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7-1861010
RECORDATION NO. 8781-11
JUL 5 1977-10 00 AM
Date JUL 5 1977
Fee \$ 10
ICCS Washington, D. C.
INTERSTATE COMMERCE COMMISSION

June 30, 1977

Dear Sir:

Pursuant to Section 20c of the Interstate Commerce Act and the Commission's rules and regulations thereunder, as amended, I enclose herewith on behalf of SSI Rail Corp. for filing and recordation six counterparts of the following document:

Supplement dated as of June 15, 1977, between First Security Bank of Utah, N.A., and SSI Rail Corp.

The names and addresses of the parties to the aforementioned Supplement are as follows:

(1) Lessee:

SSI Rail Corp.,
Two Embarcadero Center,
San Francisco, California 94111.

(2) Trustee-Lessor:

First Security Bank of Utah, N.A.,
79 South Main Street,
Salt Lake City, Utah 84111.

The above-mentioned document supplements an Equipment Trust Agreement dated as of March 15, 1977, which was filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on April 14, 1977, at 1:30 P.M., and assigned recordation number 8781.

RECEIVED
JUL 5 9 55 AM '77
I.C.C.
FEE OPERATIONS DIV.

Counterparts to A-11 of Supplement

4105

Please file and record the Supplement submitted with this letter, assigning said document recordation number 8721 with the next available suffix and cross-index said document under the names of the Lessee and the Trustee-Lessor.

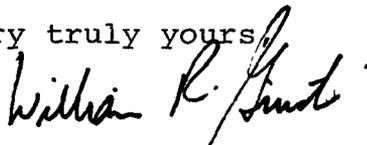
The equipment covered by the aforementioned document consists of the following:

Five hundred fifty-six (556) 70-ton, 50'6" Boxcars, with 10" end-of-car cushioning, AAR Designation XM, bearing Road Numbers T ASD 77001-T ASD 77300, both inclusive, COP-7001-COP-7200; both inclusive; CCR 6000-6049, both inclusive, and MR 2400-MR 2405, both inclusive.

There is also enclosed a check for \$10 payable to the Interstate Commerce Commission, representing the fee for recording the Supplement pursuant to 49 CFR 1116.1.

Please stamp all six counterparts of the enclosed document and the three attached copies of this transmittal letter with your official recording stamp. You will wish to retain ^{one} two copies of the instrument and the original of this transmittal letter for your files. It is requested that the remaining counterparts of the document and the three copies of this transmittal letter be delivered to the bearer of this letter.

Very truly yours,



William R. Giusti

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

Encls.

77A

BY HAND

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

July 5, 1977

William R. Giusti
One Chase Manhattan Plaza
New York, NY 10005

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 **7/5/77** at **10:00 AM** and assigned recordation number(s)

8781-A.

Sincerely yours,


H.G. Homme, Jr.
Acting Secretary

Enclosure(s)

SE-30-T
(6/77)

RECORDATION NO. 8281-A Filed & Recorded

JUL 5 1977-10 00 AM

INTERSTATE COMMERCE COMMISSION
SUPPLEMENT (hereinafter called this

Agreement) dated as of June 15, 1977,
between FIRST SECURITY BANK OF UTAH, NATIONAL
ASSOCIATION (hereinafter called the Trustee)
and SSI RAIL CORP., a Delaware corporation
(hereinafter called SSI), to Equipment Trust
Agreement dated as of March 15, 1977 (herein-
after called the Equipment Trust Agreement).

