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Date SEP 8 1977
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CC Washington, D

August 3, 1977

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

8819-B
SEP 8 1977
REC'D
INTERSTATE COMMERCE COMMISSION

RE: Lease Agreement dated as of April 20, 1977, between SSI Rail Corp., Two Embarcadero Center, San Francisco, California, 94111, and McCloud River Railroad Company, P. O. Drawer A, McCloud, California, 96057, filed with the Interstate Commerce Commission on May 11, 1977 at 1:15 p.m. and assigned recordation number 8819.

Dear Sir:

Enclosed for filing with and recording by the Interstate Commerce Commission are and original and six (6) counterparts of Equipment Schedule No. 2 to the above referenced Lease Agreement dated as of April 20, 1977, between SSI Rail Corp., Lessor, and McCloud River Railroad Company, Lessee. The Lease Agreement covered 400 50'6", 70-ton capacity, general purpose boxcars numbered MR 2000 through MR 2399, inclusive. Equipment Schedule No. 2 covers 100 50'6", 70-ton capacity, general purpose, single sheath boxcars numbered:

David M. Schwartz

(i) in the range between MR 1010 and MR 1298 as set forth on Attachment A to Equipment Schedule No. 2;

(ii) in the range between MR 1410 and MR 1698 as set forth on Attachment A to Equipment Schedule No. 2, and;

(iii) MR 2400 through MR 2405, inclusive.

Conroy

The identifying marks on the equipment numbered MR 2400 through MR 2405 will be: "Owned by a Bank or Trust Company under a Security Agreement filed under the Interstate Commerce Act, Section 20c." Such identifying marks will be printed on each side of each unit of equipment.

(1)

Hon. H. G. Homme
August 3, 1977
Page 2.

The identifying marks on the equipment numbered in the ranges MR 1010 through MR 1298 and MR 1410 through 1698, as set forth on Attachment A to Equipment Schedule No. 2, will be: "Plycar Corporation as Owner, Lessor, Marine Midland Bank, Mortgagee and Assignee." Such identifying marks will be painted on each side of each unit of equipment.

Please file and record this Equipment Schedule No. 2 referred to in this letter and cross-reference it to the above mentioned Lease Agreement. The cars referred to in subparagraphs (i) and (ii) above should also be cross referenced to a letter to the ICC dated July 1, 1977 from Champion International Corporation ("Champion") which submitted a Modification and Assignment Agreement dated as of July 1, 1977 which modified, in part, the Railroad Equipment Lease and Agreement dated as of March 1, 1967 between Plycar Corporation and Champion, then known as U. S. Plywood-Champion Papers, Inc., which Lease was recorded in your office on March 17, 1967 at 10:15 a.m. under recordation numbers 4245-A through 4245-J, respectively, and Supplement No. 11 which was recorded in your office on July 18, 1967 at 10:10 a.m. under recordation No. 4245-K, relating to the railroad rolling stock enumerated and described in Schedule A attached to that letter. A copy of the July 1, 1977 letter and Schedule A are attached to this transmittal letter.

Also enclosed is this Company's 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 copies of the enclosed document not required by the ICC with recordation data stamped thereon to the representative of the office of Sullivan and Worcester, Attorneys at Law, Washington, D. C., who will be delivering this letter on our behalf.

Very truly yours,



Martin D. Goodman
Secretary

 Champion International Corporation

1 Landmark Square
Stamford, Connecticut 06921

July 1, 1977

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

Dear Sir:

This letter of transmittal submitted pursuant to Section 1116.4 of Title 49 of the Code of Federal Regulations forwards an original and two certified copies of an instrument for recordation under Section 20(c) of the Interstate Commerce Act as amended (49 U.S.C. 20(c)).

The instrument herewith submitted for recordation, duly acknowledged, is a Modification and Assignment Agreement dated as of July 1, 1977 which modifies, in part, the Railroad Equipment Lease and Agreement dated as of March 1, 1967 between Plycar Corporation and Champion, then known as U.S. Plywood-Champion Papers Inc. which Lease was recorded in your office on March 17, 1967 at 10:00 A.M. under the recordation No. 4245 as supplemented by Supplement Nos. 1 through 10 which were recorded in your office on May 23, 1967 at 10:15 A.M. under recordation Nos. 4245-A through 4245-J, respectively, and Supplement No. 11 which was recorded in your office on July 18, 1967 at 10:10 A.M. under recordation No. 4245-K, relating to the railroad rolling stock enumerated and described in Schedule A attached to this letter.

The enclosed instrument further modifies, in part, the Indenture of Mortgage and Deed of Trust dated as of July 6, 1967 between Plycar Corporation and Marine Midland Bank then known as Marine Midland Grace Trust Company of New York, which document was recorded in your office

on July 18, 1967 at 10:10 A.M. under recordation No. 4245-L and the Assignment of Lease and Agreement dated as of July 6, 1967 between the aforesaid parties, which document was recorded in your office under recordation No. 4245-M at 10:00 A.M.

The names and addresses of the parties to the enclosed instrument are as follows:

Lessor: Plycar Corporation
1 Landmark Square
Stamford, Connecticut 06921

Lessee-Assignor: Champion International Corporation
1 Landmark Square
Stamford, Connecticut 06921

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

Trustee: Marine Midland Bank
250 Park Avenue
New York, New York

Also enclosed is a check for \$10.00 to cover the cost of recording the within instrument.

Please return the original instrument, after recordation, to Dewey, Ballantine, Bushby, Palmer & Wood, 140 Broadway, New York, New York 10005, attention Robert Kelley, Esq.

I hereby certify that I have knowledge of the matters herein set forth.

Very truly yours,

CHAMPION INTERNATIONAL CORPORATION

cc: R. Kelly, Esq.
S. Brown, Esq.
M. Goodman, Esq.

BY Richard W. [Signature]
Vice President

① Description of the Cars

| <u>Identifying Symbol and Number</u> | <u>Category for Purposes of Schedule C</u> | <u>Identifying Symbol and Number</u> | <u>Category for Purpose of Schedule C</u> |
|--|--|--|---|
| MR1010 | | MR1410 | |
| MR1012 | | MR1412 | |
| MR1014 | | MR1414 | |
| MR1016 | | MR1416 | |
| MR1018 | | MR1418 | |
| MR1030 | | MR1430 | |
| MR1032 | | MR1432 | |
| MR1034 | | MR1434 | |
| MR1036 | | MR1436 | |
| MR1038 | | MR1438 | |
| MR1050 | | MR1450 | |
| MR1052 | | MR1454 | |
| MR1054 | | MR1456 | |
| MR1056 | | MR1458 | |
| MR1058 | | MR1470 | |
| MR1070 | | MR1472 | |
| MR1072 | | MR1474 | |
| MR1074 | | MR1476 | |
| MR1076 | | MR1478 | |
| MR1078 | | MR1490 | |
| MR1090 | | MR1492 | |
| MR1092 | | MR1494 | |
| MR1094 | | MR1496 | |
| MR1096 | | MR1498 | |
| MR1210 | | MR1610 | |
| MR1212 | | MR1612 | |
| MR1214 | | MR1614 | |
| MR1216 | | MR1616 | |
| MR1218 | | MR1618 | |
| MR1230 | | MR1630 | |
| MR1232 | | MR1632 | |
| MR1234 | | MR1634 | |
| MR1236 | | MR1636 | |
| MR1238 | | MR1638 | |
| MR1252 | | MR1650 | |
| MR1254 | | MR1652 | |
| MR1256 | | MR1654 | |
| MR1258 | | MR1656 | |
| MR1270 | | MR1658 | |
| MR1272 | | MR1670 | |
| MR1274 | | MR1672 | |
| MR1276 | | MR1674 | |
| MR1278 | | MR1676 | |
| MR1292 | | MR1690 | |
| MR1294 | | MR1694 | |
| MR1296 | | MR1696 | |
| MR1298 | | MR1698 | |

Interstate Commerce Commission
Washington, D.C. 20423

9/19/77

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 **9/19/77** at **11:00am** and assigned recordation number(s)

8944-A & 8944-B

Sincerely yours,


H.G. Homme, Jr.
Acting Secretary

Enclosure(s)

SE-30-T
(6/77)

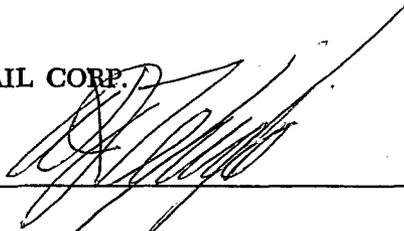
EQUIPMENT SCHEDULE No. 2.....

SSI Rail Corp. hereby leases the following Cars to McCloud River Railroad Co. pursuant to that certain Lease Agreement dated as of April 20, 1977...

| A.A.R. Mech. Desig. | Description | Numbers | Dimensions | | | Doors Width | No. of Cars |
|---------------------|---|----------------------------------|------------|--------------|--------|-------------------|-------------|
| | | | Length | Inside Width | Height | | |
| XM | 70' ton, 49'7" inside length, 9'4" inside width, Plate B, nailable steel floor, double 12' plug doors, end of car cushioning, single sheath box cars. | MR 1010-1298 see attachment A | 49'7" | 9'4" | 9'6" | 24'9" | 47 |
| XM | 70' ton, 49'6" inside length, 9'2" inside width, Plate B, nailable steel floor, double 12' plug doors, end of car cushioning, single sheath box cars. | MR 1410-1698 see attachment A | 49'6" | 9'2" | 9'6" | 24'9" | 47 |
| XM | 70' ton, general purpose | MR 2400-2405 | 50'6" | 9'6" | 10'7" | 8' double sliding | 6 |

8819-B
Filed & Recorded
SEP 6 1977 - 12 11

SSI RAIL CORP.

BY: 

TITLE: President

DATE: July 5, 1977

McCLOUD RIVER RAILROAD COMPANY

BY: 

TITLE: Vice President-Operations

DATE: July 5, 1977

EQUIPMENT SCHEDULE
Attachment A

| | | | |
|------|------|------|------|
| 1410 | 1610 | 1010 | 1210 |
| 1412 | 1612 | 1012 | 1212 |
| 1414 | 1614 | 1014 | 1214 |
| 1416 | 1616 | 1016 | 1216 |
| 1418 | 1618 | 1018 | 1218 |
| 1430 | 1630 | 1030 | 1230 |
| 1432 | 1632 | 1032 | 1232 |
| 1434 | 1634 | 1034 | 1234 |
| 1436 | 1636 | 1036 | 1236 |
| 1438 | 1638 | 1038 | 1238 |
| 1450 | 1650 | 1050 | 1252 |
| 1454 | 1652 | 1052 | 1254 |
| 1456 | 1654 | 1054 | 1256 |
| 1458 | 1656 | 1056 | 1258 |
| 1470 | 1658 | 1058 | 1270 |
| 1472 | 1670 | 1070 | 1272 |
| 1474 | 1672 | 1072 | 1274 |
| 1476 | 1674 | 1074 | 1276 |
| 1478 | 1676 | 1076 | 1278 |
| 1490 | 1690 | 1078 | 1292 |
| 1492 | 1694 | 1090 | 1294 |
| 1494 | 1696 | 1092 | 1296 |
| 1496 | 1698 | 1094 | 1298 |
| 1498 | | 1096 | |

cc: RH