

ITEL
CORPORATION
RAIL DIVISION

October 2, 1979

RECORDATION NO. *10362-C* Filed 1425

NR-276A040
Date OCT 3 1979
Fee \$ 10.00
ICG Washington, D.C.

Honorable A. L. Mergenovich, Secretary
Interstate Commerce Commission
Washington, D.C. 20423

OCT 3 1979 - 1 15 PM
INTERSTATE COMMERCE COMMISSION

Dear Madam:

Enclosed for filing with and recording by the Interstate Commerce Commission is the original, three counterparts and one photo copy of Amendment Number 1, dated September 20, 1979 to the Lease Agreement dated as of March 8, 1979 between ITEL Corporation, acting through its Rail Division, Two Embarcadero Center, San Francisco, California, 94111 and the Green Bay and Western Railroad, P. O. Box 2507, Green Bay, Wisconsin 54306.

This document concerns the cars referenced on Equipment Schedules 3A, 4A & 9. The foregoing Lease Agreement was filed with the Interstate Commission on May 10, 1979 at 2:00 P.M. and assigned recordation number ~~9504~~.

10362

Also enclosed is our check in the amount of \$10.00 payable to the Interstate Commerce Commission, being the prescribed fee for filing and recording the foregoing document.

Please return all copies of the enclosed that are not required by the Interstate Commerce Commission to David Schwartz, Esq. of Sullivan & Worcester who will be delivering this letter on our behalf.

Sincerely,

Paul Willard
Counsel

PW: bz
Enclosure

TWO EMBARCADERO CENTER
SAN FRANCISCO
CALIFORNIA 94111
(415) 955-9090
TELEX 34-234

RECEIVED
OCT 3 1 03 PM '79
I.C.C.
FEE OPERATION BR.

David M. Schwartz
C. O'Connell

AMENDMENT NUMBER 1 (the "Amendment") dated as of September 20 1979, between **ITEL CORPORATION**, a Delaware corporation, acting through its Rail Division ("Itel Rail") as Lessor and **GREEN BAY AND WESTERN RAILROAD COMPANY**, a Wisconsin corporation ("Lessee") as Lessee.

RECORDATION NO. 10362-C Filed 1425

WITNESSETH OCT 3 1979 - 1 15 PM

INTERSTATE COMMERCE COMMISSION

WHEREAS, Itel Rail and Lessee are parties to a lease dated as of the 8th day of March 1979 (the "Lease") pursuant to which a number of boxcars described therein have been delivered by Itel Rail to Lessee;

NOW, THEREFORE, in consideration of the premises and mutual agreements herein contained, the parties hereto agree to amend the Lease as follows:

1. All terms defined in the Lease shall have the defined meanings when used in this Amendment.
2. Equipment Schedules No. 3 and 4 to the Lease shall be deleted in their entirety and replaced with Equipment Schedules 3A and 4A respectively, copies of which are annexed and form respectively Exhibits 1 and 2 hereto. The Lease shall for all purposes and in all respects be construed as though Equipment Schedules No. 3A and 4A had been annexed thereto at all times in place of Equipment Schedules 3 and 4.
3. Except as expressly modified by this Amendment, all the terms and provisions of the Agreement shall remain in full force and effect.
4. 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 CORPORATION,
RAIL DIVISION**

**GREEN BAY AND WESTERN
RAILROAD COMPANY**

By Carl H. Lyle

By Joseph R. Galassi

Title President

Title President

Date September 24, 1979

Date September 20, 1979

STATE OF Wisconsin

COUNTY OF Brown

On this 20th day of Sept., 1979, before me personally appeared Joseph R. Galassi, to me personally known, who being by me duly sworn says that such person is President of Green Bay & Western R.R., that the foregoing Lease Amendment 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.

Robert L. Goethe
NOTARY PUBLIC

Robert L. Goethe
Notary Public State of Wisconsin
My Commission Expires Feb. 28, 1982

STATE OF CALIFORNIA

COUNTY OF SAN FRANCISCO

On this 24th day of Sept. 1979, before me personally appeared Carl N. Taylor, to me personally known, who being by me duly sworn says that such person is President of Intel Rail Division, that the foregoing Lease Amendment 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.

Randi C. Smith
NOTARY PUBLIC

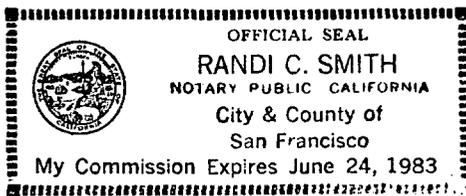


EXHIBIT I

EQUIPMENT SCHEDULE NO. 3A

Itel Corporation, Rail Division hereby leases the following Cars to _____
Green Bay and Western Railroad Company subject to
the terms and conditions of that certain Lease Agreement dated as of _____
March 8, 1979.

A.A.R. Mech. Desig.	Description	Numbers	Dimensions Inside			Doors Width	No. of Cars
			Length	Width	Height		
XM	Box, stl, cush underframe nail- able stl floor, 70 ton trucks, plug doors.	GBW7201 7202 7203 7204 7206 7208 7210 7211 7214 7215 7216 7218 7219 7223 7224 7225 7229 7230 7233 7236 7237 7238	50' 6"	9' 6"	11' 0"	10'	95

ITEL CORPORATION, RAIL DIVISION

BY: Carl M. Lynch

TITLE: President

DATE: September 24, 1979

GREEN BAY AND WESTERN
RAILROAD COMPANY

BY: Joseph L. Galassi

TITLE: President

DATE: September 20, 1979

EQUIPMENT SCHEDULE NO. 3A

Itel Corporation, Rail Division hereby leases the following Cars to _____
Green Bay and Western Railroad Company subject to
 the terms and conditions of that certain Lease Agreement dated as of _____
March 8, 1979.

A.A.R. Mech. Desig.	Description	Numbers	Dimensions Inside			Doors Width	No. of Cars
			Length	Width	Height		
XM	Box, stl, cush underframe nail- able stl floor, 70 ton trucks, plug doors.	GBW 7243 7251 7254 7262 7264 7265 7266 7268 7269 7270 7271 7272 7273 7274 7275 7277 7280 7281 7284 7289 7290 7291 7292 7293 7294	50' 6"	9' 6"	11' 0"	10'	

ITEL CORPORATION, RAIL DIVISION

BY: Carl R. LyleTITLE: PresidentDATE: September 24, 1979GREEN BAY AND WESTERN
RAILROAD COMPANY.BY: Joseph R. GalassiTITLE: PresidentDATE: September 20, 1979

EQUIPMENT SCHEDULE NO. 3A

Itel Corporation, Rail Division hereby leases the following Cars to _____
Green Bay and Western Railroad Company subject to
the terms and conditions of that certain Lease Agreement dated as of _____
March 8, 1979.

A.A.R. Mech. Desig.	Description	Numbers	Dimensions Inside			Doors Width	No. of Cars
			Length	Width	Height		
XM	Box, stl, cush underframe nail- able stl floor, 70 ton trucks, plug doors.	GBW 7299	50' 6"	9' 6"	11' 0"	10'	
		7300					
		7302					
		7303					
		7304					
		7306					
		7307					
		7308					
		7309					
		7310					
		7311					
		7312					
		7314					
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7337							

ITEL CORPORATION, RAIL DIVISION

BY: Carl K. Lyle

TITLE: President

DATE: September 24, 1979

GREEN BAY AND WESTERN
RAILROAD COMPANY

BY: Joseph R. Galassi

TITLE: President

DATE: September 20, 1979

EQUIPMENT SCHEDULE NO. 3A

IteI Corporation, Rail Division hereby leases the following Cars to _____
Green Bay and Western Railroad Company subject to
the terms and conditions of that certain Lease Agreement dated as of _____
March 8, 1979

A.A.R. Mech. Desig.	Description	Numbers	Dimensions			Doors Width	No. of Cars
			Length	Inside Width	Height		
XM	Box, stl, cush underframe nail- able stl floor, 70 ton trucks, plug doors.	GBW 7338 7340 7341 7343 7344 7345 7346 7348 7349 7357 7360 7365 7366 7368 7369 7372 7376 7381 7388 7392 7400 7407 7367	50' 6"	9' 6"	11' 0"	10'	

ITEL CORPORATION, RAIL DIVISION

BY: Carl M. Lyle
TITLE: President
DATE: September 24, 1979

GREEN BAY AND WESTERN
RAILROAD COMPANY

BY: Joseph R. Galassi
TITLE: President
DATE: September 20, 1979

EQUIPMENT SCHEDULE NO. 4A

Itel Corporation, Rail Division hereby leases the following Cars to _____
Green Bay and Western Railroad Company subject to
the terms and conditions of that certain Lease Agreement dated as of _____
March 8, 1979.

A.A.R. Mech. Desig.	Description	Numbers	Dimensions Inside			Doors Width	No. of Cars
			Length	Width	Height		
XM	Box, stl, cush underframe nail- able stl floor, 70 ton trucks, 10' sliding doors.	GBW 7450- <u>7649</u>	50' 6"	9' 6"	11' 0"	10'	200

ITEL CORPORATION, RAIL DIVISION

BY: Carl R. Lyle

TITLE: President

DATE: September 24, 1979

GREEN BAY AND WESTERN
RAILROAD COMPANY.

BY: Joseph R. Galassi

TITLE: President

DATE: September 20, 1979

EQUIPMENT SCHEDULE NO. 9

Itel Corporation, Rail Division hereby leases the following Cars to Green Bay and Western Railroad Company subject to the terms and conditions of that certain Lease Agreement dated as of March 8, 1979.

A.A.R. Mech. Desig.	Description	Numbers	Dimensions Inside			Doors Width	No. of Cars
			Length	Width	Height		
XM	Box, stl, cush underframe, nail-able stl floor, 70 ton trucks, plug doors.	GBW 8500-8704	50' 6"	9' 6"	11' 0"	10'	205

ITEL CORPORATION, RAIL DIVISION

BY: Carl W. Layb
 TITLE: President
 DATE: September 24, 1979

GREEN BAY AND WESTERN RAILROAD COMPANY

BY: Joseph R. Galassi
 TITLE: President
 DATE: September 20, 1979

Interstate Commerce Commission
Washington, D.C. 20423

10/3/79

OFFICE OF THE SECRETARY

Paul Willard
IteI Corp.
Two Embarcadero Center
San Francisco, Calif. 94111

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 _____ at _____, and assigned recordation number(s) ^{10/3/79} _____ 1:15pm

10362-C

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)