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I.C.C.
REC'D

September 1, 1977

2-26307A
Date _____
Fee \$ 10
Washington, D. C.

8781-B
RECORDATION NO. _____ Filed & Recorded
SEP 20 1977-11 15 AM
INTERSTATE COMMERCE COMMISSION

Hon. H. G. Homme
Acting Secretary
Interstate Commerce Commission
Washington, D. C. 20423

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 September 1, 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 abovementioned document supplements an Equipment Trust Agreement dated as of March 15, 1977 and a Supplement dated as of June 15, 1977, which were filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on April 14, 1977 and July 5, 1977, respectively, at 4:05 p.m. and 10:00 a.m., respectively, and assigned recordation numbers 8781 and 8781-A, respectively.

[Handwritten signatures]

Hon. H. G. Homme
Page 2.

Please file and record the Supplement submitted with this letter, assigning said document recordation number 8781 with the next available suffix and cross-index said document under the names of the Lessee and the Trustee-Lessor.

The equipment being deleted by the aforementioned document from Schedule A of the Equipment Trust Agreement as amended by Supplement dated June 15, 1977 consists of the following:

Two Hundred Forty-Six (246) 70-ton, 50'6" Boxcars, with 10" end-of-car cushioning, AAR Designation XM, bearing Road Numbers T ASD 77111-T ASD 77300, both inclusive, CCR 6000-CCR 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 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,



Martin D. Goodman
Secretary

MDG:md
Enc.

RECORDATION NO. 8781-B Filed & Recorded

SEP 20 1977-11 15 AM

INTERSTATE COMMERCE COMMISSION
AMENDMENT (hereinafter called this

Agreement) dated as of September 1, 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,
as supplemented by the Supplement (hereinafter
called the Supplement), dated as of June 15,
1977, between the Trustee and SSI.

WHEREAS the Trustee and SSI have heretofore executed
and delivered the Equipment Trust Agreement, pursuant to which,
inter alia, SSI has agreed to lease certain 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 the units of Equipment;

WHEREAS the Equipment Trust Agreement and the Supple-
ment were filed and recorded with the Interstate Commerce
Commission pursuant to Section 20c of the Interstate Commerce
Act on April 14, 1977, and July 5, 1977, respectively, and assigned

recordation numbers 8781 and 8781-A, respectively; and

WHEREAS the Trustee and SSI desire to amend the Equipment Trust Agreement by deleting from Schedule A thereof certain units of railroad 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 amended by deleting from the list of railroad 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	190	TASD 77111- TASD 77300, 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

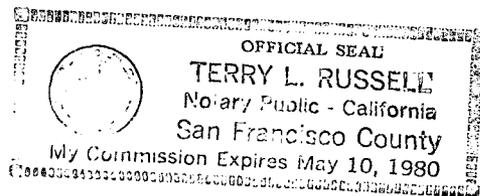
STATE OF CALIFORNIA,)
) ss.:
COUNTY OF SAN FRANCISCO,)

On this 2nd day of September 1977, before me personally appeared Patrick B. McMannus, 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

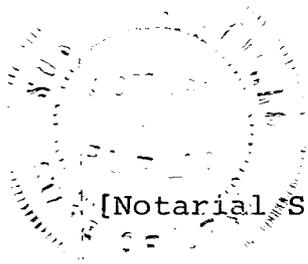
[Notarial Seal]

My Commission expires:



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

On this 7th day of September 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.



[Notarial Seal]

Susan G. Steward

Notary Public

My Commission expires:

My commission expires June 6, 1981