

ITEL

August 24, 1988

RECORDATION NO. 14501-A FILED 1988

IteI Rail Corporation

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

8-245A076

SEP 1 1988 3 44 PM

Date SEP 1 1988

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

Fee: 39.00
ICC Washington, D. C.

Re: Amendment No. 1 to Schedule 1 of the Lease Agreement dated January 14, 1980, between IteI Railcar Corporation, as assignee of United States Railway Leasing Company, and Texas Industries, Inc.

Dear Ms. McGee:

On behalf of IteI Rail Corporation, the above instrument, in four (4) 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 January 14, 1980, between United States Railway Leasing Company and Texas Industries, Inc. which was filed with the ICC on December 11, 1984, under Recordation No. 14501.

The parties to the aforementioned instrument are listed below:

IteI Railcar Corporation (Lessor)
55 Francisco Street
San Francisco, California 94133

Texas Industries, Inc. (Lessee)
P.O. Box 400
Arlington, Texas 76010

TOP SECRET
SEP 1 3 16 PM '88
NOTICE OF CANCELLATION

This Amendment extends the term of the Lease Agreement with respect to ninety (90) 2,929 cubic foot, 100-ton covered hopper cars bearing reporting marks 5000-5097 (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

Interstate Commerce Commission

Washington, D.C. 20423

OFFICE OF THE SECRETARY

Patricia Schumacker
Itel Rail Corporation
55 Francisco Street
San Francisco, CA 94133

9/1/88

Dear

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 9/1/88 at 3:20PM, and assigned recordation number(s). 15063-M, 10129-I & 14501-A

Sincerely yours,



Secretary

Enclosure(s)

AMENDMENT NO. 1
TO SCHEDULE

SEP 1 1988-3 20 PM

THIS AMENDMENT NO. 1 to Schedule 1 dated January 14, 1980 to the Lease Agreement dated as of January 14, 1980, (the "Lease") between United States Railway Leasing Company ("United") and TEXAS INDUSTRIES, INC. ("Lessee"), is made as of this 17th day of August, 1988, between ITEL RAILCAR CORPORATION ("Lessor"), as United's assignee, and Lessee.

RECITALS:

- A. United and Lessee were parties to the Lease and to Schedule 1 pursuant to which United leased to Lessee ninety-seven (97) 2,929 c.f., 100-ton covered hoppers bearing reporting marks USEX 5000-5097 (the "Cars").
- B. Seven (7) of the Cars bearing the reporting marks USEX 5002, 5016, 5027, 5041, 5066, 5093 and 5096 ("Destroyed Cars") were destroyed on or about July 9, 1981; March 18, 1981; July 9, 1981; October 2, 1980; January 20, 1988; January 20, 1988; and October 2, 1980.
- C. The terms of the Lease with respect to the Cars described in Schedule 1 expire on July 16, 1988.
- D. Lessor and Lessee desire to extend the terms of the Lease with respect to the Cars described in Schedule 1.

NOW, THEREFORE, the parties hereto agree to amend Schedule as follows:

- 1. All terms defined in the Lease and in Schedule 1 shall have the meanings defined therein when used in this Amendment.
- 2. The Destroyed Cars shall be deleted from Schedule 1 effective as of their respective date of destruction.

The terms of the Lease shall apply from July 16, 1988, through and including December 31, 1988; provided however, that Lessee may return a number of cars to Lessor prior to December 31, 1988, upon Lessor's consent, which shall not be unreasonably withheld.

- 4. Except as expressly modified by this Amendment, all terms and provisions of the Lease and Schedule 1 shall remain in full force and effect.
- 5. 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 RAILCAR CORPORATION

TEXAS INDUSTRIES, INC.

By: [Signature]
Title: President
Date: August 17, 1988

By: [Signature]
Title: VICE PRESIDENT
Date: 8/10/88

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

On this 17th day of August, 1988, 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 Railcar Corporation, that the foregoing Amendment No. 1 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 of corporation.

Sharon L. Van Fossan
Notary Public



STATE OF Texas)
) ss:
COUNTY OF Tarrant)

On this 12 day of August, 1988, before me personally appeared A. E. Robertson, to me personally known, who being by me duly sworn says that such person is Vice-President of Texas Industries, Inc. that the foregoing Amendment No. 1 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 of corporation.

Carolyn A. Crobb
Notary Public