

REGISTRATION NO. 11714-A File # 1475

Alan A. Rudnick  
Assistant General Solicitor  
August 29, 1980

**AUG 29 1980 - 10 30 AM**  
INTERSTATE COMMERCE COMMISSION



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

Law Department  
Terminal Tower  
P. O. Box 6419  
Cleveland, Ohio 44101  
216 623 2471

Attention: Mrs. M. R. Lee, Room 2303  
Recordation Unit

No. 2020  
Date AUG 29 1980  
Fee \$ 10.00  
ICC Washington, D. C.

Re: Amendment dated as of August 25, 1980,  
to Agreement dated as of April 15, 1980  
between Fruit Growers Express Company and  
The Chesapeake and Ohio Railway Company

RECORDED  
INDEXED  
AUG 29 1980

Dear Ms. Mergenovich:

Enclosed are executed counterparts Nos. 1, 2, and 3 (of 6) of an Amendment dated as of August 25, 1980 to Agreement dated as of April 15, 1980, between The Chesapeake and Ohio Railway Company ("C&O"), P. O. Box 6419, Cleveland, Ohio 44101 (as Bailee) and Fruit Growers Express Company, 1625 K Street, N.W., Washington, D. C. 20006 (as Bailor).

The equipment covered by the above documents consists of:

- 37 Bay Window Cabooses to be manufactured by Fruit Growers Express Company, 1625 K Street, N.W., Suite 700, Washington, D. C. 20006, and to bear C&O's road numbers 904094 - 904130, inclusive.

AAR Mechanical Designation: NE

The above equipment will be lettered "Chessie System", "C&O", or in some other appropriate manner, and will also be marked with the following legend:

"OWNERSHIP SUBJECT TO A  
SECURITY AGREEMENT FILED WITH THE  
INTERSTATE COMMERCE COMMISSION."

Also enclosed is a remittance in the amount of \$10 representing the required recording fee.

The Agreement dated as of June 1, 1980, to which this Amendment refers was recorded with the Secretary of the Interstate Commerce Commission on April 23, 1980 at 1:40 p.m. and assigned Recordation Number 11714.

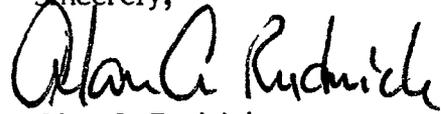
Pursuant to the Commission's rules and regulations for the recordation of certain documents under 49 USC Sec. 11303 (formerly Sec. 20c of the Interstate Commerce Act), as currently administered, you are hereby requested to file one of the enclosed counterparts for record in your office and to return the remaining copies to me at my above address.

*Counterpart to 37 Judite B. Byrum*



Thank you in advance for your cooperation.

Sincerely,

A handwritten signature in black ink that reads "Alan A. Rudnick". The signature is written in a cursive style with a large initial "A".

Alan A. Rudnick

AAR:aj  
Enclosures

**Interstate Commerce Commission**  
Washington, D.C. 20423

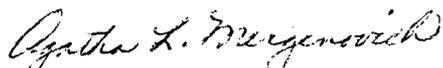
**OFFICE OF THE SECRETARY**

Alan A. Rudnick  
Chessie System-Law Dept.  
Terminal Tower  
P. O. Box 6419  
Cleveland, Ohio 44101

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 8/29/80 at 10:30AM , and assigned re-  
recording number(s). 11714-A, 11909-A, & 11915-A

Sincerely yours,

  
Agatha L. Mergenovich  
Secretary

Enclosure(s)

REGISTRATION NO. 11714-A  
FILED 1425

EXECUTED IN 6 COUNTERPARTS  
OF WHICH THIS IS NO. 2

AUG 29 1980-10 30 AM

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INTERSTATE COMMERCE COMMISSION  
AMENDMENT

Dated as of July 15, 1980,

To

AGREEMENT

Dated as of April 15, 1980

between

FRUIT GROWERS EXPRESS COMPANY

and

THE CHESAPEAKE AND OHIO RAILWAY COMPANY

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Covering

37 Bay Window Cabooses

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THIS AGREEMENT, dated as of July 15, 1980, by and between FRUIT GROWERS EXPRESS COMPANY, a Delaware corporation ("Manufacturer"), and THE CHESAPEAKE OHIO RAILWAY COMPANY, a Virginia corporation ("C&O").

\* \* \* \* \*

The Manufacturer and C&O entered into a Purchase Agreement, dated on or about October 6, 1978, 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 the Manufacturer agreed (among other things) to construct at its Alexandria, Virginia, plant and deliver to C&O at Alexandria, Virginia, or at such other point or points as directed by C&O, and C&O agreed to accept and pay for the following railroad equipment ("Cabooses")

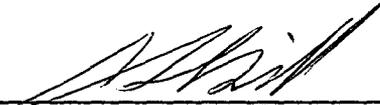
37 Bay Window Cabooses, bearing C&O road numbers 904094 through 904130, inclusive.

The Manufacturer and C&O entered into a certain Agreement dated as of April 15, 1980, providing for use by C&O of said Cabooses pending completion of financing arrangements, by virtue of which Agreement Manufacturer agreed to give C&O temporary custody and possession of the Equipment on their completion, solely 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 April 15, 1980, 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 December 1, 1980, or the date of consummation of the financing arrangements referred to, whichever occurs earlier.

FRUIT GROWERS EXPRESS COMPANY

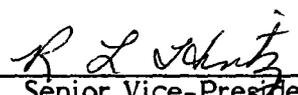
By   
PRESIDENT

(Corporate Seal)

Attest:

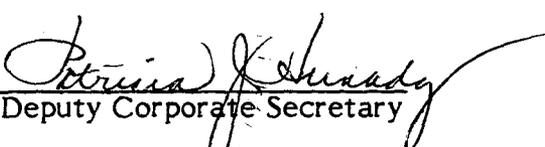
  
Secretary

THE CHESAPEAKE AND OHIO  
RAILWAY COMPANY

By   
Senior Vice-President

(Corporate Seal)

Attest:

  
Deputy Corporate Secretary

