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RECORDATION NO. 8457-H Filed & Recorded

FEB 10 1977 3 12 PM
INTERSTATE COMMERCE COMMISSION

February 9, 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 ten counterparts of the following document:

Supplement dated as of February 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 above-mentioned document supplements an Equipment Trust Agreement dated as of July 15, 1976, which was filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on August 27, 1976, at 1:30 P.M., and assigned recordation number 8457, as amended and supplemented by an Amendment Agree-

Carlyle E. Maw

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ICC Washington, D. C.

ment and a Supplement, each dated as of November 15, 1976, filed and recorded as above with the Interstate Commerce Commission on November 30, 1976, at 3:25 P.M., and assigned recordation numbers 8457-D and 8457-C, respectively.

Please file and record the Supplement submitted with this letter, assigning said document recordation number 8457-H and cross-index said document under the names of the Lessee and the Trustee-Lessor.

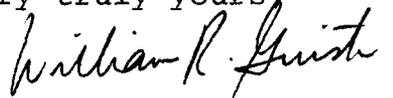
The equipment covered by the aforementioned documents consists of the following:

Sixty (60) 70-ton, 50'6" Boxcars, with 10" end-of-car cushioning, AAR Designation XM, bearing Road Numbers LEF 1040-LEF 1049, both inclusive, and ELS 9000-ELS 9049, 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 ten 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 eight 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,
As Agent for SSI Rail Corp.

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

Encls.

77A

BY HAND

Interstate Commerce Commission
Washington, D.C. 20423

2/10/77

OFFICE OF THE SECRETARY

William R. Giusti
Cravath, Swaine & Moore
One Chase Manhattan Plaza
New York, N.Y. 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 2/10/77 at 1:50pm and assigned recordation number(s) 8457-II

Sincerely yours,


Robert L. Oswald
Secretary

Enclosure(s)

SE-30
(5/76)

REGISTRATION NO. 84157 X
Filed & Recorded

FEB 10 1977 1 10 PM

~~INTERSTATE COMMERCE COMMISSION~~

SUPPLEMENT (hereinafter called this Agreement) dated as of February 1, 1977, between FIRST SECURITY BANK OF UTAH, N.A. (hereinafter called the Trustee) and SSI RAIL CORP., a Delaware corporation (hereinafter called SSI), to Equipment Trust Agreement dated as of July 15, 1976 (hereinafter called the Equipment Trust Agreement), as amended and supplemented by an Amendment Agreement and a Supplement (hereinafter called, respectively, the Amendment Agreement and the Supplement), each dated as of November 15, 1976.

WHEREAS the Trustee and SSI have heretofore executed and delivered the Equipment Trust Agreement, as amended and supplemented, 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 sublessees of some, but not all, of the units of the Equipment;

WHEREAS Schedule F of the Equipment Trust Agreement contains a list of intended sublessees;

WHEREAS the Equipment Trust Agreement was filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on August 27, 1976, at 1:30 p.m., and assigned recordation number 8457, and the Amendment Agreement and the Supplement were similarly filed and recorded with the Interstate Commerce Commission on November 30, 1976, at 3:25 p.m., and assigned recordation numbers 8457-D and 8457-C, respectively; 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 (a) 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>
Lake Erie, Franklin & Clarion Railway Company	10	LEF 1040- LEF 1049, both inclu- sive	70 ton, 50'6" Boxcars with 10" end-of-car cushioning Designated XM
Escanaba & Lake Superior Railroad Company	50	ELS 9000- ELS 9049, both inclu- sive	70 ton, 50'6" Boxcars with 10" end-of-ca cushioning Designated XM"

and (b) by adding the names "Lake Erie, Franklin & Clarion Railway Company" and "Escanaba & Lake Superior Railroad Company" to the list of railroad companies set forth in Schedule F thereof.

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,
N.A., 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 3rd day of February 1977, before me personally appeared Patrick B. McManus, 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.



[Notarial Seal]

Terry L. Russell
Notary Public

My Commission expires:

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

On this *4th* day of February 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, N.A., 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.

Candace L. Crane

Notary Public

[Notarial Seal]

My Commission expires: My Commission Expires Sept. 27, 1980