



December 1, 1977

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

RECORDATION NO. 9063-A Filed & Recorded

DEC 7 1977 - 10 40 AM

INTERSTATE COMMERCE COMMISSION

DEC 1 1977
FEE 0.00

Dear Sir:

Enclosed for filing with and recording by the Interstate Commerce Commission are six copies of an Amending Agreement dated as of November 29, 1977 between FMC Corporation, 200 East Randolph Drive, Chicago, Illinois, 60601, and SSI Rail Corp., Two Embarcadero Center, San Francisco, California, 94111.

Also enclosed is our check in the sum of \$10.00, payable to the Interstate Commerce Commission, being the prescribed fee for filing and recording the foregoing document.

This document relates to that certain Conditional Sale Agreement made as of November 1, 1977, filed and recorded with the Interstate Commerce Commission on November 7, 1977 at 10:10 a.m. and assigned recordation number 9063. Therefore, we respectfully request that the document submitted herein be cross-referenced to the aforementioned Conditional Sale Agreement and assigned recordation number 9063-A.

The obligations of SSI to make the payments required by the Conditional Sale Agreement, as amended, are guaranteed by the parent company of SSI, ITEL Corporation, One Embarcadero Center, San Francisco, California, 94111.

Please return all additional copies of the enclosed counterparts not required by the Interstate Commerce Commission to the party delivering this letter on our behalf.

Very truly yours,

[Handwritten signature]
Martin B. Goodman
Secretary

7-341A078

DEC 7 1977

Fee \$ 10-

CC Washington, D.C.

Cathleen A. McNamee

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

12/7/77

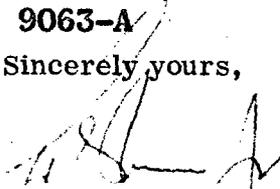
Martin D. Goodman
Two Embarcadero Center
San Francisco, Calif. 94111

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 12/7/77 at 10:50am and assigned recordation number(s)

9063-A

Sincerely yours,


H.G. Homme, Jr.
Acting Secretary

Enclosure(s)

SE-30-T
(6/77)

RECORDATION NO. 9063-A Filed & Recorded

DEC 7 1977-10 10 AM

INTERSTATE COMMERCE COMMISSION

AMENDING AGREEMENT

This Amending Agreement is made as of November 29, 1977 between FMC Corporation, a Delaware corporation, of 200 East Randolph Drive, Chicago, Illinois, 60601, and SSI Rail Corp., a Delaware corporation, of Two Embarcadero Center, San Francisco, California, 94111.

WHEREAS, the parties have entered into a Conditional Sale Agreement dated as of November 1, 1977 which was filed with the Interstate Commerce Commission on November 7, 1977 at 10:10 a.m. and assigned recordation number 9063 ("the Agreement"); and

WHEREAS, the parties desire to amend the Agreement as hereinafter set forth.

NOW, THEREFORE, the parties agree as follows:

The first sentence of Section 3 of the Agreement is hereby amended to read as follows: "The price will not exceed \$33,100 per unit nor \$1,324,000 for all of the Equipment."

IN WITNESS WHEREOF, the parties have hereby executed this instrument.

FMC CORPORATION

SSI RAIL CORP.

William K. Lyle
Mr. V.P. Sales
Title

[Signature]
Vice President
Title



STATE OF OREGON)
) SS:
COUNTY OF MULTNOMAH)

On this 1st day of December, 1977, before me personally appeared William R. Galbraith, to me personally known, who, being by me duly sworn, says that he is Division V.P., Sales of FMC Corporation, that one of the seals 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]

Sadu Parshus
Notary Public

My Commission expires: November 4, 1981

STATE OF CALIFORNIA)
) SS:
CITY AND COUNTY OF)
SAN FRANCISCO)

On this 5th day of December, 1977, before me personally appeared Donald H. Gleason, to me personally known, who, being by me duly sworn, says that he is Vice President of SSI Rail Corp., that one of the seals 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:

