Member Lines:

A.P. MOLLER-MAERSK SEALAND
Esplanaden 50
DK-1098 Copenhagen
Denmark

(This modification shall become effective upon the closing of the acquisition by A.P. Moller-Maersk Line of the international liner shipping operations of Sea-Land Service Inc. A.P. Moller-Maersk Line shall notify the Commission in writing of the date of said closing.)

ORIGINAL

Compania Chilena De Navigacion
Interoceania, S.A.
Plaza de la Justicia Nr. 59
Valparaiso, Chile

Compania Sud Americana De
Vapores, S.A.
P.O. Box 49-V
Valparaiso, Chile

Hamburg-Sudamerikanische
Dampfschifffahrtsgesellschaft Eggert &
Amsinck d/b/a Crowley American Transport,
Ost-West-Strasse 59
Hamburg, Germany

(This modification shall become effective upon the closing of the acquisition by Hamburg-Südamerikanische Dampfschifffahrtsgesellschaft Eggert & Amsinck (" Hamburg-Süd") of certain ocean transportation services of Crowley American Transport, Inc. Hamburg-Sud shall notify the Commission in writing of the date of said closing.)

FMC Agreement No.: 011426-028 Effective Date: Tuesday, December 7, 1999
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APL Co. PTE Ltd.
1111 Broadway
Oakland, CA 94607-5500

Seaboard Marine Ltd.
1300 N.W. 78th Avenue
Miami, FL

South America Independent Lines Association
Suite 414
Galleria Professional Bldg.
915 Middle River Drive
Fort Lauderdale, FL 33304-3598
And its Member Lines:

FMC Agreement No.: 011426-028 Effective Date: Tuesday, December 7, 1999
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Trinity Shipping Line, S.A.
8347 N.W. 68th Street
Miami, FL 33166

Interocean Lines Inc.
Nations Bank Tower
100 SE. 2nd Street
Suite 2930
Miami, FL 33131

Mediterranean Shipping Company, SA
40 Avenue Eugene Pittard
1206 Geneva, Switzerland

P&O Nedlloyd B.V.
One Meadowlands Plaza
12th Floor
East Rutherford, NJ 07073

South Pacific Shipping Company, Ltd.
d/b/a Ecuadorian Line
Claredon House
Church Street-West
Hamilton 5-31 Bermuda

Transportacion Maritima
Grancolombiana, S.A.
Carrera 13 No. 27-5
Bogota, Colombia
(Resignation Effective December 19, 1999)

NYK/NOS Joint Service
FMC No. 207-011441
c/o NYKNOS Agencies Inc.
300 East Lombard Street
Suite 1405
Baltimore, MD 21202

Hamburg-Sudamerikanische Dampfschifffahrts-
Gesellschaft Eggert & Amsinck (Columbus Line)
Plaza Two
Harborside Financial Center
Jersey City, NJ 07311-3984

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West Coast of South America
Discussion Agreement
FMC Agreement No. 203-011426-028

SIGNATURE PAGE

IN WITNESS WHEREOF, the Parties to this Agreement hereby agree this 30th day of November, 1999 to amend the Agreement as per the attached pages and to file same with the U.S. Federal Maritime Commission.

A.P. MOLLER-MAERSK LINE

By: _____
Name: Nathan J. Bayer
Title: Attorney-in-Fact

COMPANIA CHILENA DE NAVEGACION INTEROCEANIA, S.A.

By: _____
Name: Nathan J. Bayer
Title: Attorney-in-Fact

COMPANIA SUD AMERICANA DE VAPARES, S.A.

By: _____
Name: Nathan J. Bayer
Title: Attorney-in-Fact

CROWLEY AMERICAN TRANSPORT, INC.

By: _____
Name: Nathan J. Bayer
Title: Attorney-in-Fact

SEA-LAND SERVICE, INC.

By: _____
Name: Nathan J. Bayer
Title: Attorney-in-Fact

APL Co. PTE Ltd.

By: _____
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West Coast of South America
Discussion Agreement
FMC Agreement No. 203-011426-028

SIGNATURE PAGE (continued)

SEABOARD MARINE LTD.

By: _____
Name: Nathan J. Bayer
Title: Attorney-in-Fact

SOUTH AMERICA INDEPENDENT ASSOCIATION and its Member lines:

Trinity Shipping Line, SA

By: _____
Name: Nathan J. Bayer
Title: Attorney-in-Fact

Interocean Lines Inc.

By: _____
Name: Nathan J. Bayer
Title: Attorney-in-Fact

Transportacion Maritima Grancolombiana, S.A.

By: _____
Name: Nathan J. Bayer
Title: Attorney-in-Fact

HAMBURG-SUDAMERIKANISCHE DAMPFSCHIFFFAHRTS-GESELLSCHAFT EGGERT & AMSINCK (Columbus Line)

By: _____
Name: Nathan J. Bayer
Title: Attorney-in-Fact

MEDITERRANEAN SHIPPING COMPANY, SA

By: _____
Name: Nathan J. Bayer
Title: Attorney-in-Fact

P&O NEDLLOYD B.V.

By: _____
Name: Nathan J. Bayer
Title: Attorney-in-Fact

SOUTH PACIFIC SHIPPING COMPANY, LTD d/b/a Ecuadorian Line

By: _____
Name: Nathan J. Bayer
Title: Attorney-in-Fact

NYK/NOS JOINT SERVICE

By: _____
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Appendix A
Second Revised Page No. 1

Member Lines:

A.P. MOLLER-MAERSK SEALAND
Esplanaden 50
DK-1098 Copenhagen
Denmark

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EFFECTIVE
DEC 10 1999
UNDER THE SHIPPING ACT OF 1984
Federal Maritime Commission

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