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May 11, 1977

RECORDATION NO. 8775-B Filed & Recorded

Hon. Robert L. Oswald
Secretary
Interstate Commerce Commission
Washington, D. C. 20423

MAY 16 1977 -1 10 PM

INTERSTATE COMMERCE COMMISSION

RE: Amendment Number Two dated as of May 11, 1977 to the Lease Agreement made as of April 4, 1977 between FMC Corporation, 200 East Randolph Drive, Chicago, Illinois, 60601, and SSI Rail Corp., filed with the Interstate Commerce Commission on April 5, 1977 at 2:10 p.m. and assigned recordation number 8775.

Dear Sir:

Enclosed for filing with and recording by the Interstate Commerce Commission are eight (8) executed counterparts of Amendment Number Two dated as of May 11, 1977 to a Lease Agreement dated as of April 4, 1977 between SSI Rail Corp., Two Embarcadero Center, San Francisco, California, 94111, Lessee, and FMC Corporation, Lessor, covering the following equipment:

110 70-ton, 50'6", single sheath boxcars (AAR Mechanical Designation XM), bearing the identifying numbers PHD 1000 through 1099, both inclusive, and VNOR 7740 through 7749, both inclusive.

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

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

Very truly yours,

Martin D. Goodman
Secretary

MAY 16 1 15 PM '77
FEE OPERATION DR.

David M. Schwartz

Interstate Commerce Commission
Washington, D.C. 20423

5/16/77

OFFICE OF THE SECRETARY

Martin D. Goodman
SSI Rail Corp.
Two Embarcadero Center
San Francisco, Calif. 94111

Dear

Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 20(c) of the Interstate Commerce Act, 49 U.S.C. 20(c), on **5/16/77** at **1:50pm** and assigned recordation number(s) **8775-B**

Sincerely yours,


Robert L. Oswald
Secretary

Enclosure(s)

RECORDATION NO. *8775-B* Filed & Recorded

MAY 16 1977 -1 40 PM

INTERSTATE COMMERCE COMMISSION

SECOND AMENDMENT TO LEASE AGREEMENT

SECOND AMENDMENT dated as of May 11, 1977 to LEASE AGREEMENT dated as of April 4, 1977, between FMC Corporation (the "Manufacturer") and SSI RAIL CORP. ("SSI").

W I T N E S S E T H :

WHEREAS, the Manufacturer and SSI have entered into a Lease Agreement (the "Lease") dated as of April 4, 1977 and amended by a First Amendment dated as of April 18, 1977; and

WHEREAS, pursuant to the Lease, the delivery of the Cars (as such term is defined in the Lease) was to have commenced on April 5, 1977 and such delivery did not commence until May 2, 1977; and

WHEREAS, pursuant to the Lease, as amended, SSI hired the Cars from the Manufacturer from the date each of them was to be delivered to SSI for a period no later than May 15, 1977, said date being the "Termination Date"; and

WHEREAS, the Manufacturer and SSI have agreed to extend the term of the Lease, as amended;

NOW, THEREFORE, for good and valuable consideration, SSI and the Manufacturer hereby amend the Lease as follows:

1. The reference to the date "May 15, 1977" in paragraphs three and five of page one of the Lease, as amended, is hereby deleted and in lieu thereof shall be substituted the date "May 31, 1977."
2. All references to the "Lease" in the Lease shall be deemed to refer to the Lease as amended hereby.

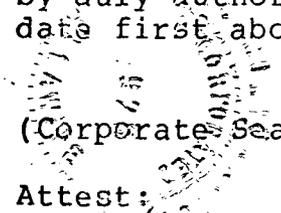
3. This Amendment may be executed in counterparts, each of which when so executed and delivered shall be deemed to be an original, and all such counterparts shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the Manufacturer and SSI, each pursuant to due corporate authority, have caused this amendment to be signed in their respective corporate names by duly authorized officers and duly attested as of the date first above written.

(Corporate Seal)

Attest:

FMC CORPORATION


X. X. Krueger

By: William K. Kelly
Title: Div. V.P. Sales

(Corporate Seal)

Attest:

SSI RAIL CORP.

[Signature]

By: [Signature]
Title: Vice President

STATE OF OREGON)
) SS:
COUNTY OF MULTNOMAH)

On this ___ day of May, 1977, before me personally appeared William R. Galbraith, to me personally known, who, being by me duly sworn, says that he is Division Vice President, Sales, of FMC CORPORATION, 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.

Sada Parshus
Notary Public

My Commission Expires: My Commission Expires November 4, 1977

[SEAL]

STATE OF CALIFORNIA)
) SS:
CITY AND COUNTY OF)
SAN FRANCISCO)

On this 11th day of May, 1977, before me personally appeared Donald H. Gleason, to me personally known, who, being by me duly sworn, says that he is Vice President of SSI RAIL CORP., 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.

Terry L. Russell
Notary Public

My Commission Expires: May 10, 1980

[SEAL]

