

DEC 24 1980-1 40 PM

ITEL

INTERSTATE COMMERCE COMMISSION

Rail Division

Two Embarcadero Center
San Francisco, California 94111
(415) 955-9090
Telex 34234

0-359A062

Date DEC 24 1980

December 23, 1980

Fee \$ 10.00

ICC Washington, D. C.

Dec 24 1 35 PM '80
DOCKET FILES
BRANCH

Ms. Agatha Mergenovich, Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Re: Amendment No. 3 dated as of December 5, 1980 between Itel Corporation, Rail Division and Green Bay and Western Railroad Company, to that certain Lease Agreement dated as of March 8, 1979 between Itel Corporation, Rail Division and Green Bay and Western Railroad Company

Dear Ms. Mergenovich:

Pursuant to 49 U.S.C. Section 11303(a) and the Interstate Commerce Commission's rules and regulations thereunder, I enclose herewith, on behalf of Itel Corporation, Rail Division, for filing and recordation, as an additional filing under the Lease Agreement dated as of March 8, 1979 which was filed on May 10, 1980 at 2:00 PM and given Recordation No. 10362, four (4) originals of the following document:

Amendment No. 3 dated as of December 5, 1980

The names and addresses of the parties to the aforementioned document are:

1. Itel Corporation, Rail Division
Two Embarcadero Center
San Francisco, California 94111
2. Green Bay and Western Railroad Company
P.O. Box 2507
Green Bay, Wisconsin 54306

The equipment covered by Amendment No. 3 is 100 70-ton box-cars (AAR mechanical designation XM; 50'6" in length, 9'6" in inside width and 11' in height), marked GBW 7550 through and including GBW 7649.

Enclosed also is a check for \$10.00 for the required recordation fee.

See Rec. No. 10827

Handwritten - C.T. Koppeler

Please stamp all counterparts of the enclosed document with your official recording stamp. You will wish to retain one (1) counterpart of the document for your files; it is requested that the remaining four (4) counterparts be delivered to the bearer of this letter.

Sincerely,

A handwritten signature in cursive script, reading "Patricia Salas Pineda".

Patricia Salas Pineda
Counsel

PSP/jsf
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

Patricia Salas Pineda
Itel- Rail Division
Two Embarcadero Center
San Francisco, California 94111

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/24/80 at 1:40PM , and assigned re-
recording number(s). 10362-E

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

L-0106
12/5/80

DEC 24 1980-1 40 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT NO. 3

This **AMENDMENT NO. 3** (the "Amendment") to that certain lease agreement (the "Lease") made as of March 8, 1979, between **Itel Corporation, Rail Division**, and **Green Bay and Western Railroad Company** is made this 5th day of December, 1980, by and between **ITEL CORPORATION, RAIL DIVISION**, a Delaware corporation ("Lessor"), as Lessor, and **GREEN BAY AND WESTERN RAILROAD COMPANY**, a Wisconsin corporation ("Lessee"), as Lessee.

W I T N E S S E T H :

WHEREAS, Lessor and Lessee are parties to the Lease pursuant to which a number of boxcars described therein have been delivered by Lessor to Lessee;

NOW, THEREFORE, in consideration of the premises and mutual agreements herein contained, the parties hereto agree to amend the Lease as follows:

1. All terms defined in the Lease shall have their defined meanings when used in this Amendment.
2. The mechanical designation of the one hundred (100) boxcars bearing reporting marks GBW 7550 through and including GBW 7649 (hereinafter referred to as the "Cars"), which are referenced on Equipment Schedule No. 4A, shall be changed and remarked from "XM" to "XP" at Lessee's sole expense. In addition, Lessee shall, at its sole expense, modify the Cars structurally so that they qualify for the "XP" mechanical designation pursuant to the rules of the Association of American Railroads.
3. In accordance with Section 2 above, Equipment Schedule No. 4A shall be amended, with respect to the Cars only, by the deletion of the letters "XM" from the "AAR Mechanical Designation column" and by the substitution therefor of the letters "XP", said amendment to become effective upon the remarking of the Cars.
4. If, at any later date, during the Initial Term, Lessor should desire to change the mechanical designation of the Cars back to "XM" (subject to AAR circular No. OT-5-E), or to any other mechanical designation, Lessor shall be entitled to do so at Lessor's expense, provided, however, that Lessee may maintain the "XP" mechanical designation of the Cars upon obtaining Lessor's prior written consent.
5. If, at any later date, during the Initial Term, Lessee should desire to change the mechanical designation of the Cars back to "XM", or to any other mechanical designation, Lessee shall be entitled to do so upon obtaining Lessor's prior written consent.
6. Upon any remarking and redesignation under Sections 4 and 5, Lessor shall attach to this Amendment a Certificate of Change, to be made a part hereof, describing both the previous and current mechanical designation of each Car.

7. Except as expressly modified by this Amendment, all terms and provisions of the Lease shall remain in full force and effect.
8. This Amendment may be executed by the parties hereto in any number of counterparts and all said counterparts taken together shall be deemed to constitute one and the same instrument.

ITEL CORPORATION
RAIL DIVISION

By: Edward M. O'Dea

Title: President

Date: Dec 18, 1980

GREEN BAY AND WESTERN
RAILROAD COMPANY

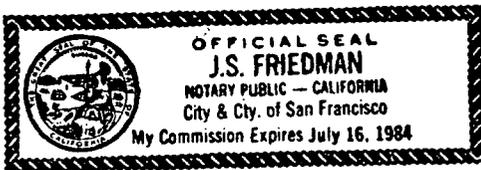
By: Joseph R. Galassi

Title: President

Date: December 9, 1980

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

On this 18th day of December, 1980, before me personally appeared Edward M. O'Dea, to me personally known, who being by me duly sworn says that such person is President of Intel Corporation, Rail Division, that the foregoing Amendment No. 3 was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



J.S. Friedman
Notary Public

STATE OF WISCONSIN)
) ss:
COUNTY OF BROWN)

On this 9th day of December, 1980, before me personally appeared Joseph R. Galassi, to me personally known, who being by me duly sworn says that such person is President of Green Bay and Western Railroad Company, that the foregoing Amendment No. 3 was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Robert L. Goethe
Notary Public

Robert L. Goethe
Notary Public State of Wisconsin
My Commission Expires Feb. 28, 1982