

ITEL
CORPORATION
TRANSPORTATION SERVICES GROUP

May 8, 1978

Hon. H. G. Homme
Acting Secretary,
Interstate Commerce Commission
Washington, D. C. 20423

RECORDATION NO. 9353-A Filed & Recorded

MAY 12 1978 - 11 22 PM

INTERSTATE COMMERCE COMMISSION

RECEIVED
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T.O.O.
FEE OPERATION RR.

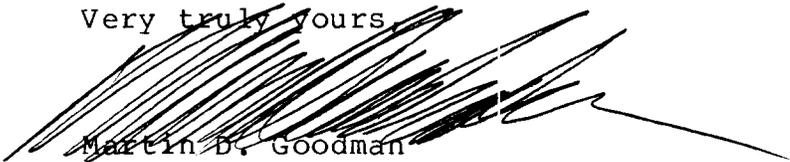
Dear Sir:

Enclosed for filing with and recording by the Interstate Commerce Commission are six counterparts of an Amendment dated as of May 8, 1978 to a Conditional Sale Agreement dated as of April 26, 1978, between ACF Industries, Inc., 750 Third Avenue, New York, New York, 10017, and Itel Corporation, acting through its Rail Division, Two Embarcadero Center, San Francisco, California, 94111. The Conditional Sale Agreement was filed on April 28, 1978 at 11:40 a.m. and assigned recordation number 9353. The purpose of the Amendment is to delete from such Conditional Sale Agreement 100 general purpose boxcars (AAR Mechanical Designation XM), numbered T ASD 78601-T ASD 78700, both inclusive and insert in lieu thereof 100 general purpose boxcars (AAR Mechanical Designation XM), numbered MSE 800-899, both inclusive.

Also enclosed is this Company's check in the sum of \$10.00, payable to the Interstate Commerce Commission, being the prescribed fee for filing and recording the foregoing Amendment.

Please return all additional copies of the enclosed counterparts not required by the Interstate Commerce Commission to David Schwartz, Esq., of Sullivan and Worcester, who will be delivering this letter on our behalf.

Very truly yours,



Martin D. Goodman
Vice President - Legal Services

MDG:bl

Enc.

8-132A052

MAY 15 1978

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David M. Schwartz
C. Canty

THIS AMENDMENT, dated as of May 8, 1978, by and between ACF Industries Incorporated, a New Jersey corporation (hereinafter called the "Manufacturer"), and Itel Corporation, a Delaware corporation, acting through its Rail Division (hereinafter called the "Vendee").

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W I T N E S S E T H:

MAY 12 1978 - 11 20 PM

INTERSTATE COMMERCE COMMISSION

WHEREAS, the Manufacturer and the Vendee have heretofore entered into a Conditional Sale Agreement (the "Agreement") dated as of April 26, 1978, which was filed with the Interstate Commerce Commission on April 28, 1978 at 11:40 a.m. and assigned Recordation Number 9352; and

WHEREAS, the Manufacturer and Vendee desire to amend the Agreement;

NOW, THEREFORE, in consideration of the premises and of the promises of the parties herein contained, the parties agree that Sections 2 and 3 of Schedule A are hereby amended to read as follows:

"SECTION 2. Delivery Point:

Either at the Manufacturer's plant or to the railroad line of Vendee's lessee, the Terminal Railway Alabama State Docks with respect to Cars numbered T ASD 78501-78600, and the Mississippi Export Railroad Company, with respect to Cars numbered MSE 800-899, or to such other point as Vendee shall determine.

SECTION 3. Railroad Equipment:

100 70 TON 50'6" Boxcars - T ASD 78501-78600
100 70 TON 50'6" Boxcars - MSE 800-899"

ATTEST

Anna Bosser

ITEL CORPORATION, RAIL DIVISION

By: *[Signature]*

Date: _____

ATTEST

[Signature]

ASSISTANT SECRETARY

ACF INDUSTRIES INCORPORATED

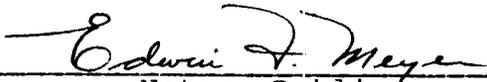
By: *[Signature]*

TREASURER

Date: May 11, 1978

STATE OF NEW YORK)
) SS:
COUNTY OF NEW YORK)

On this 11th date of May 1978, before me personally appeared W. C. ANDERSON, to me personally known, who, being by me duly sworn, says that he is TREASURER of _____, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of this board of directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

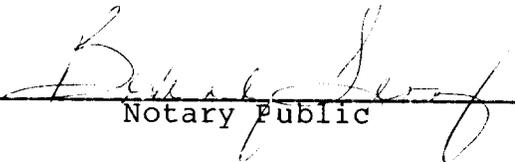
Notarial Seal

My Commission expires:

EDWIN F. MEYER
NOTARY PUBLIC, State of New York
No. 30-7917803
Qualified in Nassau County
Certificate filed in New York County
Commission Expires March 30, 1980

STATE OF CALIFORNIA)
) SS:
CITY AND COUNTY OF
SAN FRANCISCO

On this 9th date of May 1978, before me personally appeared Donald H. Gleason, to me personally known, who, being by me duly sworn, says that he is Vice President of ITEL Corporation, Rail Division, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of this board of directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

Notarial Seal

My Commission expires:

