

PARTIES TO AGREEMENT

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

APL Co. Pte Ltd
American President Lines, Ltd.¹
1111 Broadway
Floor 9
Oakland, California 94607

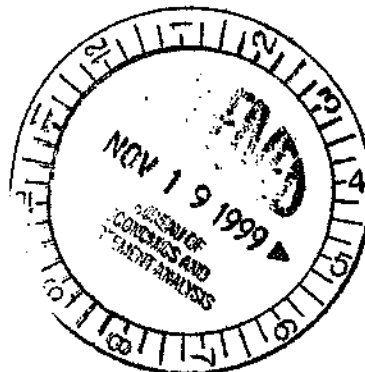
Hapag-Lloyd Container Linie GmbH
Ballindam 25
D-20095 Hamburg, Germany

Mitsui O.S.K. Lines, Ltd.
Minato-ku
Tokyo 105-91, Japan

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

Nippon Yusen Kaisha Line
3-2, Marunouchi 2-Chome,
Chiyoda-ku
Tokyo 100, Japan

P&O Nedlloyd Limited
One Meadowlands Plaza, 12th Floor
East Rutherford, NJ 07073



¹ APL Co. Pte Ltd and American President Lines, Ltd. shall be treated as one party for all purposes under this Agreement.

PARTIES TO AGREEMENT

Orient Overseas Container Line, Inc.
31st Floor
Harbour Centre
25 Harbour Road
Wanchai, Hong Kong

Orient Overseas Container Line (UK) Ltd.
OOCL House, Walton Container Terminal, The Dock,
Felixstowe, Suffolk IP118SQ
United Kingdom

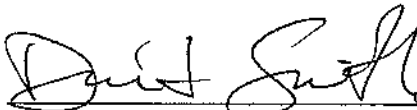
Equipment Interchange Discussion Agreement
FMC No. 202-011284-034

SIGNATURE PAGE

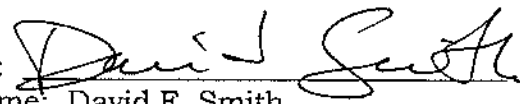
IN WITNESS WHEREOF, the Parties to Agreement No. 202-011284 hereby agree, this 17th day of November, 1999, to amend the Agreement as per the attached pages and to file same with the U.S. Federal Maritime Commission.

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.

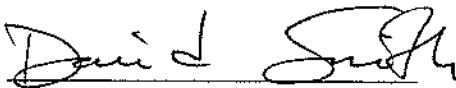
A.P. Moller-Maersk Line

By: 
Name: David F. Smith
Title: Attorney-in-Fact


APL Co. Pte. Ltd.
American President Lines, Ltd.

By: 
Name: David F. Smith
Title: Attorney-in-Fact


Hapag-Lloyd Container Linie GmbH

By: 
Name: David F. Smith
Title: Attorney-in-Fact

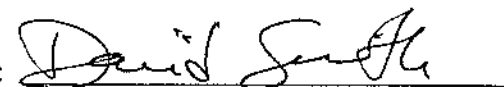
Mitsui O.S.K. Lines, Ltd.

By: 
Name: David F. Smith
Title: Attorney-in-Fact

P&O Nedlloyd B.V.

By: 
Name: David F. Smith
Title: Attorney-in-Fact


Nippon Yusen Kaisha Line

By: 
Name: David F. Smith
Title: Attorney-in-Fact

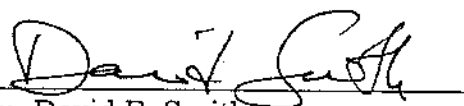
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SIGNATURE PAGE (Continued)


P&O Nedlloyd Limited

By: 
Name: David F. Smith
Title: Attorney-in-Fact


Orient Overseas Container Line, Inc.

By: 
Name: David F. Smith
Title: Attorney-in-Fact

Orient Overseas Container
Line (UK) Ltd.

By: 
Name: David F. Smith
Title: Attorney-in-Fact

Sea-Land Service, Inc.

By: 
Name: David F. Smith
Title: Attorney-in-Fact