

ITEL

August 26, 1986

RECORDATION No. 14544-8 Filed 1425
Itel Rail Corporation
55 Francisco Street
San Francisco, California 94133
(415) 984-4000

SEP 2 1986 8 10 P.M.

Honorable Noreta R. McGee, Secretary
Interstate Commerce Commission
Washington, DC 20423

810.00 filing fee

Re: Amendment No. 3 to the November 1, 1984 Lease Between SSI Rail Corporation and The Atchison, Topeka and Santa Fe Railway Company

Dear Ms. McGee:

On behalf of Itel Rail Corporation, the above instrument, in four (4) counterparts, is hereby submitted for filing and recording pursuant to 49 USC §11303(a), along with a check in the amount of \$10 covering the recordation fee.

this one is 14544-G

Please record this Amendment under the Lease Agreement dated November 1, 1984 between Itel Rail Corporation and The Atchison, Topeka and Santa Fe Railway Company, which was filed with the ICC on January 14, 1985 and given Recordation No. 14544.

The names and addresses of the parties to the aforementioned Amendment are listed below:

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

The Atchison, Topeka and Santa Fe Railway Company (Lessee)
80 East Jackson Blvd.
Chicago, Illinois 60604

This Amendment adds one hundred and eighty-four (184) 89'4", 70-ton, flush deck, flatcars (FC) to the Lease bearing reporting marks SFLC 901295-901356, SFLC 901358-901457 and SFLC 901459-901480.

Once filed, please return to the bearer the stamped counterparts not required for filing purposes together with the fee receipt and a letter from the ICC acknowledging this filing.

Very truly yours,

6-245A105

Josie Villaflores
Josie Villaflores
Legal Assistant

No. _____
Date SEP 2 1986
Fee \$ 10.00
ICC Washington, D.C.

JV:ps
Enclosure

cc: Robert S. Clark
J. Michael Kelly
Ginny Hanger

ICC OFFICE OF THE SECRETARY
SEP 2 3 05 PM '86
MOTOR OPERATING UNIT

John Austin
Josie Villaflores
Carolyne

Interstate Commerce Commission

Washington, D.C. 20423

9/2/86

OFFICE OF THE SECRETARY

Josie Villaflores
Legal Assistant
Itel Rail Corp.
55 Francisco St.
San Francisco, Calif. 94133

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 9/2/86 at 3:10pm, and assigned re-
recording number(s). 14544-H & 14544-G

Sincerely yours,

Noreta R. McGee
Secretary

Enclosure(s)

SE-30
(7/79)

14544-6

REGISTRATION FILED 1425
14544-6

07/22/86

SEP 2 1986 3 10 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT NO. 3

THIS AMENDMENT NO. 3 (the "Amendment") to that certain Lease Agreement dated as of November 1, 1984, as amended, (the "Agreement") between ITEL RAIL CORPORATION ("Lessor") and THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY ("Lessee") is made as of this 26th day of August, 1986 between Lessor and Lessee.

RECITALS:

- A. Lessor and Lessee are parties to the Agreement pursuant to which five hundred thirty-six (536) flatcars bearing reporting marks from within the series SFLC 901050-901099, 901245-901294, 901481-901544, 902000-902049, 902100-902244, 902545-902699 and TPW 105076-105100 (together with the flatcars listed on the Equipment Schedules attached hereto the "Cars") have been leased by Lessor to Lessee.
- B. Lessor and Lessee desire to add one hundred eighty-four (184) Cars to the Agreement.

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

- 1. All terms defined in the Agreement shall have the meanings defined therein when used in this Agreement.
- 2. Effective as of March 31, 1986, Equipment Schedule No. 4 attached hereto is added to the Agreement in its entirety.
- 3. Except as expressly modified by this Amendment, all terms and provisions of the Agreement shall remain in full force and effect.
- 4. This Amendment may be executed by the parties hereto in any number of counterparts and all such counterparts taken together shall be deemed to constitute one and the same instrument.

ITEL RAIL CORPORATION

THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY

By: [Signature]
 Title: President
 Date: 8-26-86

By: [Signature]
 Title: Executive Vice President
 Date: 8-12-86

LESSOR'S INTEREST ASSIGNED TO FIRST SECURITY BANK OF UTAH, N.A., WITH RESPECT TO CARS NUMBERED SFLC 901295-
 604:45177 901356, 901358-901457, 901459-1-
901480

ASSIGNED TO FIRST SECURITY BANK OF UTAH, N.A., TRUSTEE, UNDER A LEASE ASSIGNMENT DATED AS OF August 26, 1986

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

On this 26th day of August, 1986, before me personally appeared Desmond P. Hayes, to me personally known, who being by me duly sworn says that such person is President of Itel Rail Corporation, 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.

Ginny E. Hanger
Notary Public



STATE OF IL.)
) ss:
COUNTY OF COOK)

On this 12TH day of AUGUST, 1986, before me personally appeared D.G. RUEGG, to me personally known, who being by me duly sworn says that such person is Executive Vice President of The Atchison, Topeka and Santa Fe Railway 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.

John Thomas
Notary Public
My Commission Expires Feb. 3, 1988

EQUIPMENT SCHEDULE NO. 4

Itel Rail Corporation hereby leases the following Cars to The Atchison, Topeka and Santa Fe Railway Company subject to the terms and conditions of that certain Lease Agreement dated as of November 1, 1984.

A.A.R. Mech. Desig.	Description	Numbers	Length	Dimensions		Doors Width	No. of Cars
				Inside Width	Height		
FC	70-Ton Flush Deck Flatcar	SFLC 901295- 901356, 901358- 901457, 901459- 901480	89'4"	N/A	N/A	N/A	184

ITEL RAIL CORPORATION

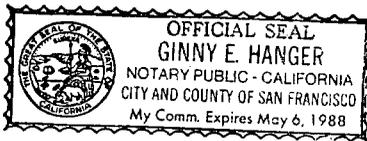
By: *D. Hayes*
Title: President
Date: 8-26-86

THE ATCHISON, TOPEKA & SANTA FE
RAILWAY COMPANY

By: *A. Rugg*
Title: Executive Vice President
Date: 8-12-86

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

On this 26th day of August, 1986, before me personally appeared Desmond P. Hayes, to me personally known, who being by me duly sworn says that such person is President of ITEL Rail Corporation, that the foregoing Equipment Schedule No. 4 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.



Ginny E Hanger
Notary Public

STATE OF ILL.)
) ss:
COUNTY OF COOK)

On this 12TH day of AUGUST, 1986, before me personally appeared D.G. RUEGG, to me personally known, who being by me duly sworn says that such person is Executive Vice President of The Atchison, Topeka and Santa Fe Railway Company, that the foregoing Equipment Schedule No. 4 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.

John Thomas
Notary Public
My Commission Expires Feb. 3, 1988