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RECORDATION NO. 8931-B

SEP 20 1977-11 25 AM

INTERSTATE COMMERCE COMMISSION

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ALLEN FINKELSON
RONALD S. ROLFE
JOSEPH R. SAHID
PAUL C. SAUNDERS
MARTIN L. SENZEL

September 16, 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:

Amendment dated as of September 1, 1977, between First Security State Bank, and SSI Rail Corp.

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

(1) Lessee:

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

(2) Trustee-Lessor:

First Security State Bank
79 South Main Street
Salt Lake City, Utah 84111

The above-mentioned document amends a Lease of Railroad Equipment (No. 5) dated as of August 1, 1977, which was filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on August 9, 1977, and assigned recordation number 8931-B.

Handwritten signature

Handwritten notes

Please file and record the Amendment submitted with this letter, assigning said document recordation number 8931 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 documents consists of the following:

One hundred forty (140) 70-ton, 50'6" Boxcars, with 10" end-of-car cushioning, AAR Designation XM, bearing Road Numbers CCR 6150-6289, both inclusive.

There is also enclosed a check for \$10, payable to the Interstate Commerce Commission, representing the fee for recording the Amendment 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,



William R. Giusti

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

Encls.

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BY HAND

SEP 20 1977 11 42 AM

INTERSTATE COMMERCE COMMISSION

AMENDMENT (hereinafter called this AGREEMENT) dated as of September 1, 1977, between FIRST SECURITY STATE BANK, not in its individual capacity but solely as Owner-Trustee (hereinafter called the Trustee), under a Trust Agreement dated as of August 1, 1977, with ITT Industrial Credit Company, and SSI RAIL CORP., a Delaware corporation (hereinafter called SSI), to Lease of Railroad Equipment (No. 5) dated as of August 1, 1977 (hereinafter called the Lease).

WHEREAS the Trustee and SSI have heretofore executed and delivered the Lease, pursuant to which SSI is leasing units of railroad equipment from the Trustee;

WHEREAS the Lease was filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on August 9, 1977, and assigned recordation number 8931-B; and

WHEREAS the Trustee and SSI intend to amend the Lease as hereinafter provided;

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. § 3 of the Lease is hereby amended by deleting from the third sentence thereof the figure "2.4906%" and by substituting therefor the figure "2.49064%".

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 § 15 of the Lease.

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, the Trustee and SSI 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 STATE BANK,
not in its individual capacity
but solely as Owner-Trustee,

by

Fred L. Murphy
Authorized Officer

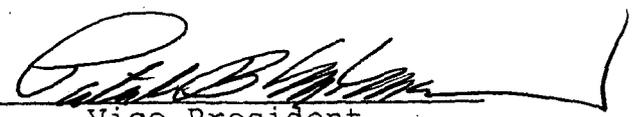
[Seal]

Attest: .

Jay Alkhal
Authorized Officer

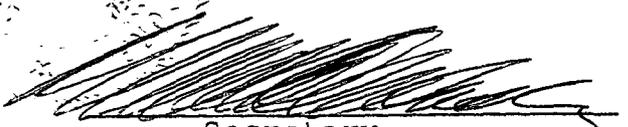


SSI RAIL CORP.,

by 
Vice President

[Corporate Seal]

Attest:


Secretary

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

On this 7th day of September 1977, before me personally appeared Fred J. Murphy, to me personally known, who, being by me duly sworn, says that he is an Authorized Officer of FIRST SECURITY STATE BANK, that one of the seals affixed to the foregoing instrument is the seal of said bank, that said instrument was signed and sealed on behalf of said bank by authority of its By-Laws, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.



[Notarial Seal]

Susan G. Shepard
Notary Public

My Commission expires:

My commission expires June 6, 1981

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

On this 2nd day of September 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.

Terry L. Russell
Notary Public

[Notarial Seal]

My Commission expires:

