



Robert F. Hochwarth
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RECORDATION NO. 14988-13 Filed & Recorded

NOV 6 1986 2-4 5 PM

INTERSTATE COMMERCE COMMISSION

November 4, 1986

VIA PUROLATOR COURIER

Secretary
Interstate Commerce Commission
Constitution Avenue and
12th Street, N.W.
Washington, DC 20423

Attn.: Recordation Unit

Gentlemen:

Date 11/6/86
Fee \$ 10.00
ICC Washington, D.C.

Enclosed are six executed counterparts of a Second Supplemental Agreement dated as of November 1, 1986, among Gunderson, Inc., Intermodal Systems, Inc., and The Chesapeake and Ohio Railway Company.

This is a secondary document and constitutes a supplemental agreement amending that certain interim user agreement dated June 10, 1986, as amended, allowing the use of the equipment described below pending establishment of permanent financing, which agreement was recorded with the Commission on June 25, 1986 under Recordation No. 14988. A Supplemental Agreement dated August 20, 1986 was recorded on August 29, 1986 under Recordation No. 14988A. The names and addresses of the parties are as follows:

Bailor:

Gunderson, Inc.
4350 N.W. Front Avenue
Portland, OR 97208

Bailee:

The Chesapeake and Ohio Railway Company
100 North Charles Street
Baltimore, MD 21201

Sub-Bailee:

Intermodal Systems, Inc.
10 Parsonage Road
Edison, NJ 08830

Secretary
Interstate Commerce Commission:
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The equipment covered by the above document consists of 28 five-unit articulated double-stacking railroad container cars to bear identification Nos. NYSW6813 - NYSW6840, inclusive; AAR mechanical description: FCA. The equipment will also be marked "Sea-Land" or "owned by The Chesapeake and Ohio Railway Company" or in some other appropriate manner and will also be marked "subject to a security agreement filed with the Interstate Commerce Commission."

Also enclosed is a draft in the amount of \$10.00 representing the required recordation fee.

Pursuant to the Commission's rules and regulations for recordation of certain documents under 49 U.S.C. §11303, you are hereby requested to file one of the enclosed counterparts for record in your office and return the remaining copies to me.

Very truly yours,



Robert F. Hochwarth

RFH:awc
(Enclosures)

RECORDATION NO. 14988-B Filed & Recorded

NOV 6 1986 2-45 PM

INTERSTATE COMMERCE COMMISSION

THIS SECOND SUPPLEMENTAL AGREEMENT, dated as of November 1, 1986, among GUNDERSON, INC., an Oregon corporation (Manufacturer), INTERMODAL SYSTEMS, INC., a Delaware Corporation (Intermodal), and THE CHESAPEAKE AND OHIO RAILWAY COMPANY, a Virginia corporation (C&O):

W I T N E S S E T H:

The parties hereto entered into an Agreement dated as of June 10, 1986, and a Supplemental Agreement dated as of August 20, 1986, pursuant to which Manufacturer agreed to let Intermodal have temporary custody and possession of twenty-eight (28) five-unit articulated double-stacking railroad container cars (the Cars) more fully identified in said Agreement, with C&O acting as bailee of the Cars and Intermodal acting as sub-bailee of the Cars.

Under the terms of the Agreement, as supplemented, the Agreement expires on the earlier of November 20, 1986, or the date of establishment of certain financing arrangement(s).

The parties hereto hereby agree that the term of the Agreement is extended until the period ending on the earlier of December 31, 1986, or the date of establishment of financing arrangement(s) for the Cars.

Except as set forth herein, the terms of the Agreement shall remain otherwise in effect.

This Second Agreement shall be governed by and in accord-

ance with the laws of the State of Maryland.

Attest:
(CORPORATE SEAL)

THE CHESAPEAKE AND OHIO RAILWAY
COMPANY

By: *Patricia J. Hunsley*
Secretary

By: *A. B. Nystrom*
Treasurer

Attest:
(CORPORATE SEAL)

GUNDERSON, INC.

By: *Ralph W. Gibert*
Ralph W. Gibert
Ass't. Secretary

By: *Stephen L. Ballo*
Stephen L. Ballo
Ass't. Vice President

Attest:
(CORPORATE SEAL)

INTERMODAL SYSTEMS, INC.

By: *Oliver J. Trytell*
Oliver J. Trytell
Assistant Secretary

By: *Robert S. Ingram*
Robert S. Ingram
President

STATE OF MARYLAND)
) SS:
CITY OF BALTIMORE)

On this 4th day of November 1986, before me personally appeared A. B. Aftoora, to me personally known who, being by me duly sworn, says that he is Treasurer of THE CHESAPEAKE AND OHIO RAILWAY 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 acknowledges that the execution of the foregoing instrument was the free act and deed of said Corporation.

(NOTARIAL SEAL)

Bealick M. McCauley
Notary Public

My Commission Expires: 7-1-90

STATE OF OREGON)
) SS:
COUNTY OF MULTNOMAH)

On this 3rd day of November, 1986, before me personally appeared Stephen L. Ballo, to me personally known who, being by me duly sworn, says that he is Ass't. Vice President of GUNDERSON, INC.; 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.

(NOTARIAL SEAL)

Constance P. Kiser
Notary Public

My Commission Expires: Feb. 28, 1987

STATE OF NEW JERSEY)
) SS:
COUNTY OF MIDDLESEX)

On this 31st day of October, 1986, before me personally appeared Oliver J. Trytell, to me personally known who, being by me duly sworn, says that he is the Assistant Secretary of INTERMODAL SYSTEMS, INC.; 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

(NOTARIAL SEAL)

Regina D. Millward
Notary Public

My Commission Expires:

REGINA D. MILLWARD
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires July 31, 1989