ARTICLE 1: Full Name of the Agreement.

The full name of this Agreement is the U.S. Pacific Coast-Oceania Agreement (the "Agreement").

ARTICLE 2: Purpose of the Agreement.

The purpose of this Agreement is to promote efficient utilization of vessels and equipment and provide efficient, reliable and stable liner shipping services in the Trade (as defined in Article 4) through the activities authorized hereunder.

ARTICLE 3: Parties to the Agreement.

The following are the respective names and addresses of the principal offices of the parties to this Agreement:

(a) Hamburg-Sudamerikanische Dampfschifffahrtsgesellschaft KG, trading as Columbus Line, whose address is Ost-West-Str. 59, 20457 Hamburg, Germany ("Columbus");

(b) P&O Nedlloyd Limited and P&O Nedlloyd B.V. (as a single party), whose address is One Meadowlands Plaza, East Rutherford, New Jersey 07073 ("P&O Nedlloyd");

(c) Australia-New Zealand Direct Line, a division of CP Ships (UK) Limited, whose address is 3601 S. Harbor Blvd., Santa Ana, CA 92704 ("ANZDL"); and

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U.S. Pacific Coast-Oceania Agreement
FMC Agreement No. 011741-003

SIGNATURE PAGE

IN WITNESS WHEREOF, the parties have agreed this 1ST day of October ~~September~~, 2001, to amend this Agreement as per the attached page and to file same with the U.S. Federal Maritime Commission.

HAMBURG-SUDAMERIKANISCHE DAMPFSCHIFFFAHRTSGESELLSCHAFT KG

Name:
Title: SVP

P&O NEDLLOYD LIMITED and P&O NEDLLOYD BV

Neal M. Mayer /WR

Name: Neal M. Mayer
Title: Attorney-in-fact

AUSTRALIA-NEW ZEALAND DIRECT LINE, a division of CP Ships (UK) Limited

Wayne R. Rohde

Name: Wayne R. Rohde
Title: Attorney-in-fact

FESCO OCEAN MANAGEMENT LIMITED

Neal M. Mayer /WR

Name: Neal M. Mayer
Title: Attorney-in-fact

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