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FILED
May 06 1998 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # 825490 (6)
1. Corporation Name
SEA-LAND SERVICE, INC.



Principal Place of Business
8000 CARNEGIE BLVD
CHARLOTTE NC 28209
US

Mailing Address
500 WATER ST
#J910
JACKSONVILLE FL 32202
US

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 12/15/1970	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 22-1625254	
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
24	Country	29	Country	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324				10. Name and Address of New Registered Agent	
81 Name				82 Street Address (P.O. Box Number is Not Acceptable)	
83				84 City	
				85 Zip Code FL	

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
TITLE	SVP	<input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition			
NAME	GRASSI, ROBERT J.		1.2 NAME				
STREET ADDRESS	8000 CARNEGIE BLD		1.3 STREET ADDRESS				
CITY-ST-ZIP	CHARLOTTE NC		1.4 CITY-ST-ZIP				
TITLE	SVP	<input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition			
NAME	FOGARTY, ANDREW B		2.2 NAME				
STREET ADDRESS	8000 CARNEGIE BLVD		2.3 STREET ADDRESS				
CITY-ST-ZIP	CHARLOTTE NC		2.4 CITY-ST-ZIP				
TITLE	PD	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition			
NAME	CLANCEY, JOHN P.		3.2 NAME				
STREET ADDRESS	8000 CARNEGIE BLVD		3.3 STREET ADDRESS				
CITY-ST-ZIP	CHARLOTTE NC		3.4 CITY-ST-ZIP				
TITLE	V	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition			
NAME	RAYMOND, CHARLES G		4.2 NAME				
STREET ADDRESS	8000 CARNEGIE BLVD		4.3 STREET ADDRESS				
CITY-ST-ZIP	CHARLOTTE NC		4.4 CITY-ST-ZIP				
TITLE	V	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition			
NAME	DROBNICK, JACK A.		5.2 NAME				
STREET ADDRESS	8000 CARNEGIE BLVD		5.3 STREET ADDRESS				
CITY-ST-ZIP	CHARLOTTE NC		5.4 CITY-ST-ZIP				
TITLE		<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition			
NAME			6.2 NAME				
STREET ADDRESS			6.3 STREET ADDRESS				
CITY-ST-ZIP			6.4 CITY-ST-ZIP				

SEE ATTACHED LIST OF
ADDITIONAL OFFICERS AND DIRECTORS

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

L. B. Bortner L. Bortner, Tax Officer 4/28/98

CR2E034 (10/97)

SEA-LAND SERVICE, INC.

Subsidiary of CSX Corporation.
Incorporated in State of Delaware
as Pan-Atlantic Steamship Corporation July 25, 1933;
Changed to present name April 1, 1960.
(Qualified to do Business in Alabama, Alaska, California,
Florida, Hawaii, Maryland, New Jersey,
North Carolina, Puerto Rico)

DESCRIPTION: Containerized transportation.

DIRECTORS

Mark G. Aron
John P. Clancey
Paul R. Goodwin
Andrew B. Fogarty
Christopher L. Koch
John W. Snow
David J. Tolan

OFFICERS

Member, Executive Committee
* Member, Senior Management Committee

	John W. Snow	Chairman
**	John P. Clancey	President and Chief Executive Officer
**	Thomas G. Cowan	Senior Vice President, Pacific and Alaska
**	Andrew B. Fogarty	Senior Vice President, Finance and Planning
**	Robert J. Grassi	Senior Vice President, Atlantic - AME
**	Joseph T. Keegan, Jr.	Senior Vice President, Americas
**	Christopher L. Koch	Senior Vice President, Law and General Counsel
**	Richard E. Murphy	Senior Vice President, Corporate Marketing
**	Charles G. Raymond	Senior Vice President, Chief Transportation Officer
*	William J. Ryan	Senior Vice President, Human Resources
*	David J. Tolan	Senior Vice President, Labor Relations
	Edward W. Aldridge	Vice President and General Manager, Central Asia
	Frank J. Baragona	Vice President and General

