



January 4, 1990

Istel Rail Corporation

55 Francisco Street
San Francisco, CA 94133
(415) 984-4000
(415) 781-1035 Fax

15677-13
RECORDATION NO. FILED 1425

JAN 5 1990 -12 20 PM

INTERSTATE COMMERCE COMMISSION

0-005A072

Hon. Noreta R. McGee
Secretary
Interstate Commerce Commission
Washington, DC 20423

Re: **Amendment No. 3 to Schedule No. 1 to Lease dated as of December 29, 1979, between Istel Rail Corporation and E. I. du Pont de Nemours & Co. ("Dupont")**

Dear Ms. McGee:

On behalf of Istel Rail Corporation, the above instrument, in three (3) counterparts, is hereby submitted for filing and recording pursuant to 49 U.S.C. Section 11303(a), along with the \$15 recordation fee.

Please record this Amendment under Schedule 2 and Lease Agreement dated as of December 29, 1979, between Istel Rail Corporation and Dupont, which was filed with the ICC on June 9, 1988, under Recordation No. 15677.

The parties to the aforementioned instrument are listed below:

Istel Railcar Corporation (Lessor)
55 Francisco Street
San Francisco, California 94133

E. I. duPont de Nemours & Co. (Lessee)
1007 Market Street
Wilmington, Delaware 19898

This Amendment amends the entity to whom equipment described in Amendment No. 2 is to be subleased. The name of the entity "Union Pacific Fruit Express Company . . ." is deleted and replaced by "American Refrigerator Transit Company. . ."

Please return to the undersigned the stamped counterparts not required for filing purposes, together with the ICC fee receipt and acknowledgment letter.

Very truly yours,

Patricia Schumacker

Patricia Schumacker
Legal Assistant

RECORDATION NO. 15677B FILED 1433

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AMENDMENT NO. 3

INTERSTATE COMMERCE COMMISSION

THIS AMENDMENT NO. 3 ("Amendment") to Schedule No. 1 dated December 29, 1979 ("Schedule No. 1") to that certain Railroad Car Lease Agreement dated as of December 29, 1979, as amended (the "Agreement"), between ITEL RAIL CORPORATION, as successor in interest to Itel Railcar Corporation, as lessor ("Lessor"), and E.I. DU PONT DE NEMOURS & CO., (INC.), as lessee ("Lessee"), is made this 29th day of December, 1989 between Lessor and Lessee.

R E C I T A L S:

- A. Lessor and Lessee are parties to Schedule No. 1 and the Agreement pursuant to which nineteen (19) RBL boxcars bearing the reporting marks ARDP 787000-787008 and ARDP 787010-787019 (the "Cars") have been leased by Lessor to Lessee.
- B. In Amendment No. 2 dated October 9, 1989 ("Amendment No. 2") to Schedule No. 1 to the Agreement Lessor consented to Lessee's entering into a sublease agreement with the Union Pacific Fruit Express Company, (a wholly owned subsidiary of Union Pacific Railroad Company and Missouri Pacific Railroad Company).
- C. Lessor and Lessee desire to amend the Agreement with respect to the party to whom Lessee will sublease the Cars.

NOW, THEREFORE, in consideration of the premises and mutual covenants contained herein, the parties hereto agree to amend Schedule No. 1 and the Agreement as follows:

- 1. All terms defined in Schedule No. 1 and the Agreement shall have their defined meanings when used in this Amendment.
- 2. This Amendment shall become effective upon its full execution by both parties.
- 3. In Section 9 of Amendment No. 2 the words "Union Pacific Fruit Express Company, (a wholly owned subsidiary of Union Pacific Railroad Company and Missouri Pacific Railroad Company, collectively)" shall be deleted and replaced by the words "American Refrigerator Transit Company, (a wholly owned subsidiary of the Missouri Pacific Railroad Company)."
- 4. Except as expressly modified by this Amendment, all terms and provisions of the Agreement shall remain in full force and effect with respect to all of the Cars subject to the Agreement.

5. This Amendment may be executed by the parties hereto in any number of counterparts, and all said counterparts taken together shall be deemed to constitute one and the same instrument.

ITEL RAIL CORPORATION

By: Robert Kichala

Title: Vice President Finance

Date: December 29, 1989

E. I. DU PONT DE NEMOURS & CO., (INC.)

By: Shirley D. Williams

Title: Senior Specialist

Date: 12/16/89

STATE OF CALIFORNIA)
) ss:
COUNTY OF SAN FRANCISCO)

On this 29th day of December, 1989, before me personally appeared Robert Kiehnle, to me personally known, who being by me duly sworn says that such person is Vice President Finance of IteL Rail Corporation, that the foregoing Amendment No. 3 was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Sharon L. Van Fossan
Notary Public



STATE OF Delaware)
) ss:
COUNTY OF New Castle)

On this 6 day of December, 1989, before me personally appeared Shirley Williams, to me personally known, who being by me duly sworn says that such person is Senior Specialist of E. I. duPont de Nemours & Co., (Inc.) that the foregoing Amendment No. 3 was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Margaret Vanore
Notary Public