

**CONFORMED COPY**

SUPPLEMENTAL AGREEMENT

THIS AGREEMENT, made as of July 15, 1998, by and between THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY (hereinafter called "the Port Authority") and HOWLAND HOOK CONTAINER TERMINAL, INC. (hereinafter called "the Lessee")

RECEIVED  
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OFFICE OF THE SECRETARY  
FEDERAL MARITIME COMM

WITNESSETH, That:

WHEREAS, heretofore and as of June 30, 1995, the Port Authority and the Lessee entered into an agreement of lease (hereinafter, as the said agreement of lease has been heretofore amended, modified and supplemented, called "the Lease") covering the Howland Hook Marine Terminal, in the Borough of Staten Island, in the County of Richmond and State of New York; and

WHEREAS, the Port Authority and the Lessee desire to amend the Lease;

NOW, THEREFORE, for and in consideration of the foregoing and the mutual agreements hereinafter contained the Port Authority and the Lessee hereby agree as follows:

1. The date "December 31, 1998" appearing in the second line of subparagraph (r) of paragraph 1 of Supplement No. 4 to the Lease shall be deemed deleted therefrom and the date "March 31, 1999" shall be deemed inserted in lieu thereof.
2. As hereby amended, all the terms, provisions, covenants and conditions of the Lease shall continue in full force and effect.
3. The Lessee represents and warrants that no broker has been concerned in the negotiation of this Agreement and that there is no broker who is or may be entitled to be paid a commission in connection therewith. The Lessee shall indemnify and save harmless the Port Authority of and from all claims for commission or brokerage made by any and all persons, firms or corporations whatsoever for services in connection with the negotiation or execution of this Agreement.
4. Neither the Commissioners of the Port Authority nor any of them, nor any officer, agent or employee thereof, shall be charged personally by the Lessee with any liability, or held liable to the Lessee under any term or provision of this Agreement, or because of its execution or attempted execution, or because of any breach, or attempted or alleged breach thereof.

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UNDER THE SHIPPING ACT OF 1984  
Federal Maritime Commission

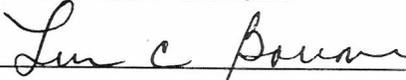
5. This Agreement, together with the Lease (to which it is supplementary) constitutes the entire agreement between the Port Authority and the Lessee on the subject matter, and may not be changed, modified, discharged or extended except by instrument in writing duly executed on behalf of both the Port Authority and the Lessee. The Lessee agrees that no representations or warranties shall be binding upon the Port Authority unless expressed in writing in the Lease or in this Agreement.

IN WITNESS WHEREOF, the Port Authority and the Lessee have executed these presents as of the date first above written.

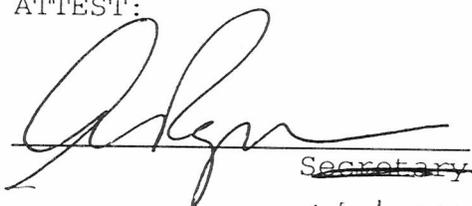
ATTEST:

  
SECRETARY

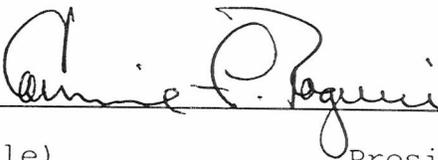
THE PORT AUTHORITY OF NEW YORK  
AND NEW JERSEY

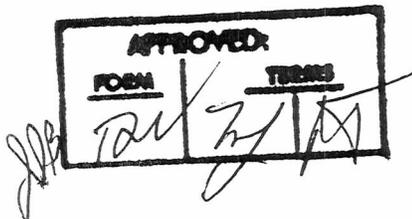
By   
(Title) DIRECTOR, PORT COMMERCE DEPARTMENT  
(Seal)

ATTEST:

  
~~Secretary~~  
Witness

HOWLAND HOOK CONTAINER TERMINAL,  
INC.

By   
(Title) President  
(Corporate Seal)

  
APPROVED:  
FORM \_\_\_\_\_ TERMS \_\_\_\_\_

STATE OF NEW YORK )  
 ) ss.  
COUNTY OF NEW YORK )

On this 24<sup>th</sup> day of September, 1998, before me personally came Lillian C. Sorrone to me known, who, being by me duly sworn, did depose and say that he resides at Maplewood, New Jersey; that he is the Director Port Commerce Dept of The Port Authority of New York and New Jersey, (one of) the corporations described in and which executed the foregoing instrument; that he knows the seal of the said corporation; that the seal affixed to the said instrument is such corporate seal; that it was so affixed by order of the Board of Commissioners of the said corporation; and that he signed his name thereto by like order.

Elaine M Costello  
(notarial seal and stamp)

ELAINE M. COSTELLO  
NOTARY PUBLIC, State of New York  
No. 01CO5082011  
Qualified in Kings County  
Commission Expires July 14, 1999

STATE OF New York )  
 ) ss.  
COUNTY OF Richmond )

On the 15<sup>th</sup> day of July, 1998, before me personally came Carmine to me known, who, being by me duly sworn, did depose and say that he resides at 573 Johnston Terrace Staten Island NY 10309; that he is the President of Howland Hook Container Terminal, Inc., one of the corporations described in and which executed the foregoing instrument; that he knows the seal of the said corporation; that the seal affixed to the said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of the said corporation; and that he signed his name thereto by like order.

Peter P. Magri  
(notarial seal and stamp)

PETER P. MAGRI  
NOTARY PUBLIC State of New York  
NO. 43-4641466  
Qualified in County of Richmond  
Commission Expires 5/31/99