	Manager, Central America and Caribbean
Richard J. Beedenbender	Vice President, Marketing (Americas)
Karen L. Bowman	Vice President, Corporate Finance
Stuart R. Breidbart	Vice President, Law and Regulatory Affairs
John M. Crawley	Vice President, Marketing (Pacific)
Geret P. DePiper	Vice President and General Manager, Refrigerated Business Unit
Arno H.F. Dimmling	Vice President, Terminal Operations Services
* William C. Donovan	Vice President, Information Technology
* Jack A. Drobnick	Vice President, Purchasing
* Peter J. Finnerty	Vice President, Public Affairs
William J. Flynn	Vice President and General Manager, North Asia
Kenneth A. Glenn	Vice President, Marketing - AME
William A. Hamlin	Vice President, Inland Operations and Equipment
Frank E. Herczeg	Vice President and Controller
Susan H. Hough	Vice President, Sales and Marketing (Atlantic)
* William J. Kenwell	Vice President, North America Sales (Pacific)
Dirk Langeveld	Vice President, Operations (Atlantic)
Richard A. McGregor	Vice President, Global Services
William V. McHugh	Vice President and General Manager, So. America
Robert T. McMeekin	Vice President, Operations (Pacific)
William H. Niemann	Vice President, Conferences and Agreements
Roger E. Roels	Vice President and General Manager, Asia/Middle East/Europe Services
William F. Rooney	Vice President, Business Process Design (Atlantic-AME)
Steven C. Rothberg	Vice President and General Manager, Southeast Asia
* Anthony Scioscia	Vice President and General Manager, North America

Ronald Sforza	Operations Vice President, Strategic Planning and Business Development, and Vice President/General Manager Carrier Alliance
John Sullivan	Vice President, General Manager, Sales (Americas)
John L. Sutherland	Vice President and General Manager, Hawaii/Guam
Nicholas P. Taro	Vice President/General Manager, Northeast & South Atlantic/Gulf Operations
John J. Van De Merwe	Vice President and General Manager, North Europe & CIS
Radoje Vulovic	Vice President, Ocean Transportation Services
Robert S. Zuckerman	Secretary
T. Brogan Duffy	Staff Vice President- Capital Structure Planning
Brian E. Dugan	Staff Vice President, Labor Relations
* M. Clinton Eisenhower	Staff Vice President, Communications
Kenneth C. Gaulden	Staff Vice President, Government Marketing
Ann E. Isaac	Staff Vice President, Labor Relations
Daniel J. McHugh	Staff Vice President, Yield Management
Connie Mearkle	Staff Vice President and Treasurer
Geoffrey A. Peters	Staff Vice President, Shipment Management
Prem R. Rajani	Staff Vice President, Finance and Planning - Americas
Roy R. Tolley	Staff Vice President, Labor Relations
James R. Watkins	Staff Vice President, Information Technology Systems
Robert S. Scavone	Staff Vice President, Corporate Development
Peter K. Wong	Staff Vice President, Finance

Irene Yew

Gary L. Ritzman

Robert J. Chitty
Sandra L. Frazier
John P. McConville
Michael T. Avara
Lance G. Brockmeier
Michael J. Tracey
Thomas E. Griffin
Samuel A. Washington
Louis J. Borntraeger
Charles T. Gibbons

I.R.S. EMPLOYER
IDENTIFICATION NO.:

ADDRESS:

and Planning - Atlantic-
AME

Staff Vice President, Finance
& Planning, Pacific and
Alaska

Division Vice President &
General Manager, Alaska

Assistant Secretary
Assistant Secretary
Assistant Secretary
Assistant Controller
Assistant Controller
Assistant Controller
Assistant Treasurer
Assistant Treasurer
Tax Officer
Tax Officer

22-1625254

6000 Carnegie Boulevard
Charlotte, North Carolina 28209