

RECORDATION NO. 15483-B  
FORM 1386

SEP 26 1988 - 11 15 PM AM

**ITEL**

**INTERSTATE COMMERCE COMMISSION I Rail Corporation**

September 14, 1988

55 Francisco Street  
San Francisco, California 94133  
(415) 984-4000

Hon. Noretta R. McGee  
Secretary  
Interstate Commerce Commission  
Washington, DC 20423

Re: Amendment No. 2 dated as of August 23, 1988, to the Lease Agreement dated as of December 16, 1987, between Itel Rail Corporation and Canadian National Railway Company

Dear Ms. McGee:

On behalf of Itel Rail Corporation, the above instrument, in three (3) counterparts, is hereby submitted for filing and recording pursuant to 49 U.S.C. Section 11303(a), along with the \$13 recordation fee.

Please record this Amendment under the Lease Agreement dated as of December 16, 1987, between Itel Rail Corporation and Canadian National Railway Company, which was filed with the ICC on January 26, 1988, under Recordation No. 15483.

The parties to the aforementioned instrument are listed below:

Itel Rail Corporation (Lessor)  
55 Francisco Street  
San Francisco, California 94133

Canadian National Railway Company (Lessee)  
935 de Lagachetiere St. W.  
Montreal, Quebec  
Canada H3B 2M9

This Amendment adds to the Lease Agreement forty-nine (49) boxcars bearing reporting marks CN 410500-416457 (n.s.).

Please return to the undersigned the stamped counterparts not required for filing purposes, together with the ICC fee receipt and acknowledgment letter.

Very truly yours,  
*Patricia Schumacker*  
Patricia Schumacker  
Legal Department

**ITEL** SEP 26 1988 - 11 15 PM  
INTERNATIONAL STATE COMMERCE COMMISSION

**Istel Rail Corporation**

August 23, 1988

55 Francisco Street  
San Francisco, California 94133  
(415) 984-4000

Mr. Paul J. Foliot  
Vice President-Purchases and Materials  
Canadian National Railway Company  
P.O. Box 8100  
Montreal PQ H3C 3N4 Canada

Re: The Lease Agreement, as amended, dated as of December 16, 1987, ("Agreement") between Istel Rail Corporation ("Lessor") and Canadian National Railway Company ("Lessee")

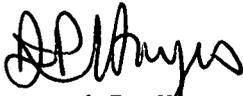
Dear Mr. Foliot:

Please accept this letter as an amendment ("Amendment No. 2") to the Agreement wherein the parties agree as follows:

1. The words "two hundred (200) box cars" are replaced by the words "two hundred forty-nine (249) box cars".
2. The number of Cars subject to Exhibit A of the Agreement shall be increased from "200" to "249" and such Cars will bear the reporting marks CN 410500-410552, 410554, 410556-410562, 410564-410566, 410568-410571, 410600-410626, 410629-410630, 410632-410634, 410636-410637, 410639, 410640, 416175, 416179, 416231, 416243-416250, 416252-416384, 416457.
3. All other terms and provisions of the Agreement shall remain in full force and effect.

Please indicate your concurrence to the above by signing and having notarized each original of this Amendment No. 2, and returning six originals to me.

Sincerely,



Desmond P. Hayes  
President  
DPH/SVF/bsa.148

CONCURRENCE BY:

CANADIAN NATIONAL RAILWAY COMPANY

By: 

Title: VICE-PRESIDENT

Date: 29 August 1988

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

On this 24th day of August, 1988, before me personally appeared Desmond P. Hayes, to me personally known who, being by me duly sworn, says that he is the President of ITEL Rail Corporation, that the seal affixed to the foregoing Amendment No. 2 is the seal of said organization, that said instrument was signed and sealed on behalf of said organization by authority of its governing body, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said organization.

Sharon L. Van Fossan  
Notary Public



MY COMMISSION EXPIRES )  
July 10, 1989 ) ss:  
PROVINCE OF QUEBEC )  
DISTRICT OF MONTREAL )

On this 29th day of August, 1988, before me personally appeared Paul J. Jalut, to me personally known who, being by me dully sworn, says that ~~he~~ he is the Vice-President of Canadian National Railway Company, that the seal affixed to the foregoing Amendment No. 2 is the seal of said organization, that said instrument was signed and sealed on behalf of said organization by authority of its governing body, and ~~he~~ he acknowledged that the execution of the foregoing instrument was the free act and deed of said organization.

L. Burton  
Commission For Oaths  
Province of Quebec

L. BURTON  
Commissioner for Oaths  
Commissaire à l'Assermentation  
District-Montreal  
Expires July 10, 1989