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RECORDATION NO. 6075-B Filed 1425

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INTERSTATE COMMERCE COMMISSION

**FRUIT GROWERS EXPRESS COMPANY
EQUIPMENT TRUST OF 1971**

SERIES TT

Supplemental Agreement

Dated as of November 5, 1979

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

with

FRUIT GROWERS EXPRESS COMPANY

⁵
~~June~~^{Nov.} SUPPLEMENTAL AGREEMENT, made as of the 8th day of
June, 1979, between THE RIGGS NATIONAL BANK OF WASH-
INGTON, D.C., a national banking association organized and existing
under the laws of the United States of America, Trustee (herein-
after called "TRUSTEE"), party of the first part, and FRUIT
GROWERS EXPRESS COMPANY, a corporation duly organized
and existing under the laws of the State of Delaware (hereinafter
called "Express Company"), party of the second part,

WITNESSETH:

WHEREAS, the Trustee and the Express Company entered into a certain Agreement dated as of the 15th day of March, 1971, whereunder the Express Company agreed to sell and deliver to the Trustee 300 railroad refrigerator cars, estimated by the Express Company to cost \$7,425,000, 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 Express Company, said Agreement and Lease constituting Fruit Growers Express Company Equipment Trust of 1971, Series TT, and

WHEREAS, by Supplemental Agreement dated as of June 8, 1979, a record was made of refrigerator cars delivered to the Trustee and redelivered to the company in replacement of cars previously destroyed, and

WHEREAS, in addition to the equipment heretofore destroyed and replaced, refrigerator cars RBNX 90222, 90223, 90224, 90097, previously delivered to the Trustee under said Trust have been sold, and the Express Company has sold and delivered to the Trustee in replacement thereof railroad refrigerator cars of equal or greater value and of as good material, character and construction as the refrigerator cars so sold, and

WHEREAS, the Trustee has redelivered said refrigerator cars to the Express Company and the Express 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 Express Company for the term, for the rent and upon the terms and conditions and covenants set forth in said Lease the following railroad equipment:

4 Class "A" 50' 70-ton all steel insulated bunkerless refrigerator cars, Association of American Railroads Mechanical Designation "RBL", bearing letters and road numbers RBNX 90413, 90414, 90425, 90426.

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

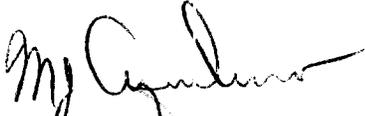
THIRD This Supplemental Agreement shall not be construed as in any way amending said Agreement and Lease together constituting Fruit Growers Express Company Equipment Trust of 1971, Series TT, and said Agreement and Lease shall remain and be in full force and effect in accordance with their terms.

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.

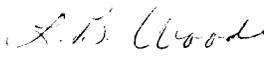
IN WITNESS WHEREOF, THE RIGGS NATIONAL BANK OF WASHINGTON, D.C., Trustee, party of the first part, and FRUIT GROWERS EXPRESS COMPANY, party of the second part, have caused there presents to be signed in their respective corporate names and their respective corporate seals to be hereunto affixed and duly 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

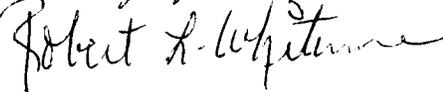

Sr. Vice President

Attest:


Assistant Trust Officer

In the presence of:

(Seal)

Witnesses

FRUIT GROWERS EXPRESS COMPANY

By



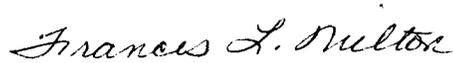
C. S. Hill
President

(Seal)

Attest:


Secretary

In the presence of:




Witnesses.

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

On this *23rd* day of *November*, 1979, before me personally appeared **M. J. AQUILINO**, to me known, who being by me duly sworn, did depose and say that he resides at *508 Scott Drive Silver Spring Md*; that he is a ^{*Senior*} Vice President of THE RIGGS NATIONAL BANK OF WASHINGTON, D. C., one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporation's 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.

mae m. Johns
Notary Public
My Commission Expires Sept. 30, 1981

(Notarial Seal)

DISTRICT OF COLUMBIA,
CITY OF WASHINGTON, }

ss.:

On the *5th* day of *November*, 1979, before me personally came C. S. Hill, to me known, who being by me duly sworn, did depose and say that he resides at 5B 1 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; 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.

[Handwritten Signature]
Notary Public

My Commission Expires January 1, 1982

(Notarial Seal)