WHEREAS the Trustee and SSI have heretofore executed
and delivered the Equipment Trust Agreement, pursuant to
which, inter alia, SSI has agreed to lease units of railroad
equipment (hereinafter called the Equipment) from the Trustee
for the purpose of leasing such units to certain sublessees;

WHEREAS Schedule A of the Equipment Trust Agreement
specifies the Road Numbers, descriptions and intended subles-
sees of some, but not all, of the units of the Equipment;

WHEREAS the Equipment Trust Agreement was filed and
recorded with the Interstate Commerce Commission pursuant to
Section 20c of the Interstate Commerce Act on April 14, 1977,
at ^{4:05}~~4:30~~ p.m., and assigned recordation number 8781; and

WHEREAS the Road Numbers, descriptions and intended
sublessees of certain units of the Equipment, which were not
specified in the Equipment Trust Agreement, are now known and
the Trustee and SSI desire to supplement the Equipment Trust

Agreement so as to specify the Road Numbers, descriptions and intended sublessees of such units of the Equipment as hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt of which is hereby acknowledged, the Trustee and SSI hereby agree as follows:

1. The Equipment Trust Agreement is hereby supplemented by adding to the list of Equipment set forth at Schedule A thereof the following:

| <u>"Lessee</u> | <u>Units of Trust Equipment</u> | <u>Road Numbers</u> | <u>Trust Equipment Description</u> |
|--|---------------------------------|---|---|
| Terminal Railway Alabama State Docks | 300 | TASD 77001- TASD 77300, both inclu- sive | 70 ton, 50'6" Boxcars with 10" end-of-car cushioning Designated XM |
| City of Prineville Railway | 200 | COP 7001- COP 7200, both inclu- sive | 70 ton, 50'6" Boxcars with 10" end-of-car cushioning Designated XM |
| The Corinth & Counce Railroad Company | 50 | CCR 6000- CCR 6049, both inclu- sive | 70 ton, 50'6" Boxcars with 10" end-of-car cushioning Designated XM |
| McCloud River Railroad Company | 6 | MR 2400- MR 2405 both inclu- sive | 70 ton, 50'6" Boxcars with 10" end-of-car cushioning Designated XM" |

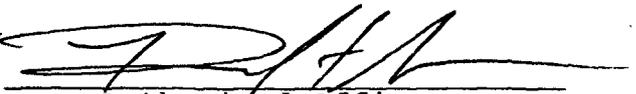
2. SSI will cause this Agreement to be filed and recorded with the Interstate Commerce Commission in accordance with Section 20c of the Interstate Commerce Act as provided in Section 6.03 of the Equipment Trust Agreement.

Although for convenience this Agreement is dated as of the date first above written, the actual date or dates of execution hereof by the parties hereto is or are, respectively, the date or dates stated in the acknowledgments hereto annexed.

IN WITNESS WHEREOF, SSI and the Trustee have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective seals, duly attested, to be hereunto affixed as of the date first above written.

FIRST SECURITY BANK OF UTAH,
NATIONAL ASSOCIATION, as Trustee,

by


Authorized Officer

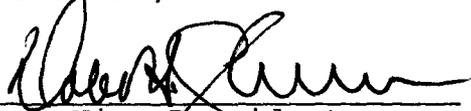
[Seal]

Attest:


Authorized Officer

SSI RAIL CORP.,

by



Vice President

[Corporate Seal]

Attest:



Secretary

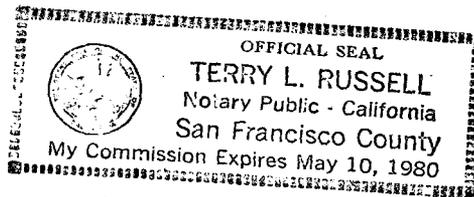
STATE OF CALIFORNIA,)
) ss.:
COUNTY OF SAN FRANCISCO,)

On this 27th day of June, 1977, before me personally appeared Donald H. Gleason, to me personally known, who, being by me duly sworn, says that he is a 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

[Notarial Seal]

My Commission expires:



STATE OF UTAH,)
) ss.:
COUNTY OF SALT LAKE,)

On this ^{25th} day of June 1977, before me personally appeared Robert S. Clark, to me personally known, who, being by me duly sworn, says that he is an Authorized Officer of FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION, that one of the seals affixed to the foregoing instrument is the seal of said national banking association, that said instrument was signed and sealed on behalf of said national banking association 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 national banking association.

Randall J. Olsen
Notary Public

[Notarial Seal]

My Commission expires: 11/18/79