

ITEL

Transportation Services Group

April 18, 1979

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

RECORDATION NO. 10215-A Filed 1425
APR 24 1979 12 30 PM
INTERSTATE COMMERCE COMMISSION

S-114A013
APR 24 1979
Date _____
Fee \$ 10.00
ICC Washington, D. C.

David M. Schwartz

Dear Sir:

Enclosed for filing with and recording by the Interstate Commerce Commission are one original and five executed counterparts of an Amendment dated as of April 17, 1979 to a Conditional Sale Agreement dated as of March 8, 1979, 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 March 21, 1979, at 11:40 AM and assigned recordation number 10215.

The Amendment covers the following equipment:

50 TOFC/COFC, 70-ton flatcars numbered ERES - 250050-250099, 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 & Worcester, who will be delivering this letter on our behalf.

Sincerely,
Paul M. Willard
Paul M. Willard
Counsel

PW:mb
Enclosures

FEE OPERATION BR.
I.C.C.
APR 24 12 25 PM '79
RECEIVED

David M. Schwartz

APR 24 1979 - 12 30 PM

INTERSTATE COMMERCE COMMISSION

THIS AMENDMENT, dated as of April 17, 1979, by and between ACF Industries, Inc., a New Jersey corporation (hereinafter called the "Manufacturer"), and ITEL Corporation, a Delaware corporation, acting through its Rail Division (hereinafter called the "Vendee").

W I T N E S S E T H :

WHEREAS, the Manufacturer and the Vendee have heretofore entered into a Conditional Sale Agreement (the "Agreement") dated as of March 8, 1979, which was filed with the Interstate Commerce Commission on March 21, 1979 at 11:40 AM and assigned recordation number 10215; 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 to delete Section 4 of Schedule A in its entirety and substitute in lieu thereof the following:

"SECTION 4. Purchase Price:

The price will not exceed \$46,500.00 per unit nor \$2,325,000.00 for all of the equipment."

ATTEST

[Signature]
ASSISTANT SECRETARY

ITEL CORPORATION, INTERMODAL DIVISION

By: *[Signature]*
Date: 4-19-79

ATTEST

[Signature]
ASSISTANT SECRETARY

ACF INDUSTRIES, INC.

By: *[Signature]* TREASURER
Date: 4-20-79



SCHEDULE A

SECTION 1. Purchase Agreement:

Vendee's letter of November 13, 1978, Manufacturer's letter of February 2, 1979, LOT NO. 05617.

SECTION 2. Delivery Point:

Either at the Manufacturer's plant or to the railroad line of Vendee's lessee, the Erie Western Railway Company ("Lessee"), or to such other point as Vendee shall determine.

SECTION 3. Railroad Equipment:

50 TOFC/COFC, 70-ton flatcars - ERES 250050-250099

SECTION 4. Purchase Price:

The price will not exceed \$46,500.00 per unit nor \$2,325,000.00 for all of the equipment.

SECTION 5. Markings on Cars:

Stencil in letters at least one inch in height; "Ownership subject to a security agreement filed with the Interstate Commerce Commission."

STATE OF New York)
) SS:
COUNTY OF New York)

On this 20 day of April, 1979, before me personally appeared H.Q. BORSI, to me personally known, who, being by me duly sworn, says that he is TREASURER of ACF INDUSTRIES, INCORPORATED; 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 acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

Edwin F. Meyer
Notary Public

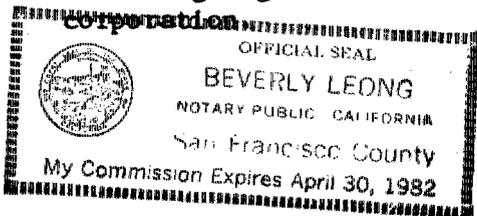
Notarial Seal

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 19 day of April, 1979, before me personally appeared John C. Kingery, to me personally known, who, being my duly sworn, says that he is Controller of ITEL Corporation, Intermodal Division; that one of the seals affixed to the foregoing 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



Beverly Leong
Notary Public

Notarial Seal

My Commission Expires: