the outstanding amount under this facility was \$37,000.

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 a newbuilding bulk carrier, the Navios Avior, which was delivered on May 14, 2012 (see Note 5 and 16). The facility is repayable in 20 semi-annual equal installments of \$750 after the drawdown date, with a final balloon payment of \$8,000 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 March 31, 2012, an amount of \$20,884 was drawn and outstanding under this facility.

In December 2011, Navios Holdings entered into another facility agreement with Emporiki Bank of Greece for an amount up to \$23,000 in order to partially finance the construction of one newbuilding bulk carrier, the Navios Centaurus, which was delivered on March 30, 2012 (see Note 5). The facility is repayable in 20 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 March 31, 2012, the outstanding amount under this facility was \$21,450.

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 following the cancellation of construction of one Capesize bulk carrier. The interest rate of the amended facility is based on a margin of 225 basis points. As of March 31, 2012, the outstanding loan facility is repayable in eight semi-annual installments of \$2,900, with a final payment of \$28,500 on the last payment date. The loan facility requires compliance with certain financial covenants and the covenants contained in the 2019 Notes. As of March 31, 2012, the outstanding amount under this facility was \$51,700.

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 Navios Altamira, which was delivered on January 28, 2011 to Navios Holdings, and amended the loan. The loan bears interest at a rate of LIBOR plus 275 basis points. As of March 31, 2012, the outstanding loan is repayable in 20 equal quarterly installments of \$601, with a final balloon payment of \$22,833 on the last payment date. The loan facility requires compliance with certain financial covenants and the covenants contained in the 2019 Notes. As of March 31, 2012, the outstanding amount under this facility was \$34,853.

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 loan is repayable in 20 semi-annual installments and bears an interest rate based on a margin of 190 basis points. The loan facility requires compliance with certain financial covenants and the covenants contained in the 2019 Notes. As of March 31, 2012, \$66,500 was outstanding under this facility.

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. The loan is repayable beginning three months following the drawdown in seven equal quarterly installments of \$471, with a final balloon payment of \$15,553 on the last payment date. This loan bears interest at a rate of LIBOR plus 275 basis points. The loan facility requires compliance with certain covenants. As of March 31, 2012, the outstanding amount under this facility was \$17,437 and an amount of \$12,563 was still undrawn. The outstanding amount was repaid in full on April 20, 2012.

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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, the Navios Melodia and the Navios Buena Ventura, on September 20, 2010 and October 29, 2010, respectively, 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 March 31, 2012, the third tranche of the facility is repayable in four quarterly installments of \$257 and 25 quarterly installments of \$882, with a final balloon payment of \$21,216 on the last payment date; and the fourth tranche of the facility is repayable in four quarterly installments of \$210 and 31 quarterly installments of \$835, with a final balloon payment of \$19,890 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 March 31, 2012, the outstanding amount was \$90,909.

DVB 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, the Navios Serenity (see Note 5); 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 March 31, 2012, Navios Holdings had drawn \$26,000 under for the acquisition of the Navios Serenity. The first tranche is repayable in 32 quarterly installments of \$362, with a final balloon payment of \$14,400 on the last repayment date. The loan facility requires compliance with certain financial covenants and the covenants contained in the 2019 Notes. See also Note 16.

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 accrues on the principal amount of the unsecured bond at the rate of 6% per annum. All accrued interest (which will not be compounded) will be first due and payable in July 2012, which is the maturity date. The unsecured bond may be prepaid by Navios Holdings at any time without prepayment penalty.

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

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.

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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 net proceeds from the Logistics Senior Notes were approximately \$193,207 after deducting fees and estimated expenses relating to the offering. The net proceeds from the Logistics Senior Notes have been used to (i) repay existing indebtedness, including any indebtedness of Navios Logistics' subsidiaries excluding the non-wholly owned subsidiary Hidronave South American Logistics S.A. ("non-wholly owned subsidiaries"), (ii) purchase barges and pushboats and (iii) to the extent there are remaining proceeds after the uses in (i) and (ii), for general corporate purposes.

Pursuant to a registration rights agreement, the Logistics Co-Issuers and the subsidiary guarantors filed a registration statement on November 11, 2011 that was declared effective on February 17, 2012. The exchange offer of the privately placed notes with publicly registered notes with identical terms expired on March 23, 2012 and was completed on March 27, 2012, with an aggregate of \$191,622 in principal amount, or 95.81%, of the privately placed notes tendered for exchange. 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 31, 2008, Nauticler S.A. ("Nauticler") (a subsidiary of Navios Logistics) entered into a \$70,000 loan facility for the purpose of providing Nauticler with investment capital to be used in connection with one or more investment projects. On March 29, 2011, Cyprus Popular Bank Public Co. Ltd. committed to amend its current loan agreement with Nauticler to provide for a \$40,000 revolving credit facility. On April 12, 2011, following the completion of the sale of \$200,000 of Logistics Senior Notes, Navios Logistics fully repaid the \$70,000 loan facility with Cyprus Popular Bank Public Co. Ltd. using a portion of the proceeds from the Logistics Senior Notes. On March 20, 2012, Cyprus Popular Bank Public Co. Ltd. and Nauticler S.A., a subsidiary of Navios Holdings, 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 March 31, 2012, the revolving credit facility was undrawn.

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 March 31, 2012, the outstanding loan balance was \$649. 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.

As of March 31, 2012, the Company and its subsidiaries were in compliance with all of the covenants under each of its credit facilities.

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 March 31, 2012, based on the repayment schedules of the respective loan facilities (as described above) and the outstanding amount due under the debt securities. The amounts shown in the maturity table below include principal payments of the drawn portion of credit facilities associated with the financing of the construction of one Panamax vessel which will be delivered during the second quarter of 2012.

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<u>Payment due by period</u>	
March 31, 2013	\$ 65,624
March 31, 2014	66,400
March 31, 2015	80,072
March 31, 2016	61,095
March 31, 2017	49,634
March 31, 2018 and thereafter	<u>1,134,824</u>
Total	<u>\$ 1,457,649</u>

NOTE 8: DERIVATIVES AND FAIR VALUE OF FINANCIAL INSTRUMENTS

Interest Rate Risk

The Company from time to time enters into interest rate swap contracts as economic hedges to its exposure to variability in its floating rate long-term debt. Under the terms of the interest rate swaps, the Company and the bank agreed to exchange at specified intervals, the difference between paying fixed rate and floating rate interest amounts calculated by reference to the agreed principal amounts and maturities. Interest rate swaps allow the Company to convert long-term borrowings issued at floating rates into equivalent fixed rates. Even though the interest rate swaps were entered into for economic hedging purposes, the derivatives described below do not qualify for accounting purposes as cash flow hedges, under the relative accounting guidance, as the Company does not have currently written contemporaneous documentation, identifying the risk being hedged, and both on a prospective and retrospective basis, performed an effective test supporting that the hedging relationship is highly effective. Consequently, the Company recognizes the change in fair value of these derivatives in the statements of comprehensive income.

Forward Freight Agreements (FFAs)

The Company actively trades in the FFAs market with both an objective to utilize them as economic hedging instruments that are highly effective in reducing the risk on specific vessel(s), freight commitments, or the overall fleet or operations, and to take advantage of short-term fluctuations in the market prices. FFAs trading generally has not qualified as hedges for accounting purposes, except as discussed below, and as such, the trading of FFAs could lead to material fluctuations in the Company's reported results from operations on a period to period basis.

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 March 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 in the balance sheet and changes in fair value are recorded through the statement of comprehensive income.

The net losses from FFAs recorded in the statement of comprehensive income amounted to \$126 and \$385 for the periods ended March 31, 2012 and 2011, respectively.

During each of the three month periods ended March 31, 2012 and 2011, the changes in net unrealized losses on FFAs amounted to \$117 and \$263, respectively.

Fair Value of Financial Instruments

The following methods and assumptions were used to estimate the fair value of each class of financial instrument:

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.

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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.

Forward Contracts: The estimated fair value of forward contracts and other assets was determined based on quoted market prices.

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.

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 uncollectible are written off and/or reserved.

Accounts payable: The carrying amount 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.

Investment in available-for-sale securities: The carrying amount of the investment 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:

	March 31, 2012		December 31, 2011	
	Book Value	Fair Value	Book Value	Fair Value
Cash and cash equivalents	\$ 160,247	\$ 160,246	\$ 171,096	\$ 171,096
Restricted cash	\$ 10,133	\$ 10,133	\$ 6,399	\$ 6,399
Accounts receivable, net	\$ 97,530	\$ 97,530	\$ 101,386	\$ 101,386
Accounts payable	\$ (44,699)	\$ (44,699)	\$ (52,113)	\$ (52,113)
Senior and ship mortgage notes, net of discount	\$ (945,683)	\$ (887,000)	\$ (945,538)	\$ (841,500)
Long-term debt, including current portion	\$ (507,648)	\$ (507,648)	\$ (508,019)	\$ (508,019)
Investments in available for sale securities	\$ 257	\$ 257	\$ 82,904	\$ 82,904
Forward Freight Agreements, net	\$ 1,258	\$ 1,258	\$ 1,279	\$ 1,279
Loan receivable from affiliate company	\$ 35,000	\$ 35,000	\$ 40,000	\$ 40,000
Due from related parties, long term	\$ 14,712	\$ 14,712	\$ —	\$ —

The following tables set forth our assets and liabilities that are measured at fair value on a recurring basis categorized by fair value hierarchy level. 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 March 31, 2012			
	Total	Quoted Prices in Active Markets for Identical Assets (Level I)	Significant Observable Inputs (Level II)	Significant Unobservable Inputs (Level III)
Assets				
FFAs	\$ 1,258	\$ 1,258	\$ —	\$ —
Investments in available for sale securities	257	257	—	—
Total	<u>\$ 1,515</u>	<u>\$ 1,515</u>	<u>\$ —</u>	<u>\$ —</u>

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Assets	Fair Value Measurements as of December 31, 2011			
	Total	Quoted Prices in Active Markets for Identical Assets (Level I)	Significant Observable Inputs (Level II)	Other Unobservable Inputs (Level III)
FFAs	\$ 1,279	\$ 1,279	\$ —	\$ —
Investments in available for sale securities	82,904	82,904	—	—
Total	\$ 84,183	\$ 84,183	\$ —	\$ —

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 March 31, 2012.

Assets	Fair Value Measurements at March 31, 2012			
	Total	(Level I)	(Level II)	(Level III)
Cash and cash equivalents	\$ 160,247	\$ 160,247	\$ —	\$ —
Restricted cash	\$ 10,133	\$ 10,133	\$ —	\$ —
Senior and ship mortgage notes, net of discount	\$ (887,000)	\$ (887,000)	\$ —	\$ —
Long-term debt, including current portion ⁽¹⁾	\$ (507,648)	\$ —	\$ (507,648)	\$ —
Due from related parties, long term ⁽¹⁾	\$ 14,712	\$ —	\$ 14,712	\$ —

- (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.

NOTE 9: PREFERRED AND COMMON STOCK

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.

In October 2011, Navios Holdings repurchased 73,651 shares for a total cost of \$221. There were no shares repurchased during the fiscal quarter ended March 31, 2012.

Issuances to Employees and Exercise of Options

On March 1, March 2, March 7 and June 23, 2011, pursuant to the stock plan approved by the Board of Directors, 18,281, 29,250, 68,047 and 15,000 shares, respectively, 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.

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On January 11 and February 29, 2012, pursuant to the stock plan approved by the Board of Directors, 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 for a total of \$93.

Vested, Surrendered and Forfeited

During the year ended December 31, 2011, 8,869 restricted shares of common stock were forfeited upon termination of employment.

During 2011, 15,264 restricted stock units that were issued to the Company's employees in 2009 and 2010 became vested and 1,997 restricted shares of common stock were surrendered.

Following the issuances and cancellations of the shares described above, Navios Holdings had as of March 31, 2012, 102,438,615 shares of common stock and 8,479 shares of preferred stock outstanding.

NOTE 10: COMMITMENTS AND CONTINGENCIES

As of March 31, 2012, the Company was contingently liable for letters of guarantee and letters of credit amounting to \$590 (December 31, 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 an Antonio S.A. of all its obligations to Vitol S.A. up to \$10,000. This guarantee expires on March 1, 2013.

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 March 31, 2012, the remaining liability related to these pre-acquisition contingencies amounted to \$2,849 (\$2,764 in 2011) 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 issued. Management believes the ultimate disposition of these matters will be immaterial to 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 May 2024.

As of March 31, 2012, the Company had committed to future remaining contractual deposits of \$2,876 for the vessel Navios Avior which was delivered on May 14, 2012.

NOTE 11: TRANSACTIONS WITH RELATED PARTIES

Office rent: On January 2, 2006, Navios Corporation and Navios ShipManagement Inc., two wholly owned subsidiaries of Navios Holdings, entered into lease agreements with Goldland Ktimatiki-Ikodomiki-Touristiki and 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 two facilities located in Piraeus, Greece of approximately 2,034.3 square meters to house the operations of most of the Company's subsidiaries. The total annual lease payments are in the aggregate €485 (approximately \$647) and the lease agreements expire in 2017. 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.

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On October 31, 2007, Navios ShipManagement Inc. entered into a lease agreement with Emerald Ktimatiki-Ikodomiki-Touristiki and 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 agreement initially provided for the leasing of one facility in Piraeus, Greece of approximately 1,376.5 square meters to house part of the operations of the Company.

On October 29, 2010, the existing lease agreement was amended to provide Navios ShipManagement Inc. with a lease for 1,122.75 square meters. The total annual lease payments are €379 (approximately \$506) and the lease agreement expires in 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.

On October 29, 2010, Navios Tankers Management Inc. entered into a lease agreement with Emerald Ktimatiki-Ikodomiki-Touristiki and 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 agreement provides for the leasing of one facility of approximately 253.75 square meters in Piraeus, Greece to house part of the operations of the Company. The total annual lease payments are €81 (approximately \$108) and the lease agreement expires in 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 Acropolis Chartering and Shipping Inc. ("Acropolis"), a brokerage firm for freight and shipping charters, as a broker. Although Navios Holdings owns 50% of Acropolis' stock, Navios Holdings has 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. Commissions paid to Acropolis for the three month periods ended March 31, 2012 and 2011 were \$48 and \$0, respectively. During the three month periods ended March 31, 2012 and 2011, the Company received dividends of \$140 and \$0, respectively. Included in the trade accounts payable at March 31, 2012 and December 31, 2011 was an amount of \$91 and \$125, respectively, which was due to Acropolis.

Management fees: Pursuant to a management agreement dated November 16, 2007, Navios Holdings provides commercial and technical management services to Navios Partners' vessels for a daily fixed fee of \$4 per owned Panamax vessel and \$5 per owned Capesize vessel. This daily fee covers all of the vessels' operating expenses, including the cost of drydock and special surveys. The daily initial term of the agreement is five years commencing from November 16, 2007. On October 27, 2009, the fixed fee period was extended for two years and the daily fees were amended to \$4.5 per owned Ultra Handymax vessel, \$4.4 per owned Panamax vessel and \$5.5 per owned Capesize vessel. In October 2011, the fixed fee period was further extended until December 31, 2017 and the daily fees were amended to \$4.7 per owned Ultra Handymax vessel, \$4.6 per owned Panamax vessel and \$5.7 per owned Capesize vessel until 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. Total management fees for the periods ended March 31, 2012 and 2011 amounted to \$7,235 and \$6,048, respectively.

Pursuant to a management agreement dated May 28, 2010, as amended on September 10, 2010 and May 4, 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. During the remaining one year of the term of the management agreement, Navios Acquisition expects that it will reimburse Navios Holdings for all of the actual operating costs and expenses it incurs in connection with the management of its fleet. 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 \$300.0 per vessel and will be reimbursed at cost for VLCC vessels. Total management fees for the periods ended March 31, 2012 and 2011 amounted to \$10,955 and \$7,584, 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. The management fees have been eliminated upon consolidation of Navios Acquisition through March 30, 2011.

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General & administrative expenses: Pursuant to the administrative services agreement dated November 16, 2007, as amended on October 21, 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 periods ended March 31, 2012 and 2011 amounted to \$900 and \$800, respectively.

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 periods ended March 31, 2012 and 2011 amounted to \$484 and \$316, respectively, which 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 period ended March 31, 2012 amounted to \$150, which have been eliminated upon consolidation.

Balance due from affiliate: Balance due from affiliate as of March 31, 2012 amounted to \$64,662 (December 31, 2011: \$49,404) which included the current amounts due from Navios Partners and Navios Acquisition, which were \$8,080 and \$41,870, respectively; and the non current amount of \$14,712 due from Navios Acquisition. The balances mainly consisted of management fees, administrative fees, drydocking and other expenses.

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 to release Navios Holdings for two years from restrictions on acquiring Capesize and Panamax vessels from third parties. 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.

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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. As of March 31, 2012 and December 31, 2011, the unamortized deferred gain for all vessels and rights sold totaled \$38,288 and \$41,002, respectively, and for the three months ended March 31, 2012 and March 30, 2011, Navios Holdings recognized \$2,715 and \$2,191, respectively, of the deferred gain in “Equity in net earnings of affiliated companies”.

Purchase of Shares in Navios Acquisition: Refer to Note 3 for transactions related to the share purchase of Navios Acquisition.

The Navios Holdings Credit Facility: In connection with the VLCC Acquisition, Navios Acquisition entered into a \$40,000 credit facility with Navios Holdings and Navios Holdings received \$400 as an arrangement fee. The \$40,000 facility has a margin of LIBOR plus 300 basis points and a term of 18 months, maturing on April 1, 2012. Pursuant to an amendment in October 2010, the facility will be available for multiple drawings up to a limit of \$40,000. Pursuant to an amendment dated November 8, 2011, the maturity of the facility was extended to December 2014. In October 2010 and during the first half of 2011, Navios Acquisition prepaid \$6,000 of this facility and, during the second half of 2011, Navios Acquisition drew down \$33,609 from the facility. As of March 31, 2012, following a prepayment of \$5,000 of this facility during the first quarter of 2012, the outstanding amount under this facility was \$35,000 (December 31, 2011: \$40,000) and was recorded under “Loan receivable from affiliate companies”.

NOTE 12: 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. 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. Also following the formation of Navios Acquisition and until March 30, 2011 when Navios Acquisition’s deconsolidation took place, the Company included an additional reportable segment, the Tanker Vessel Operations business, which consisted of the transportation and handling of liquid cargoes through the ownership, operation, and trading of tanker vessels.

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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:

	Drybulk Vessel Operations for the Three Month Period Ended March 31, 2012	Logistics Business for the Three Month Period Ended March 31, 2012	Total for the Three Month Period Ended March 31, 2012
Revenue	\$ 101,866	\$ 50,148	\$ 152,014
Loss on derivatives	(126)	—	(126)
Interest income/expense and finance cost, net	(20,318)	(4,922)	(25,240)
Depreciation and amortization	(19,032)	(6,802)	(25,834)
Equity in net earnings of affiliated companies	8,575	—	8,575
Net income/(loss) attributable to Navios Holdings common stockholders	10,981	(1,522)	9,459
Total assets	2,497,047	433,852	2,930,899
Goodwill	56,240	104,096	160,336
Capital expenditures	(35,117)	(3,637)	(38,754)
Investment in affiliates	191,259	—	191,259
Cash and cash equivalents	113,536	46,711	160,247
Restricted cash (including current and non current portion)	10,133	—	10,133
Long term debt (including current and non current portion)	\$ 1,252,682	\$ 200,649	\$ 1,453,331

	Drybulk Vessel Operations for the Three Month Period Ended March 31, 2011	Logistics Business for the Three Month Period Ended March 31, 2011	Tanker Vessel Operations for the Three Month Period Ended March 31, 2011	Total for the Three Month Period Ended March 31, 2011
Revenue	\$ 112,285	\$ 44,357	\$ 25,130	\$ 181,772
Loss on derivatives	(385)	—	—	(385)
Interest income/expense and finance cost, net	(20,033)	(1,054)	(8,350)	(29,437)
Depreciation and amortization	(19,160)	(6,116)	(8,045)	(33,321)
Equity in net earnings of affiliated companies	7,015	—	—	7,015
Net (loss)/income attributable to Navios Holdings common stockholders	(3,425)	2,061	(36,781)	(38,145)
Total assets	2,513,807	356,144	—	2,869,951
Goodwill	56,240	104,096	—	160,336
Capital expenditures	(51,574)	(2,817)	(7,528)	(61,919)
Investment in affiliates	120,643	—	—	120,643
Cash and cash equivalents	143,624	36,536	—	180,160
Restricted cash (including current and non current portion)	19,080	93	—	19,173
Long term debt (including current and non current portion)	\$ 1,308,445	\$ 126,034	\$ —	\$ 1,434,479

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NOTE 13: 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.

	Three Month Period Ended March 31, 2012	Three Month Period Ended March 31, 2011
Numerator:		
Net income/(loss) attributable to Navios Holdings common stockholders	\$ 9,459	\$ (38,145)
Less:		
Dividend on Preferred Stock	(427)	(418)
Income/(loss) available to Navios Holdings common stockholders, basic	<u>\$ 9,032</u>	<u>\$ (38,563)</u>
Plus:		
Dividend on Preferred Stock	427	418
Interest on convertible debt and amortization of convertible bond discount	—	—
Income/(loss) available to Navios Holdings common stockholders, diluted	<u>\$ 9,459</u>	<u>\$ (38,145)</u>
Denominator:		
Denominator for basic net income per share attributable to Navios Holdings common stockholders — weighted average shares	101,192,165	100,852,517
Dilutive potential common shares	1,365,486	
Convertible Preferred Stock and convertible debt	<u>8,479,000</u>	<u>—</u>
Dilutive effect of securities	9,844,486	—
Denominator for diluted net income per share attributable to Navios Holdings stockholders — adjusted weighted shares and assumed conversions	111,036,651	100,852,517
Basic net income/(loss) per share attributable to Navios Holdings stockholders	<u>\$ 0.09</u>	<u>\$ (0.38)</u>
Diluted net income/(loss) per share attributable to Navios Holdings stockholders	<u>\$ 0.09</u>	<u>\$ (0.38)</u>

For the period ended March 31, 2011, the denominator of diluted earnings per share excludes the weighted average preferred stock, restricted shares, restricted units and stock options outstanding since the effect is anti-dilutive.

NOTE 14: 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.

On June 9, 2009, Navios Holdings relieved Navios Partners from its obligation to purchase the Capesize vessel Navios Bonavis for \$130,000 and, with the delivery of the Navios Bonavis to Navios Holdings, Navios Partners was granted a 12-month option to purchase the vessel for \$125,000. In return, Navios Partners issued to Navios Holdings 1,000,000 subordinated Series A units. The 1,000,000 subordinated Series A units are included in “Investments in affiliates”. The Company calculated the fair value of the 1,000,000 subordinated Series A units by adjusting the publicly-quoted price for Navios Partners’ common units on the transaction date to reflect the differences between the common and subordinated Series A units of Navios Partners. Principal among these differences is the fact that the subordinated Series A units are not entitled to dividends prior to their automatic conversion to common units on the third anniversary of their issuance. Accordingly, the present value of the expected dividends during that three-year period (discounted at a rate that reflects Navios Partners’ estimated weighted average cost of capital) was deducted from the publicly-quoted price for Navios Partners’ common units in arriving at the estimated fair value of the subordinated Series A units of \$6.08/unit or \$6,082 for the 1,000,000 units received, which was recognized in Navios Holdings results as a non-cash compensation income. In addition, Navios Holdings was released from the omnibus agreement restrictions for two years in connection with acquiring vessels from third parties (but not from the requirement to offer to sell to Navios Partners qualifying vessels in Navios Holdings’ existing fleet). The subordinated Series A units are accounted for under the equity method but remain at cost since they are not entitled to dividend.

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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, in accordance with the terms of the partnership agreement, all of the outstanding subordinated units converted into 7,621,843 shares of common units (conversion excluded the subordinated Series A units). Subsequent to the end of the subordination period, and upon their conversion into common units, these units have the same distribution rights as all other common units. As of March 31, 2012, Navios Holdings holds a total of 13,223,763 common units, representing a 23.4% common interest in Navios Partners. Following the conversion of the subordinated units, the common units would in substance be equivalent to common stock. Accordingly, the common units received in the conversion are not treated as available-for-sale securities and are now accounted for pursuant to the equity method of accounting. As a result, on January 1, 2012, the carrying value of \$82,572 of the common units previously accounted for as available for sale securities and \$6,158 other comprehensive losses related to the available for sale common units, were reclassified to “Investments in Affiliates”.

As of March 31, 2012 and December 31, 2011, the carrying amount of the investment in Navios Partners accounted for under the equity method was \$93,244 and \$17,688, respectively. As of March 31, 2012 and December 31, 2011, the carrying amount of the investment in available-for-sale common units was \$0 and \$82,572, respectively.

Dividends received during the three month periods ended March 31, 2012 and 2011 were \$6,664 and \$6,126, 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 March 31, 2012 and December 31, 2011, the carrying amount of the investment was \$233 and \$210, respectively. During the three month periods ended March 31, 2012 and 2011, the Company received dividends of \$140 and \$0, respectively.

Navios Maritime Acquisition Corporation

On July 1, 2008, Navios Acquisition sold 25,300,000 units for an aggregate purchase price of \$253,000 (“IPO”). 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.

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. 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%. See Note 3 for a discussion of changes to Navios Holdings’ voting power and economic interest in Navios Acquisition.

As of March 31, 2012 and December 31, 2011, the carrying amount of the investment in Navios Acquisition accounted for under the equity method was \$97,759 and \$99,168, respectively.

Dividends received for each of the periods ended March 31, 2012 and 2011 were \$1,300 and \$1,300, respectively.

Summarized financial information of the affiliated companies is presented below:

	March 31, 2012		December 31, 2011	
	Navios Partners	Navios Acquisition	Navios Partners	Navios Acquisition
Balance Sheet				
Current assets	\$ 38,579	\$ 83,610	\$ 63,558	\$ 78,907
Non-current assets	829,498	1,210,608	846,366	1,116,562
Current liabilities	32,324	82,082	56,705	77,729
Non-current liabilities	284,006	976,512	293,580	878,891
Income Statement				
Revenue	\$ 47,987	\$ 35,717	\$ 42,804	\$ 25,130
Net income/(loss)	16,937	(788)	16,600	(406)

NOTE 15: 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 NMF, Navios Maritime Finance (US) Inc., Navios Acquisition and its subsidiaries and Navios Logistics and its subsidiaries, designated as unrestricted subsidiaries or those not required by the indenture (see Note 7). 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. On and after March 30, 2011, following the Navios Acquisition Share Exchange, Navios Acquisition is no longer a subsidiary of Navios Holdings.

The following table presents condensed consolidated financial information related to the guarantees of the Company’s 8.125% senior notes.

See Note 3 for a discussion of changes to Navios Holdings’ voting power and economic interest in Navios Acquisition. 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.

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Statement of comprehensive income for the three months ended March 31, 2012	Navios Maritime Holdings Inc. Issuer	Other Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Eliminations	Total
Revenue	\$ —	\$ 101,866	\$ 50,148	\$ —	\$ 152,014
Time charter, voyage and logistics business expenses	—	(40,270)	(21,447)	—	(61,717)
Direct vessel expenses	—	(10,101)	(15,907)	—	(26,008)
General and administrative expenses	(3,773)	(5,146)	(3,634)	—	(12,553)
Depreciation and amortization	(700)	(18,332)	(6,802)	—	(25,834)
Interest income/expense and finance cost, net	(16,267)	(4,050)	(4,923)	—	(25,240)
Loss on derivatives	—	(126)	—	—	(126)
Other expense, net	(234)	(391)	(742)	—	(1,367)
(Loss)/income before equity in net earnings of affiliated companies	(20,974)	23,450	(3,307)	—	(831)
Income/(loss) from subsidiaries	24,736	(1,523)	—	(23,213)	—
Equity in net earnings of affiliated companies	5,697	2,878	—	—	8,575
Income/(loss) before taxes	9,459	24,805	(3,307)	(23,213)	7,744
Income tax (expense)/benefit	—	(69)	923	—	854
Net income/(loss)	9,459	24,736	(2,384)	(23,213)	8,598
Less: Net loss attributable to the noncontrolling interest	—	—	861	—	861
Net income/(loss) attributable to Navios Holdings common stockholders	9,459	24,736	(1,523)	(23,213)	9,459
Other comprehensive loss					
Unrealized holdings loss on investments in available for sale securities	(89)	—	—	—	(89)
Reclassification to investments in affiliates	(6,158)	—	—	—	(6,158)
Total other comprehensive loss	\$ (6,247)	\$ —	\$ —	\$ —	\$ (6,247)
Total comprehensive income/(loss)	3,212	24,736	(2,384)	(23,213)	2,351
Comprehensive loss attributable to noncontrolling interest	—	—	861	—	861
Total comprehensive income/(loss) attributable to Navios Holdings common stockholders	\$ 3,212	\$ 24,736	\$ (1,523)	\$ (23,213)	\$ 3,212

