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INTERSTATE COMMERCE COMMISSION

FRUIT GROWERS EXPRESS COMPANY EQUIPMENT TRUST OF 1970
SERIES RR

Supplemental Agreement

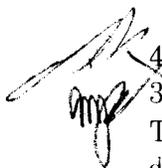
Dated as of May 13, 1976

THE RIGGS NATIONAL BANK OF WASHINGTON, D. C., *Trustee*
with
FRUIT GROWERS EXPRESS COMPANY

SUPPLEMENTAL AGREEMENT, dated as of the 14th day of May, 1976, between THE RIGGS NATIONAL BANK OF WASHINGTON, D. C., a national banking association organized and existing under the laws of the United States of America, Trustee (hereinafter called the Trustee), and FRUIT GROWERS EXPRESS COMPANY, a corporation duly organized and existing under the laws of the State of Delaware (hereinafter called the Company),

WITNESSETH:

WHEREAS, the Trustee and the Company entered into a certain Agreement dated as of June 12, 1970, whereunder the Company agreed to sell and deliver to the Trustee 988 railroad refrigerator cars, and as of the same date also entered into a certain Lease whereunder the Trustee let and leased the aforesaid refrigerator cars, described in the Leasing Clause, to the Company, said Agreement and Lease constituting Fruit Growers Express Company Equipment Trust of 1970, Series RR, and

 WHEREAS, ²⁹⁶⁸³¹refrigerator cars SCL 496664, SCL 496755, SCL 496808, NW ~~297831~~, NW 297140, NW 297289, NW 296866, PC 362379, PC 362403 previously delivered to the Trustee under said Trust have been destroyed, and the Express Company has sold and delivered to the Trustee in replacement thereof seven railroad refrigerator cars of equal or greater aggregate value and of as good material, character and construction as the refrigerator cars so destroyed, and

WHEREAS, the Trustee has redelivered said refrigerator cars to the Company and the Company has accepted the same, and it is desired to supplement the record of said Lease by adding thereto a description of said replacement cars,

NOW, THEREFORE, IT IS AGREED AS FOLLOWS:

FIRST. The Trustee has let and leased and by these presents doth let and lease to the Company for the term, for the rent and upon the terms and conditions and covenants set forth in said Lease the following railroad equipment:

7 Class "A", 51-ft. 70-ton all-steel, insulated bunkerless refrigerator cars, Association of American Railroads Mechanical Designation "RBL", built in September 1972, bearing letters and road numbers SOU 798223 - 798229, inclusive.

SECOND. The recitals herein are made by the Express Company and not by the Trustee.

THIRD. This Supplemental Agreement shall not be construed as in any way amending said Agreement and Lease together constituting Fruit Growers Express Company Equipment Trust of 1970, Series RR, and said Agreement and Lease shall remain and be in full force and effect in accordance with their terms.

FOURTH. The Express Company hereby constitutes and appoints C. S. Hill, its President, to be its Attorney to execute and acknowledge this instrument in its name and as and for its corporate act and deed.

IN WITNESS WHEREOF, THE RIGGS NATIONAL BANK OF WASHINGTON, D. C., Trustee, and FRUIT GROWERS EXPRESS COMPANY, have caused these presents to be signed in their respective corporate names and their respective corporate seals to be hereunto affixed and duly attested by their respective officers thereunto duly authorized as of the day and year first above written.

THE RIGGS NATIONAL BANK OF
WASHINGTON, D. C.,
Trustee,

By

M. J. Aguirre
Vice President

(Corporate Seal)

Attest: *John P. S. Cogh*

Asst. Trust Officer

Hector G. Bullen
Elayne L. Coleman
Witnesses

FRUIT GROWERS EXPRESS COMPANY

By

Spill
President

(Corporate Seal)

Attest:

J. D. Moffatt
ASST. Secretary
H. J. Burns
Kathleen M. Schopf
Witnesses.

DISTRICT OF COLUMBIA, }
CITY OF WASHINGTON, } ss.:

On the *13th* day of *May*, 1976, before me personally came *M. J. AQUILINO*, to me known, who, being by me duly sworn, did depose and say that he resides at *508 Scott Lane, Silver Spring, Md.*, that he is a Vice President of THE RIGGS NATIONAL BANK OF WASHINGTON, D. C., the corporation described in and which executed the above instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by authority of the Board of Directors of said corporation; and that he signed his name thereto by like authority.

Paul J. Lytle

Notary Public.

My Commission Expires Nov. 14, 1976

DISTRICT OF COLUMBIA, }
CITY OF WASHINGTON, } ss.:

On the *13th* day of *May*, 1976, before me personally came C. S. HILL, to me known, who being by me duly sworn, did depose and say that he resides at 5 B1 President Point Drive, Annapolis, Md.; that he is President of FRUIT GROWERS EXPRESS COMPANY, the corporation described in and which executed the above instrument: that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; and that it was so affixed by authority of the Board of Directors of said corporation; and that he signed his name thereto by like authority.



L. W. Moffett
Notary Public.

L. W. MOFFETT, Notary Public
City of Washington, District of Columbia
My Commission Expires October 14, 1977