



LOUISVILLE & NASHVILLE RAILROAD COMPANY

P. O. Box 32290

40232

LOUISVILLE, KENTUCKY TELEPHONE (502) 587-5235

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MAR 23 1981 2 35 PM
RECEIVED

LAW DEPARTMENT

March 20, 1981

DAVID M YEARWOOD
GENERAL ATTORNEY

1-082A137

Ms. Agatha Mergenovich
Secretary
Interstate Commerce Commission
Washington, D. C. 20423

Countersigned Franki Milton

Dear Madam Secretary:

There are transmitted to you herewith for filing and recordation, pursuant to 49 U.S.C. Section 11303, six duly executed counterparts of an Amendment Agreement dated as of March 16, 1981 between Fruit Growers Express Company, whose address is 1625 K Street, N.W., Washington, D. C. 20006 and Louisville and Nashville Railroad Company, whose address is 908 West Broadway, P. O. Box 32290, Louisville, Kentucky 40232.

This Amendment Agreement amends that Agreement dated as of February 11, 1981 between said parties which was filed and recorded with the Interstate Commerce Commission on February 18, 1981 and assigned Recordation No. 12936. The expiration date of March 15, 1981 is extended to May 16, 1981.

Attached hereto is a draft in the amount of \$10.00, payable to the Interstate Commerce Commission, to cover the recordation fee for said Amendment Agreement.

This letter of transmittal is signed by an officer of Louisville and Nashville Railroad Company designated for the purpose hereof who has knowledge of the matters set forth herein.

After recordation, please send the recorded counterparts of said Amendment Agreement to:

Mr. Robert W. Polster
Corporate Counsel & Secretary
Fruit Growers Express Company
1625 K Street, N.W.
Suite 700
Washington, D. C. 20006

Respectfully yours,

LOUISVILLE AND NASHVILLE RAILROAD COMPANY

By David M. Yearwood
David M. Yearwood
General Attorney

Attachment

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

David M. Yearwood
Louisville & Nashville RR Co.
P. O. Box 32290
Louisville, Kentucky 40232

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 3/23/71 at 2:45PM, and assigned re-
recording number(s). 10005-A

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

12936-A
MAR 23 1981 3 13 PM
MULTISTATE COMMERCE COMMISSION

AMENDMENT

Dated as of March 16, 1981

To

AGREEMENT

Dated as of February 11, 1981

between

FRUIT GROWERS EXPRESS COMPANY

and

LOUISVILLE & NASHVILLE RAILROAD COMPANY

Covering

50 Transfer Cabooses

THIS AGREEMENT, dated as of March 16, 1981, by and between FRUIT GROWERS EXPRESS COMPANY, a Delaware corporation ("FGE"), and LOUISVILLE & NASHVILLE RAILROAD COMPANY, a Kentucky Corporation ("L&N"):

* * * * *

FGE and L&N entered into a Purchase Agreement, dated on or about September 5, 1980, as amended and modified by various correspondence and by such agreements as have been made or may be made between the parties (which Purchase Agreement, as amended and modified, whether now or in the future, is made a part hereof by reference), whereunder FGE (among other things) to construct at its Alexandria, Virginia, plant and deliver to L&N at Alexandria, Virginia, or at such other point or points as directed by L&N, and L&N agreed to accept and pay for:

50 Transfer Cabooses, bearing L&N road numbers 6600 through 6649, inclusive.

FGE and L&N entered into a certain Agreement dated as of February 11, 1981, providing for use by L&N of said Cabooses pending completion of financing arrangements, by virtue of which Agreement FGE agreed to give L&N temporary custody and possession of the Equipment on their completion, soley as a bailee of said Cabooses.

Inasmuch as financing arrangements for certain of the Cabooses have not yet been consummated, the parties hereby agree that the terms and conditions of that certain Agreement dated as of February 11, 1981, by and between the parties is amended so that all of the terms and conditions contained therein are extended and kept in full force and effect as to all Cabooses which have not yet been accepted and paid for until May 16, 1981, or the date of consummation of the financing arrangements referred to, whichever occurs earlier.

FRUIT GROWERS EXPRESS COMPANY

By W. K. Levenson
Vice President

(Corporate Seal)

Attest:

Paul T. Foster
Secretary

LOUISVILLE & NASHVILLE RAILROAD COMPANY

By David M. Jamwood
Director of Finance

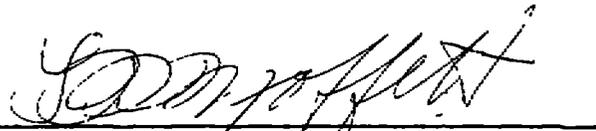
(Corporate Seal)

Attest:

David M. Jamwood
ATTESTING OFFICER

DISTRICT OF COLUMBIA)
) SS:
CITY OF WASHINGTON)

On this 19th day of March, 1981, before me personally appeared W. K. Levenson to me that he is a Vice-President of FRUIT GROWERS EXPRESS COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said coporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

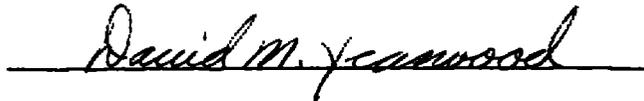


L. W. MOFFITT, Notary Public
City of Washington, District of Columbia
My Commission Expires October 14, 1982

(Notarial Seal)

STATE OF KENTUCKY)
)
COUNTY OF JEFFERSON)

On this 20th day of March, 1981, before me personally appeared *David D. Owen* to me personally known, who, being by me duly sworn, says that he is *Director of Finance* of LOUISVILLE & NASHVILLE RAILROAD COMPANY, 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 its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Commission Expires: December 11, 1983

(Notarial Seal)