THE CREDIT AGREEMENT

FMC Agreement No. 202-011353-022

A CONFERENCE AGREEMENT

Date of Last Republication:  June, 1994
Expiration Date:  None
Date of Initial Filing:  October 11, 1991
The Credit Agreement
FMC Agreement No. 002-011353-022
Fifth Revised Page No. 2a

TROPICAL SHIPPING AND CONSTRUCTION CO., LTD.
821 Avenue "E"
Riviera Beach, FL 33404-1683

IVARAN LINES, LTD.
Newport Financial Center
111 Pavonia Avenue
Jersey City, NJ 07310-1755

EVERGREEN MARINE CORPORATION (TAIWAN) LTD.
No. 166, Sec. 2 Min-Sheng East Road
Taipei, Taiwan R.O.C.

Caribbean General Maritime Ltd.
3625 N.W. 82nd Avenue
Suite 201
Miami, FL 33166

TRINITY SHIPPING LINE, S.A.
8347 N.W. 68th Street
Miami, FL 33166

TRANSROLL NAVIERAS EXPRESS
a joint service operating pursuant to FMC Agreement No.
207-011586

c/o Transroll Navegacao, S.A.
Av. Almirante Barroso,
139 Grupos
201/201 Castelo
Rio de Janeiro RJ Brazil

c/o NPR Holding Corporation
P.O. Box 2170
212 Fernwood Avenue
Edison, NJ 08818
The Credit Agreement
FMC Agreement No. 002-011353-022

SIGNATURE PAGE

IN WITNESS WHEREOF, the Members have caused this Agreement to be executed this 2nd day of December, 1998, by their duly authorized representatives.

A.P. MOLLER-MAERSK LINE

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

CONSORSIO NAVIERO OCCIDENTE, C.A.

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

CROWLEY AMERICAN TRANSPORT, INC.

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

KING OCEAN CENTRAL AMERICA, S.A.

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

NPR, INC. D/B/A NAVIERAS

By: ____________________________
   Name: Nathan J. Bayer
   Title: Attorney-in-Fact
The Credit Agreement
FMC Agreement No. 002-011353-022

SEABOARD MARINE LTD.

By: [Signature]
Name: Nathan J. Bayer
Title: Attorney-in-Fact

SEA-LAND SERVICE, INC.

By: [Signature]
Name: Nathan J. Bayer
Title: Attorney-in-Fact

VENEZUELAN CONTAINER SERVICE

By: [Signature]
Name: Nathan J. Bayer
Title: Attorney-in-Fact

TECMARINE LINE, INC.

By: [Signature]
Name: Nathan J. Bayer
Title: Attorney-in-Fact

DOLE OCEAN LINER EXPRESS

By: [Signature]
Name: Nathan J. Bayer
Title: Attorney-in-Fact

APL PTE. CO. LTD.

By: [Signature]
Name: Nathan J. Bayer
Title: Attorney-in-Fact
The Credit Agreement  
FMC Agreement No. 002-011353-022

MEDITERRANEAN SHIPPING COMPANY, SA

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

TROPICAL SHIPPING AND CONSTRUCTION CO., LTD.

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

TRINITY SHIPPING LINE, S.A.

By:  
Name: Nathan J. Bayer  
Title: Attorney-in-fact

IVARAN LINES, LTD.

By:  
Name: Nathan J. Bayer  
Title: Attorney-in-fact

TRANSROLL NAVIERAS EXPRESS

By:  
Name: Nathan J. Bayer  
Title: Attorney-in-fact

EVERGREEN MARINE CORPORATION (TAIWAN) LTD.

By:  
Name: Nathan J. Bayer  
Title: Attorney-in-fact

CARIBBEAN GENERAL MARITIME, LTD.

By:  See attached signature page
CREDIT AGREEMENT

FMC AGREEMENT NO. 202-011353

Party: CARIBBEAN GENERAL MARITIME, LTD

By: [Signature]

Name: Frank R. Wellnitz

Title or Authority: C.E.O.

Date: December 2, 1998