

**CBT THE CONNECTICUT BANK AND TRUST COMPANY**

ONE CONSTITUTION PLAZA  
HARTFORD, CONNECTICUT 06115

9-345A023

December 10, 1979

Date **DEC 11 1979**

Fee \$ 10.00

Secretary  
Interstate Commerce Commission  
Washington, D. C. 20423

RECORDATION NO. 10273-A Filed 1425

**DEC 11 1979 - 12 10 PM**

CC Washington, D. C.

INTERSTATE COMMERCE COMMISSION

RECEIVED  
DEC 11 12 01 PM '79  
I. C. C.  
FEE OPERATIONS

Dear Sir,

Enclosed for recordation under the provisions of 49 U.S.C. §11303(a) and the regulations thereunder are the original and two copies of an Amendment to Lease of Railroad Equipment dated as of November 1, 1979 (which amends a Lease of Railroad Equipment, dated as of April 3, 1979 and recorded with the Interstate Commerce Commission on April 10, 1979 at 3:45 p.m., Recordation No. 10273, filed 1425).

A general description of the railroad equipment covered by the enclosed document is as follows:

Two Hundred (200) 50'6" 70-ton Boxcars manufactured by Whittaker Corporation (Berwick, Forge and Fabricating Division), marked and numbered HCRC 3001 to HCRC 3200, both inclusive.

The names and addresses of the parties to the enclosed document are:

LESSEE: Interpool, Ltd.  
630 Third Avenue  
New York, New York 10017

LESSOR: The Connecticut Bank and Trust Company,  
as Trustee  
One Constitution Plaza  
Hartford, Connecticut 06115

The undersigned is an executive officer of the Lessor having knowledge of the matters set forth therein.

Please return the copies of the enclosed documents to Barry Roberts, Esq., Pope, Ballard & Loos, 700 Brawner Building, 888 Seventh Street N.W., Washington, D. C. 20006.

Sincerely,  
THE CONNECTICUT BANK AND TRUST COMPANY, not  
individually but solely as Trustee under  
Refco-Interpool Trust No. 79-1

By

*[Signature]* Asst. Vice Pres.

*Leslie M. Shulman*  
*[Signature]*

DEC 11 1979 - 12 10 PM

AMENDMENT TO LEASE OF  
RAILROAD EQUIPMENT

INTERSTATE COMMERCE COMMISSION

THIS AMENDMENT TO LEASE, dated as of November 1, 1979, between THE CONNECTICUT BANK AND TRUST COMPANY (not in its individual capacity but solely as Trustee under a Trust Agreement dated April 3, 1979 between said bank and Parliament Discount Corporation) and INTERPOOL, LTD., a Bahamian corporation.

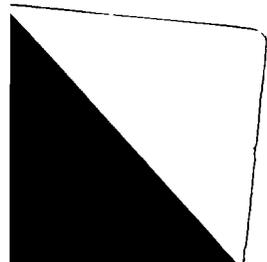
WHEREAS, the parties hereto have entered into a Lease of Railroad Equipment, dated as of April 3, 1979, recorded with the Interstate Commerce Commission on April 10, 1979 at 3:45 p.m., Recordation No. 10273, Filed 1425 (the "Lease"); and

WHEREAS, the parties hereto desire to amend the Lease in the manner set forth below;

NOW THEREFORE, in consideration of the premises and pursuant to the provisions of Section 23 of the Lease, the parties hereto hereby agree as follows:

1. Section 8 of the Lease shall be amended in its entirety and there shall be substituted therefor a new Section 8 providing as follows:

Section 8: Reports. Contemporaneously with each periodic rental payment, commencing with the payment due March 1, 1980, the Lessee will furnish to the Lessor and Holder an accurate statement (a) setting forth as of the first day of the previous three (3) month period (the "Reporting Date") the amount, description and numbers of all Units then leased hereunder, description and numbers of all Units that have suffered a Casualty Occurrence during the three month period immediately preceding the Reporting Date, and such other information regarding the condition and state of repair of the Units as the Lessor, Trustor or Holder may reasonably request (which statement shall be in addition to the notice of Casualty Occurrence required in Section 7); (b) stating that, in the case of all Units repainted or repaired during the three month period immediately preceding the Reporting Date, the road numbers and markings required by Section 5 hereof have



been preserved or replaced; and (c) setting forth the percentage of Total Car Hours during the three month period immediately preceding the Reporting Date that Equipment was physically located in the continental United States and the percentage of Total Car Hours during such three month period that Equipment was physically located in Canada. For purposes of this Section 8, Total Car Hours shall equal the product of (i) the number of Items of Equipment subject to the Lease during the applicable three-month period, (ii) the number of days in such three-month period and (iii) 24 hours per day.

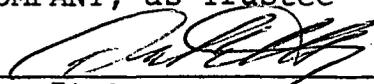
2. Exhibit A to the Lease shall be amended in its entirety and there shall be substituted therefor an Amended Exhibit A consisting of pages A-1 through A-13 attached hereto.

3. Except as provided herein, the Lease shall continue in full force and effect as executed by the parties thereto.

IN WITNESS WHEREOF, the parties hereto have executed or caused this instrument to be executed as of the date first above written.

THE CONNECTICUT BANK AND TRUST  
COMPANY, as Trustee

By

  
Its ASSISTANT VICE PRESIDENT

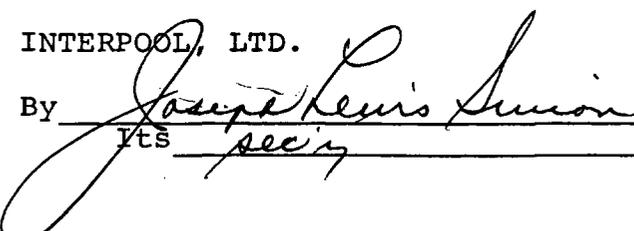
(SEAL)

ATTEST:

  
Asst Sec

INTERPOOL, LTD.

By

  
Its *sec'y*

(SEAL)

ATTEST:

  
Asst VP.

STATE OF CONNECTICUT

COUNTY OF HARTFORD

On this 7th day of December, 1979, before me personally appeared Donald E. Smith, to me personally known, who being by me duly sworn, says that he is an authorized officer of THE CONNECTICUT BANK AND TRUST COMPANY, that the seal 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.

Barbara S. Kacich

BARBARA S. KACICH  
NOTARY PUBLIC  
MY COMMISSION EXPIRES MARCH 31, 1982

STATE OF NEW YORK

COUNTY OF NEW YORK

On this 10th day of December, 1979, before me personally appeared Joseph Lewis Simon, to me personally known, who being by me duly sworn, says that he is an authorized officer of INTERPOOL, LTD., that the seal 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.

Ellen E. McCarron

ELLEN E. MCCARRON  
Notary Public, State of New York  
No. 43-4651078  
Qualified in Richmond County  
Certificate filed in New York County  
Commission Expires March 30, 1981

AMENDED EXHIBIT A AS PERTAINS TO RAILROAD  
CARS ACCEPTED APRIL 18, 1979

Exhibit "A" To Lease Agreement Dated as of  
April 3, 1979 Between The Connecticut Bank &  
Trust Co. and Interpool Limited, as Lessee

Manufacturer of Equipment:

Whittaker Corporation  
(Berwick, Forge and Fabricating  
Division)

Description of Mark and  
Number of Items of  
Equipment:

12 50'6" 70 Ton Boxcars  
Marked and Numbered HCRC  
3065, 3066, 3067, 3068,  
3069, 3074, 3075, 3081,  
3107, 3119, 3120, 3121

Base Purchase Price of  
Each Unit:

\$35,517.34

Per Diem Interim Rental:

.026383 of the Base Purchase  
Price of each Unit

Quarterly Periodic Rental:

\$ 10,260.67

Commencement Date:

April 18, 1979, Date of  
Delivery and Acceptance  
Certificate

AMENDED EXHIBIT A "AS PERTAINS TO RAILROAD  
CARS ACCEPTED

Exhibit "A" to Lease Agreement Dated as of  
April 3, 1979 Between the Connecticut Bank &  
Trust Co. and Interpool Limited, as Lessee

Manufacturer of Equipment:	Whittaker Corporation (Berwick, Forge and Fabricating Division)
Description of Mark and Number of Items of Equipment:	13- 50'6" 70 Ton Boxcars Marked and Numbered HCRC 3073, 3079, 3080, 3090, 3105, 3109, 3110, 3111, 3113, 3114, 3118, 3125, 3126
Base Purchase Price of Each Unit:	\$35,517.34
Per Diem Interim Rental:	.026383 of the Base Purchase Price of each Unit
Quarterly Periodic Rental:	\$11,115.73
Commencement Date:	April 19, 1979 Date of Delivery and Acceptance Certificate

AMENDED EXHIBIT A AS PERTAINS TO RAILROAD  
CARS ACCEPTED

Exhibit "A" to Lease Agreement Dated as of  
April 3, 1979 Between the Connecticut Bank &  
Trust Co. and Interpool Limited, as Lessee

Manufacturer of Equipment:	Whittaker Corporation (Berwick, Forge and Fabricating Division)
Description of Mark and Number of Items of Equipment:	25- 50'6" 70 Ton Boxcars Marked and Numbered HCRC 3018, 3106, 3112, 3122, 3131 thru 3151
Base Purchase Price of Each Unit:	\$35,517.34
Per Diem Interim Rental:	.026383 of the Base Purchase Price of each Unit
Quarterly Periodic Rental:	\$21,376.40
Commencement Date:	April 24, 1979      Date of Delivery and Acceptance Certificate

AMENDED EXHIBIT A AS PERTAINS TO RAILROAD  
CARS ACCEPTED

Exhibit "A" to Lease Agreement Dated as of  
April 3, 1979 Between the Connecticut Bank &  
Trust Co. and Interpool Limited, as Lessee

Manufacturer of Equipment:

Whittaker Corporation  
(Berwick, Forge and Fabricating  
Division)

Description of Mark and  
Number of Items of  
Equipment:

5-50'6" 70 Ton Boxcars  
Marked and Numbered HCRC  
3092, 3123, 3124, 3127, 3129

Base Purchase Price of  
Each Unit:

\$35,517.34

Per Diem Interim Rental:

.026383 of the Base Purchase  
Price of each Unit

Quarterly Periodic Rental:

\$4,275.28

Commencement Date:

April 24, 1979 Date of  
Delivery and Acceptance  
Certificate

AMENDED EXHIBIT A AS PERTAINS TO RAILROAD  
CARS ACCEPTED

Exhibit "A" to Lease Agreement Dated as of  
April 3, 1979 Between the Connecticut Bank &  
Trust Co. and Interpool Limited, as Lessee

Manufacturer of Equipment:	Whittaker Corporation (Berwick, Forge and Fabricating Division)
Description of Mark and Number of Items of Equipment:	26- 50'6" 70 Ton Boxcars Marked and Numbered HCRC 3012, 3016, 3033, 3088, 3093, 3102 thru 3104, 3117, 3152 thru 3168
Base Purchase Price of Each Unit:	\$35,517.34
Per Diem Interim Rental:	.026383 of the Base Purchase Price of each Unit
Quarterly Periodic Rental:	\$22,231.45
Commencement Date:	April 26, 1979      Date of Delivery and Acceptance Certificate

AMENDED EXHIBIT A AS PERTAINS TO RAILROAD  
CARS ACCEPTED

Exhibit "A" to Lease Agreement Dated as of  
April 3, 1979 Between the Connecticut Bank &  
Trust Co. and Interpool Limited, as Lessee

Manufacturer of Equipment:

Whittaker Corporation  
(Berwick, Forge and Fabricating  
Division)

Description of Mark and  
Number of Items of  
Equipment:

19- 50'6" 70 Ton Boxcars  
Marked and Numbered HCRC  
3001, 3008, 3010, 3014, 3015,  
3022, 3025 thru 3028, 3040,  
3052, 3057, 3089, 3094, 3101,  
3108, 3169, 3171

Base Purchase Price of  
Each Unit:

\$35,517.34

Per Diem Interim Rental:

.026383 of the Base Purchase  
Price of each Unit

Quarterly Periodic Rental:

\$16,246.06

Commencement Date:

May 1, 1979 Date of  
Delivery and Acceptance  
Certificate

AMENDED EXHIBIT A AS PERTAINS TO RAILROAD  
CARS ACCEPTED

Exhibit "A" to Lease Agreement Dated as of  
April 3, 1979 Between the Connecticut Bank &  
Trust Co. and Interpool Limited, as Lessee

Manufacturer of Equipment:

Whittaker Corporation  
(Berwick, Forge and Fabricating  
Division)

Description of Mark and  
Number of Items of  
Equipment:

6- 50'6" 70 Ton Boxcars  
Marked and Numbered HCRC  
3035, 3039, 3045, 3053,  
3056, 3071

Base Purchase Price of  
Each Unit:

\$35,517.34

Per Diem Interim Rental:

.026383 of the Base Purchase  
Price of each Unit

Quarterly Periodic Rental:

\$5,130.34

Commencement Date:

May 1, 1979 Date of  
Delivery and Acceptance  
Certificate

AMENDED EXHIBIT A AS PERTAINS TO RAILROAD  
CARS ACCEPTED

Exhibit "A" to Lease Agreement Dated as of  
April 3, 1979 Between the Connecticut Bank &  
Trust Co. and Interpool Limited, as Lessee

Manufacturer of Equipment: Whittaker Corporation  
(Berwick, Forge and Fabricating  
Division)

Description of Mark and  
Number of Items of  
Equipment: 8 - 50'6" 70 Ton Boxcars  
Marked and Numbered HCRC  
3021, 3024, 3041, 3083,  
3091, 3115, 3116, 3130

Base Purchase Price of  
Each Unit: \$35,517.34

Per Diem Interim Rental: .026383 of the Base Purchase  
Price of each Unit

Quarterly Periodic Rental: \$6,840.45

Commencement Date: May 1, 1979 Date of  
Delivery and Acceptance  
Certificate

AMENDED EXHIBIT A AS PERTAINS TO RAILROAD  
CARS ACCEPTED

Exhibit "A" to Lease Agreement Dated as of  
April 3, 1979 Between the Connecticut Bank &  
Trust Co. and Interpool Limited, as Lessee

Manufacturer of Equipment: Whittaker Corporation  
(Berwick, Forge and Fabricating  
Division)

Description of Mark and  
Number of Items of  
Equipment: 14 - 50'6" 70 Ton Boxcars  
Marked and Numbered HCRC  
3005, 3032, 3038, 3046, 3070,  
3085 thru 3087, 3095 thru 3098,  
3172, 3176

Base Purchase Price of  
Each Unit: \$ 35,517.34

Per Diem Interim Rental: .026383 of the Base Purchase  
Price of each Unit

Quarterly Periodic Rental: \$11,970.78

Commencement Date: May 3, 1979 Date of  
Delivery and Acceptance  
Certificate

AMENDED EXHIBIT A AS PERTAINS TO RAILROAD  
CARS ACCEPTED

Exhibit "A" to Lease Agreement Dated as of  
April 3, 1979 Between the Connecticut Bank &  
Trust Co. and Interpool Limited, as Lessee

Manufacturer of Equipment: Whittaker Corporation  
(Berwick, Forge and Fabricating  
Division)

Description of Mark and  
Number of Items of  
Equipment:

22- 50'6" 70 Ton Boxcars  
Marked and Numbered HCRC  
3011, 3013, 3029, 3030, 3054,  
3055, 3061, 3063, 3099, 3173,  
3174, 3175, 3179, 3180, 3185  
3186, 3189 thru 3194.

Base Purchase Price of  
Each Unit: \$35,517.34

Per Diem Interim Rental: .026383 of the Base Purchase  
Price of each Unit

Quarterly Periodic Rental: \$18,811.32

Commencement Date: May 8, 1979 Date of  
Delivery and Acceptance  
Certificate

AMENDED EXHIBIT A AS PERTAINS TO RAILROAD  
CARS ACCEPTED

Exhibit "A" to Lease Agreement Dated as of  
April 3, 1979 Between the Connecticut Bank &  
Trust Co. and Interpool Limited, as Lessee

Manufacturer of Equipment:	Whittaker Corporation (Berwick, Forge and Fabricating Division)
Description of Mark and Number of Items of Equipment:	4- 50'6" 70 Ton Boxcars Marked and Numbered HCRC 3100, 3197, 3199, 3200
Base Purchase Price of Each Unit:	\$35,517.34
Per Diem Interim Rental:	.026383 of the Base Purchase Price of each Unit
Quarterly Periodic Rental:	\$3,420.24
Commencement Date:	May 8, 1979 Date of Delivery and Acceptance Certificate

AMENDED EXHIBIT A AS PERTAINS TO RAILROAD  
CARS ACCEPTED

Exhibit "A" to Lease Agreement Dated as of  
April 3, 1979 Between the Connecticut Bank &  
Trust Co. and Interpool Limited, as Lessee

Manufacturer of Equipment: Whittaker Corporation  
(Berwick, Forge and Fabricating  
Division)

Description of Mark and  
Number of Items of  
Equipment: 19-50'6" 70 Ton Boxcars  
Marked and Numbered HCRC  
3003, 3006, 3009, 3034, 3037,  
3060, 3072, 3170, 3177, 3178,  
3181 thru 3184, 3187, 3188,  
3195, 3196, 3198

Base Purchase Price of  
Each Unit: \$35,517.34

Per Diem Interim Rental: .026383 of the Base Purchase  
Price of each Unit

Quarterly Periodic Rental: \$16,246.06

Commencement Date: May 10, 1979 Date of  
Delivery and Acceptance  
Certificate

AMENDED EXHIBIT A AS PERTAINS TO RAILROAD  
CARS ACCEPTED

Exhibit "A" to Lease Agreement Dated as of  
April 3, 1979 Between the Connecticut Bank &  
Trust Co. and Interpool Limited, as Lessee

- Manufacturer of Equipment: Whittaker Corporation  
(Berwick, Forge and Fabricating  
Division)

Description of Mark and  
Number of Items of  
Equipment: 27- 50'6" 70 Ton Boxcars  
Marked and Numbered HCRC  
3002, 3004, 3007, 3017, 3019,  
3020, 3023, 3031, 3036, 3042,  
3043, 3044, 3047, 3048, 3049,  
3050, 3051, 3058, 3059, 3062,  
3064, 3076, 3077, 3078, 3082,  
3084, 3128

Base Purchase Price of  
Each Unit: \$35,517.34

Per Diem Interim Rental: .026383 of the Base Purchase  
Price of each Unit

Quarterly Periodic Rental: \$23,086.51

Commencement Date: May 15, 1979 Date of  
Delivery and Acceptance  
Certificate