NAVIOS MARITIME HOLDINGS INC.
UNAUDITED CONDENSED NOTES
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Statement of Comprehensive Income for the three months ended March 31, 2011	Navios Maritime Holdings Inc. Issuer	Other Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Total
Revenue	\$ —	\$ 97,117	\$ 84,655	\$ —	\$ 181,772
Time charter, voyage and logistic business expenses	—	(42,600)	(16,514)	—	(59,114)
Direct vessel expenses	—	(10,243)	(23,775)	—	(34,018)
General and administrative expenses	(3,682)	(5,036)	(4,056)	—	(12,774)
Depreciation and amortization	(693)	(17,087)	(15,541)	—	(33,321)
Interest income/expense and finance cost, net	(17,262)	(2,653)	(9,522)	—	(29,437)
Loss on derivatives	—	(385)	—	—	(385)
Loss on change in control	(35,325)	—	—	—	(35,325)
Loss on bond extinguishment	(21,199)	—	—	—	(21,199)
Other (expense)/income, net	(87)	699	(1,587)	—	(975)
(Loss)/income before equity in net earnings of affiliated companies	(78,248)	19,812	13,660	—	(44,776)
Income from subsidiaries	34,138	13,506	—	(47,644)	—
Equity in net earnings of affiliated companies	5,965	1,050	—	—	7,015
(Loss)/income before taxes	(38,145)	34,368	13,660	(47,644)	(37,761)
Income taxes	—	(73)	977	—	904
Net (loss)/income	(38,145)	34,295	14,637	(47,644)	(36,857)
Less: Net income attributable to the noncontrolling interest	—	—	(1,273)	—	(1,273)
Preferred stock dividends attributable to the noncontrolling interest	—	—	12	—	12
Preferred stock dividends of subsidiary	—	—	(27)	—	(27)
Net (loss)/income attributable to Navios Holdings common stockholders	\$ (38,145)	\$ 34,295	\$ 13,349	\$ (47,644)	\$ (38,145)
Other comprehensive (loss)/income					
Unrealized holding gain on investments in available for sale securities	4,483	—	—	—	4,483
Total other comprehensive income	\$ 4,483	\$ —	\$ —	\$ —	\$ 4,483
Total comprehensive (loss)/income	(33,662)	34,295	14,622	(47,644)	(32,389)
Comprehensive income attributable to noncontrolling interest	—	—	(1,273)	—	(1,273)
Total comprehensive (loss)/income attributable to Navios Holdings common stockholders	\$ (33,662)	\$ 34,295	\$ 13,349	\$ (47,644)	\$ (33,662)

NAVIOS MARITIME HOLDINGS INC.
UNAUDITED CONDENSED NOTES
TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in thousands of U.S. dollars — except share data)

<u>Balance Sheet as at March 31, 2012</u>	Navios Maritime Holdings Inc. Issuer	Other Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Eliminations	Total
Current assets					
Cash and cash equivalents	\$ 59,349	\$ 54,187	\$ 46,711	\$ —	\$ 160,247
Restricted cash	7,402	2,731	—	—	10,133
Accounts receivable, net	—	72,056	25,474	—	97,530
Intercompany receivables	69,431	—	63,306	(132,737)	—
Due from affiliate companies	1,300	48,650	—	—	49,950
Prepaid expenses and other current assets	177	38,523	14,413	—	53,113
Total current assets	137,659	216,147	149,904	(132,737)	370,973
Deposits for vessel acquisitions	—	35,053	—	—	35,053
Vessels, port terminal and other fixed assets, net	—	1,466,034	348,241	—	1,814,275
Investments in subsidiaries	1,419,356	265,774	—	(1,685,130)	—
Investments in available for sale securities	—	257	—	—	257
Investment in affiliates	191,003	256	—	—	191,259
Other long-term assets	14,790	38,965	17,970	—	71,725
Loan receivable from affiliate company	35,000	—	—	—	35,000
Due from affiliate companies	—	14,712	—	—	14,712
Goodwill and other intangibles	97,300	133,494	166,851	—	397,645
Total non-current assets	1,757,449	1,954,545	533,062	(1,685,130)	2,559,926
Total assets	\$ 1,895,108	\$ 2,170,692	\$ 682,966	\$ (1,817,867)	\$ 2,930,899
LIABILITIES AND EQUITY					
Account payable	\$ —	\$ 24,003	\$ 20,696	\$ —	\$ 44,699
Accrued expenses	18,577	40,576	20,588	—	79,741
Dividends payable	6,146	—	—	—	6,146
Deferred income and cash received in advance	—	17,285	4,184	—	21,469
Intercompany Payables	—	132,737	—	(132,737)	—
Current portion of capital lease obligations	—	—	30,692	—	30,692
Current portion of long-term debt	7,382	58,173	69	—	65,624
Total current liabilities	32,105	272,774	76,229	(132,737)	248,371
Long-term debt, net of current portion	805,946	381,181	200,580	—	1,387,707
Other long-term liabilities and deferred income	—	57,084	3,122	—	60,206
Unfavorable lease terms	—	43,249	—	—	43,249
Deferred tax liability	—	—	18,584	—	18,584
Total non-current liabilities	805,946	481,514	222,286	—	1,509,746
Total liabilities	838,051	754,288	298,515	(132,737)	1,758,117
Noncontrolling interest	—	—	115,725	—	115,725
Total Navios Holdings stockholders' equity	1,057,057	1,416,404	268,726	(1,685,130)	1,057,057
Total liabilities and stockholders' equity	\$ 1,895,108	\$ 2,170,692	\$ 682,966	\$ (1,817,867)	\$ 2,930,899

NAVIOS MARITIME HOLDINGS INC.
UNAUDITED CONDENSED NOTES
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(Expressed in thousands of U.S. dollars — except share data)

Balance Sheet as of December 31, 2011	Navios Maritime Holdings Inc. Issuer	Other Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Eliminations	Total
Current assets					
Cash and cash equivalents	\$ 74,160	\$ 56,407	\$ 40,529	\$ —	\$ 171,096
Restricted cash	2,597	3,802	—	—	6,399
Accounts receivable, net	—	69,545	31,841	—	101,386
Intercompany receivables	71,516	—	65,247	(136,763)	—
Due from affiliate companies	1,300	50,254	(2,150)	—	49,404
Prepaid expenses and other current assets	(14)	28,813	13,890	—	42,689
Total current assets	149,559	208,821	149,357	(136,763)	370,974
Deposit for vessel acquisitions	—	63,814	—	—	63,814
Vessels, port terminal and other fixed assets, net	—	1,417,858	350,088	—	1,767,946
Loan receivable from affiliate company	40,000	—	—	—	40,000
Investments in subsidiaries	1,394,619	267,296	—	(1,661,915)	—
Investment in available for sale securities	82,572	332	—	—	82,904
Investment in affiliates	116,855	233	—	—	117,088
Other long term assets	15,543	34,447	17,499	—	67,489
Goodwill and other intangibles	98,001	137,649	167,959	—	403,609
Total non-current assets	1,747,590	1,921,629	535,546	(1,661,915)	2,542,850
Total assets	\$ 1,897,149	\$ 2,130,450	\$ 684,903	\$ (1,798,678)	\$ 2,913,824
LIABILITIES AND EQUITY					
Current liabilities					
Accounts payable	—	28,743	23,370	—	52,113
Accrued expenses	16,864	31,084	15,922	—	63,870
Deferred income and cash received in advance	—	24,065	4,492	—	28,557
Dividends payable	6,149	—	—	—	6,149
Intercompany Payables	—	134,764	1,999	(136,763)	—
Capital lease obligations	—	—	31,221	—	31,221
Current portion of long term debt	7,382	62,642	69	—	70,093
Total current liabilities	30,395	281,298	77,073	(136,763)	252,003
Long term debt, net of current portion	807,648	375,217	200,599	—	1,383,464
Other long term liabilities and deferred income	—	35,140	3,072	—	38,212
Unfavorable lease terms	—	44,825	—	—	44,825
Deferred tax liability	—	—	19,628	—	19,628
Total non-current liabilities	807,648	455,182	223,299	—	1,486,129
Total liabilities	838,043	736,480	300,372	(136,763)	1,738,132
Noncontrolling interest	—	—	116,586	—	116,586
Total Navios Holdings stockholders' equity	1,059,106	1,393,970	267,945	(1,661,915)	1,059,106
Total liabilities and stockholders' equity	\$ 1,897,149	\$ 2,130,450	\$ 684,903	\$ (1,798,678)	\$ 2,913,824

NAVIOS MARITIME HOLDINGS INC.
UNAUDITED CONDENSED NOTES
TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in thousands of U.S. dollars — except share data)

<u>Cash flow statement for the three months ended March 31, 2012</u>	<u>Holdings Inc. Issuer</u>	<u>Guarantor Subsidiaries</u>	<u>Guarantor Subsidiaries</u>	<u>Eliminations</u>	<u>Total</u>
Net cash (used in)/provided by operating activities	\$ (6,679)	\$ 26,112	\$ 10,368	\$ —	\$ 29,801
Cash flows from investing activities					
Acquisition of vessels	—	(33,244)	—	—	(33,244)
Loan repayment from affiliate company	5,000	—	—	—	5,000
Purchase of property, equipment and other fixed assets	—	(716)	(3,637)	—	(4,353)
Deposits for vessel acquisitions	—	(1,157)	—	—	(1,157)
Net cash provided by/(used in) investing activities	5,000	(35,117)	(3,637)	—	(33,754)
Cash flows from financing activities					
Issuance of common stock	93	—	—	—	93
Proceeds from long-term loans, net of deferred finance fees	—	36,604	—	—	36,604
Repayment of long-term debt and payment of principal	(1,845)	(35,786)	(19)	—	(37,650)
Dividends paid	(6,572)	—	—	—	(6,572)
(Increase)/decrease in restricted cash	(4,806)	5,965	—	—	1,159
Payments of obligations under capital leases	—	—	(530)	—	(530)
Net cash (used in)/provided by investing activities	(13,130)	6,783	(549)	—	(6,896)
Net (decrease)/increase in cash and cash equivalents	(14,809)	(2,222)	6,182	—	(10,849)
Cash and cash equivalents, at beginning of period	74,158	56,409	40,529	—	171,096
Cash and cash equivalents, at end of period	\$ 59,349	\$ 54,187	\$ 46,711	\$ —	\$ 160,247

NAVIOS MARITIME HOLDINGS INC.
UNAUDITED CONDENSED NOTES
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(Expressed in thousands of U.S. dollars — except share data)

<u>Cash flow statement for the three months ended March 31, 2011</u>	<u>Navios Maritime Holdings Inc. Issuer</u>	<u>Other Guarantor Subsidiaries</u>	<u>Non- Guarantor Subsidiaries</u>	<u>Eliminations</u>	<u>Total</u>
Net cash (used in)/provided by operating activities	\$ (34,449)	\$ 68,508	\$ 20,874	\$ —	\$ 54,933
Cash flows from investing activities					
Acquisition of vessels	—	(51,526)	(4,533)	—	(56,059)
Decrease in restricted cash	—	—	778	—	778
Deposits for vessel acquisitions	—	—	(2,995)	—	(2,995)
Purchase of property, equipment and other fixed assets	—	(48)	(2,817)	—	(2,865)
Deconsolidation of Navios Acquisition	—	—	(72,425)	—	(72,425)
Dividends from affiliates/associates	1,300	—	(1,300)	—	—
Net cash provided by/(used in) investing activities	1,300	(51,574)	(83,292)	—	(133,566)
Cash flows from financing activities					
Issuance of common stock	368	—	—	—	368
Proceeds from long-term loans, net of deferred finance fees	—	33,000	2,747	—	35,747
Repayment of long-term debt and payment of principal	(302,272)	(12,687)	(2,286)	—	(317,245)
Proceeds from issuance of Senior Notes, net of debt issuance cost	340,981	—	—	—	340,981
Dividends paid	(6,512)	—	(1,147)	—	(7,659)
Decrease/(increase) in restricted cash	—	118	(625)	—	(507)
Payments of obligations under capital leases	—	—	(302)	—	(302)
	32,565	20,431	(1,613)	—	51,383
Net (decrease)/increase in cash and cash equivalents	(584)	37,365	(64,031)	—	(27,250)
Cash and cash equivalents, at beginning of period	6,323	97,676	103,411	—	207,410
Cash and cash equivalents, at end of period	\$ 5,739	\$ 135,041	\$ 39,380	\$ —	\$ 180,160

In connection with the filing of a registration statement on Form F-4, the guarantor financial information below has been updated to provide supplemental information to reflect the current guarantors of the Company's 8 7/8% First Priority Ship Mortgage Notes due 2017 in the condensed statement of comprehensive income and cash flow statements for the three month periods ended March 31, 2012 and 2011 and balance sheets as of March 31, 2012 and December 31, 2011.

The Company's 8 7/8% 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., and Navios Logistics and its subsidiaries, designated as unrestricted subsidiaries or those not required by the indenture (see Note 7). 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.

Statement of comprehensive income for the three months ended March 31, 2012	Navios Maritime Holdings Inc. Issuer	Other Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Total
Revenue	\$ —	\$ 99,082	\$ 52,932	\$ —	\$ 152,014
Time charter, voyage and logistics business expenses	—	(40,164)	(21,553)	—	(61,717)
Direct vessel expenses	—	(9,708)	(16,300)	—	(26,008)
General and administrative expenses	(3,773)	(5,101)	(3,679)	—	(12,553)
Depreciation and amortization	(700)	(17,695)	(7,439)	—	(25,834)
Interest income/expense and finance cost, net	(16,267)	(3,857)	(5,116)	—	(25,240)
Loss on derivatives	—	(126)	—	—	(126)
Other expense, net	(234)	(391)	(742)	—	(1,367)
(Loss)/income before equity in net earnings of affiliated companies	(20,974)	22,040	(1,897)	—	(831)
Income/(loss) from subsidiaries	24,736	(113)	—	(24,623)	—
Equity in net earnings of affiliated companies	5,697	2,878	—	—	8,575
Income/(loss) before taxes	9,459	24,805	(1,897)	(24,623)	7,744
Income tax (expense)/benefit	—	(69)	923	—	854
Net income/(loss)	9,459	24,736	(974)	(24,623)	8,598
Less: Net loss attributable to the noncontrolling interest	—	—	861	—	861
Net income/(loss) attributable to Navios Holdings common stockholders	9,459	24,736	(113)	(24,623)	9,459
Other comprehensive loss					
Unrealized holdings loss on investments in available for sale securities	(89)	—	—	—	(89)
Reclassification to investments in affiliates	(6,158)	—	—	—	(6,158)
Total other comprehensive loss	\$ (6,247)	\$ —	\$ —	\$ —	\$ (6,247)
Total comprehensive income/(loss)	3,212	24,736	(974)	(24,623)	2,351
Comprehensive loss attributable to noncontrolling interest	—	—	861	—	861
Total comprehensive income/(loss) attributable to Navios Holdings common stockholders	\$ 3,212	\$ 24,736	\$ (113)	\$ (24,623)	\$ 3,212

NAVIOS MARITIME HOLDINGS INC.
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(Expressed in thousands of U.S. dollars — except share data)

Statement of Comprehensive Income for the three months ended March 31, 2011	Navios Maritime Holdings Inc. Issuer	Other Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Total
Revenue	\$ —	\$ 94,355	\$ 87,417	\$ —	\$ 181,772
Time charter, voyage and logistic business expenses	—	(42,495)	(16,619)	—	(59,114)
Direct vessel expenses	—	(9,874)	(24,144)	—	(34,018)
General and administrative expenses	(3,682)	(4,983)	(4,109)	—	(12,774)
Depreciation and amortization	(693)	(16,450)	(16,178)	—	(33,321)
Interest income/expense and finance cost, net	(17,262)	(2,419)	(9,756)	—	(29,437)
Loss on derivatives	—	(385)	—	—	(385)
Loss on change in control	(35,325)	—	—	—	(35,325)
Loss on bond extinguishment	(21,199)	—	—	—	(21,199)
Other (expense)/income, net	(87)	702	(1,590)	—	(975)
(Loss)/income before equity in net earnings of affiliated companies	(78,248)	18,451	15,021	—	(44,776)
Income from subsidiaries	34,138	14,867	—	(49,005)	—
Equity in net earnings of affiliated companies	5,965	1,050	—	—	7,015
(Loss)/income before taxes	(38,145)	34,368	15,021	(49,005)	(37,761)
Income taxes	—	(73)	977	—	904
Net (loss)/income	(38,145)	34,295	15,998	(49,005)	(36,857)
Less: Net income attributable to the noncontrolling interest	—	—	(1,273)	—	(1,273)
Preferred stock dividends attributable to the noncontrolling interest	—	—	12	—	12
Preferred stock dividends of subsidiary	—	—	(27)	—	(27)
Net (loss)/income attributable to Navios Holdings common stockholders	\$ (38,145)	\$ 34,295	\$ 14,710	\$ (49,005)	\$ (38,145)
Other comprehensive income					
Unrealized holding gain on investments in available for sale securities	4,483	—	—	—	4,483
Total other comprehensive income	\$ 4,483	\$ —	\$ —	\$ —	\$ 4,483
Total comprehensive (loss)/income	(33,662)	34,295	15,983	(49,005)	(32,389)
Comprehensive income attributable to noncontrolling interest	—	—	(1,273)	—	(1,273)
Total comprehensive (loss)/income attributable to Navios Holdings common stockholders	\$ (33,662)	\$ 34,295	\$ 14,710	\$ (49,005)	\$ (33,662)

NAVIOS MARITIME HOLDINGS INC.
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(Expressed in thousands of U.S. dollars — except share data)

<u>Balance Sheet as at March 31, 2012</u>	Navios Maritime Holdings Inc. Issuer	Other Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Eliminations	Total
Current assets					
Cash and cash equivalents	\$ 59,349	\$ 53,245	\$ 47,653	\$ —	\$ 160,247
Restricted cash	7,402	2,731	—	—	10,133
Accounts receivable, net	—	72,051	25,479	—	97,530
Intercompany receivables	69,431	—	63,306	(132,737)	—
Due from affiliate companies	1,300	48,650	—	—	49,950
Prepaid expenses and other current assets	177	38,171	14,765	—	53,113
Total current assets	137,659	214,848	151,203	(132,737)	370,973
Deposits for vessel acquisitions	—	35,053	—	—	35,053
Vessels, port terminal and other fixed assets, net	—	1,398,435	415,840	—	1,814,275
Investments in subsidiaries	1,419,356	273,734	—	(1,693,090)	—
Investments in available for sale securities	—	257	—	—	257
Investment in affiliates	191,003	256	—	—	191,259
Other long-term assets	14,790	38,400	18,535	—	71,725
Loan receivable from affiliate company	35,000	—	—	—	35,000
Due from affiliate companies	—	14,712	—	—	14,712
Goodwill and other intangibles	97,300	133,494	166,851	—	397,645
Total non-current assets	1,757,449	1,894,341	601,226	(1,693,090)	2,559,926
Total assets	\$ 1,895,108	\$ 2,109,189	\$ 752,429	\$ (1,825,827)	\$ 2,930,899
LIABILITIES AND EQUITY					
Account payable	\$ —	\$ 23,728	\$ 20,971	\$ —	\$ 44,699
Accrued expenses	18,577	40,336	20,828	—	79,741
Dividends payable	6,146	—	—	—	6,146
Deferred income and cash received in advance	—	16,455	5,014	—	21,469
Intercompany Payables	—	99,328	33,409	(132,737)	—
Current portion of capital lease obligations	—	—	30,692	—	30,692
Current portion of long-term debt	7,382	49,673	8,569	—	65,624
Total current liabilities	32,105	229,520	119,483	(132,737)	248,371
Long-term debt, net of current portion	805,946	362,931	218,830	—	1,387,707
Other long-term liabilities and deferred income	—	57,084	3,122	—	60,206
Unfavorable lease terms	—	43,249	—	—	43,249
Deferred tax liability	—	—	18,584	—	18,584
Total non-current liabilities	805,946	463,264	240,536	—	1,509,746
Total liabilities	838,051	692,784	360,019	(132,737)	1,758,117
Noncontrolling interest	—	—	115,725	—	115,725
Total Navios Holdings stockholders' equity	1,057,057	1,416,405	276,685	(1,693,090)	1,057,057
Total liabilities and stockholders' equity	\$ 1,895,108	\$ 2,109,189	\$ 752,429	\$ (1,825,827)	\$ 2,930,899

NAVIOS MARITIME HOLDINGS INC.
UNAUDITED CONDENSED NOTES
TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in thousands of U.S. dollars — except share data)

<u>Balance Sheet as of December 31, 2011</u>	Navios Maritime Holdings Inc. Issuer	Other Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Eliminations	Total
Current assets					
Cash and cash equivalents	\$ 74,160	\$ 56,406	\$ 40,530	\$ —	\$ 171,096
Restricted cash	2,597	3,802	—	—	6,399
Accounts receivable, net	—	69,536	31,850	—	101,386
Intercompany receivables	71,516	—	65,247	(136,763)	—
Due from affiliate companies	1,300	50,254	(2,150)	—	49,404
Prepaid expenses and other current assets	(14)	28,516	14,187	—	42,689
Total current assets	149,559	208,514	149,664	(136,763)	370,974
Deposit for vessel acquisitions	—	63,814	—	—	63,814
Vessels, port terminal and other fixed assets, net	—	1,349,622	418,324	—	1,767,946
Loan receivable from affiliate company	40,000	—	—	—	40,000
Investments in subsidiaries	1,394,619	273,844	—	(1,668,463)	—
Investment in available for sale securities	82,572	332	—	—	82,904
Investment in affiliates	116,855	233	—	—	117,088
Other long term assets	15,543	33,882	18,064	—	67,489
Goodwill and other intangibles	98,001	137,649	167,959	—	403,609
Total non-current assets	1,747,590	1,859,376	604,347	(1,668,463)	2,542,850
Total assets	\$ 1,897,149	\$ 2,067,890	\$ 754,011	\$ (1,805,226)	\$ 2,913,824
LIABILITIES AND EQUITY					
Current liabilities					
Accounts payable	—	28,529	23,584	—	52,113
Accrued expenses	16,864	30,822	16,184	—	63,870
Deferred income and cash received in advance	—	23,235	5,322	—	28,557
Dividends payable	6,149	—	—	—	6,149
Intercompany Payables	—	104,510	32,253	(136,763)	—
Capital lease obligations	—	—	31,221	—	31,221
Current portion of long term debt	7,382	54,142	8,569	—	70,093
Total current liabilities	30,395	241,238	117,133	(136,763)	252,003
Long term debt, net of current portion	807,648	352,717	223,099	—	1,383,464
Other long term liabilities and deferred income	—	35,140	3,072	—	38,212
Unfavorable lease terms	—	44,825	—	—	44,825
Deferred tax liability	—	—	19,628	—	19,628
Total non-current liabilities	807,648	432,682	245,799	—	1,486,129
Total liabilities	838,043	673,920	362,932	(136,763)	1,738,132
Noncontrolling interest	—	—	116,586	—	116,586
Total Navios Holdings stockholders' equity	1,059,106	1,393,970	274,493	(1,668,463)	1,059,106
Total liabilities and stockholders' equity	\$ 1,897,149	\$ 2,067,890	\$ 754,011	\$ (1,805,226)	\$ 2,913,824

NAVIOS MARITIME HOLDINGS INC.
UNAUDITED CONDENSED NOTES
TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in thousands of U.S. dollars — except share data)

<u>Cash flow statement for the three months ended March 31, 2012</u>	<u>Holdings Inc.</u> <u>Issuer</u>	<u>Other</u> <u>Guarantor</u> <u>Subsidiaries</u>	<u>Non-Guarantor</u> <u>Subsidiaries</u>	<u>Eliminations</u>	<u>Total</u>
Net cash (used in)/provided by operating activities	\$ (6,679)	\$ 20,921	\$ 15,559	\$ —	\$ 29,801
Cash flows from investing activities					
Acquisition of vessels	—	(33,244)	—	—	(33,244)
Loan repayment from affiliate company	5,000	—	—	—	5,000
Purchase of property, equipment and other fixed assets	—	(716)	(3,637)	—	(4,353)
Deposits for vessel acquisitions	—	(1,157)	—	—	(1,157)
Net cash provided by/(used in) investing activities	5,000	(35,117)	(3,637)	—	(33,754)
Cash flows from financing activities					
Issuance of common stock	93	—	—	—	93
Proceeds from long-term loans, net of deferred finance fees	—	36,604	—	—	36,604
Repayment of long-term debt and payment of principal	(1,845)	(31,536)	(4,269)	—	(37,650)
Dividends paid	(6,572)	—	—	—	(6,572)
(Increase)/decrease in restricted cash	(4,806)	5,965	—	—	1,159
Payments of obligations under capital leases	—	—	(530)	—	(530)
Net cash (used in)/provided by financing activities	(13,130)	11,033	(4,799)	—	(6,896)
Net (decrease)/increase in cash and cash equivalents	(14,809)	(3,163)	7,123	—	(10,849)
Cash and cash equivalents, at beginning of period	74,158	56,408	40,530	—	171,096
Cash and cash equivalents, at end of period	\$ 59,349	\$ 53,245	\$ 47,653	\$ —	\$ 160,247

NAVIOS MARITIME HOLDINGS INC.
UNAUDITED CONDENSED NOTES
TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in thousands of U.S. dollars — except share data)

<u>Cash flow statement for the three months ended March 31, 2011</u>	Navios Maritime Holdings Inc. Issuer	Other Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Eliminations	Total
Net cash (used in)/provided by operating activities	\$ (34,449)	\$ 65,422	\$ 23,960	\$ —	\$ 54,933
Cash flows from investing activities					
Acquisition of vessels	—	(51,526)	(4,533)	—	(56,059)
Decrease in restricted cash	—	—	778	—	778
Deposits for vessel acquisitions	—	—	(2,995)	—	(2,995)
Purchase of property, equipment and other fixed assets	—	(48)	(2,817)	—	(2,865)
Deconsolidation of Navios Acquisition	—	—	(72,425)	—	(72,425)
Dividends from affiliates/associates	1,300	—	(1,300)	—	—
Net cash provided by/(used in) investing activities	1,300	(51,574)	(83,292)	—	(133,566)
Cash flows from financing activities					
Issuance of common stock	368	—	—	—	368
Proceeds from long-term loans, net of deferred finance fees	—	33,000	2,747	—	35,747
Repayment of long-term debt and payment of principal	(302,272)	(8,687)	(6,286)	—	(317,245)
Proceeds from issuance of Senior Notes, net of debt issuance cost	340,981	—	—	—	340,981
Dividends paid	(6,512)	—	(1,147)	—	(7,659)
Decrease/(increase) in restricted cash	—	118	(625)	—	(507)
Payments of obligations under capital leases	—	—	(302)	—	(302)
Net cash provided by/(used in) financing activities	32,565	24,431	(5,613)	—	51,383
Net (decrease)/increase in cash and cash equivalents	(584)	38,279	(64,945)	—	(27,250)
Cash and cash equivalents, at beginning of period	6,323	94,689	106,398	—	207,410
Cash and cash equivalents, at end of period	\$ 5,739	\$ 132,968	\$ 41,453	\$ —	\$ 180,160

NOTE 16: SUBSEQUENT EVENTS

- (a) On April 5, 2012, Navios Holdings received \$1,300 as a dividend distribution from its affiliate Navios Acquisition.
- (b) On April 20, 2012, Navios Holdings drew \$14,950 under the second tranche of the DVB SE loan facility and repaid the outstanding amount of the Cyprus Popular Bank loan facility.
- (c) On May 5, 2012, Navios Partners completed its public offering of 4,600,000 common units, including the full exercise of the underwriters' over-allotment option, at \$15.68 per unit and raised gross proceeds of approximately \$72,128 and net proceeds of approximately \$68,729 to fund its fleet expansion. In connection with this offering, Navios Partners issued 93,878 additional general partnership units to its general partner. The net proceeds from the issuance of the general partnership units were \$1,472. Following this offering Navios Holdings' interest in Navios Partners decreased to 25.2% (which includes a 2% general partner interest).
- (d) On May 9, 2012, Navios Logistics agreed to extend its bareboat charter for each of the vessels M/T San San H and M/T Stavroula for a period of four years until June 2016.
- (e) On May 14, 2012, Navios Holdings received \$6,733 as a dividend distribution from its affiliate Navios Partners.
- (f) On May 14, 2012, Navios Holdings took delivery of the Navios Avior, a new, 81,355 dwt 2012-built bulk carrier vessel, from a South Korean shipyard for a purchase price of \$35,500.
- (g) On May 15, 2012, the Board of Directors of Navios Holdings declared a dividend of \$0.06 per share of common stock, which will be paid on July 3, 2012 to stockholders of record on June 26, 2012.
- (h) On June 15, 2012, Navios Holdings sold the Navios Buena Ventura, a 2010-built Capesize vessel of 179,259 dwt, to Navios Partners for \$67,500 of cash consideration. Navios Holdings used \$26,750 million out of the proceeds of the transaction to fully repay the Navios Buena Ventura tranche of the Dekabank Facility.
- (i) On July 3, 2012, Navios Holdings received \$1,300 as a dividend distribution from its affiliate Navios Acquisition.
- (j) On July 10, 2012, Navios Holdings and Navios Maritime Finance (US) Inc. issued \$88,000 in aggregate principal amount of 8 7/8% First Priority Ship Mortgage Notes due 2017 (the "Notes"). The terms of the Notes are identical to the \$400,000 of 8 7/8% First Priority Ship Mortgage Notes due 2017 that were issued in November 2009 (the "Existing Notes") and are secured by first priority ship mortgages on 17 drybulk vessels owned by certain subsidiary guarantors and certain other associated property and contract rights. The Notes and the Existing 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 Notes will rank equally with the Existing Notes.