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ITEL

IteI Rail Corporation INTERSTATE COMMERCE COMMISSION

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

April 11, 1986

APR 25 1986
\$ 10.00

6-115A061

Honorable James H. Bayne
Secretary
Interstate Commerce Commission
Washington, DC 20423

Washington, D. C.

\$10.00 filing fee

Re: Amendment No. 1 to the Sublease Agreement of January 24, 1986 Between IteI Rail Corporation and Arkansas and Louisiana Missouri Railway Company

Dear Mr. Bayne:

On behalf of IteI Rail Corporation, submitted herewith for filing and recording, pursuant to 49 USC §11303(a), are four (4) originals of the above-captioned instrument, along with a \$10 check covering the recordation fee. Filing should be made under Recordation No. 14934.

The parties to the aforementioned Amendment are as follows:

IteI Rail Corporation (Sublessor)
55 Francisco Street
San Francisco, California 94133

Arkansas and Louisiana Missouri Railway Company (Sublessee)
108 North Ninth
Monroe, Louisiana 71201

The equipment covered by the above Amendment is four (4) sixty-foot, one hundred-ton, Plate C, XM boxcars bearing reporting marks ALM 1275-1278.

Please return to bearer the stamped counterparts not required for filing purposes together with the fee receipt and a letter from the ICC acknowledging filing of the above document.

Very truly yours,

Josie Villaflores
Josie Villaflores
Legal Assistant

JV:ps
Enclosures

cc: Robert S. Clark
Allen H. Harrison
Ginny Hanger

+ think this may be 14934-A but not sure
Donald Manning
C. Clearley

APR 25 12 20 PM '86
MOTOR CARRIER UNIT

14934-A

03/03/86

RECORDATION F.O. 14934-A Filed 1478

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AMENDMENT NO. 1

INTERSTATE COMMERCE COMMISSION

THIS AMENDMENT NO. 1 (the "Amendment") to that certain Sublease Agreement dated January 24, 1986, (the "Sublease") between ITEL RAIL CORPORATION, ("Sublessor") and ARKANSAS AND LOUISIANA MISSOURI RAILWAY COMPANY, ("Sublessee") is made this 31st day of March, 1986 between Sublessor and Sublessee.

RECITALS:

A. Pursuant to the Sublease, Sublessor leased to Sublessee, on behalf of Warwick Railway Company, twenty-five (25) boxcars (together with the boxcars listed on the Equipment Schedules attached hereto, the "Cars") bearing reporting marks from within the series ALM 1250-1274.

~~B. The seventy five (75) Cars listed on Equipment Schedule No. 2 attached to the Sublease may be delivered only upon the mutual written agreement of the parties.~~

SPD
JAJ

C. Sublessor and Sublessee desire to add four (4) boxcars bearing the reporting marks ALM 1275-1278 to the Sublease.

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

1. All terms defined in the Sublease shall have the meanings defined therein when used in this Amendment.

~~2. Equipment Schedule No. 2 attached to the Sublease is replaced by Equipment Schedule No. 2.A. attached hereto.~~

SPD
JAJ
SPD
JAJ

~~3. All references to Equipment Schedule No. 2 shall be deemed to refer to Equipment Schedule No. 2.A.~~

4. Equipment Schedule No. 3 attached hereto is added to the Sublease in its entirety. The Cars listed on Equipment Schedule No. 3 shall be delivered to Sublessee and subject to the Sublease after the full execution of this Amendment.

5. Except as expressly modified by this Amendment, all terms and provisions of the Sublease shall remain in full force and effect.

6. 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

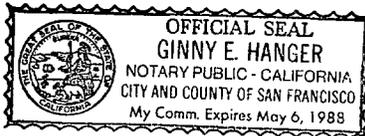
ARKANSAS AND LOUISIANA MISSOURI
RAILWAY COMPANY

By: *J. D. Hayes*
Title: President
Date: March 31, 1986

By: *J. A. James* **JJA**
Title: President
Date: March 19, 1986

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

On this 31st day of March, 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. 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 corporation.



Ginny E. Hanger
Notary Public

STATE OF LOUISIANA)
PARISH) ss:
~~COUNTY~~ OF OUACHITA)

On this 19th day of MARCH, 1986, before me personally appeared J. A. THAMES, to me personally known, who being by me duly sworn says that such person is President of Arkansas and Louisiana Missouri Railway Company 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 corporation.

Bir [Signature]
Notary Public

My commission is for life.

EQUIPMENT SCHEDULE NO. 3

Itel Rail Corporation hereby leases the following Cars to Arkansas and Louisiana Missouri Railway Company subject to the terms and conditions of that certain Sublease Agreement dated as of January 24, 1986.

A.A.R. Mech. Desig.	Description	Numbers	Length	Dimensions Inside Width	Height	Doors Width	No. of Cars
XM	60', 100-Ton, Plate C boxcars, cushion underframe, nailable steel floor	ALM 1275-1278	60'10"	9'6"	11'0"	12' Sliding	4

ITEL RAIL CORPORATION

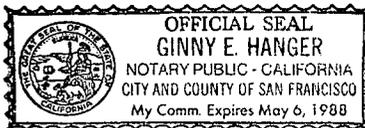
By: *[Signature]*
Title: President
Date: March 31 1986

ARKANSAS AND LOUISIANA MISSOURI
RAILWAY COMPANY

By: *[Signature]* JAH
Title: President
Date: March 19 1986

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

On this 31st day of March, 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 Schedules ~~No. 2.A. and~~ No. 3 were 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. SENT



Ginny E. Hanger
Notary Public

STATE OF LOUISIANA)
PARISH) ss:
~~COUNTY~~ OF Ouachita)

On this 19th day of March, 1986, before me personally appeared J. A. THAMES, to me personally known, who being by me duly sworn says that such person is President of Arkansas and Louisiana Missouri Railway Company that the foregoing Equipment Schedules ~~No. 2.A. and~~ No. 3 were 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.

Bill Austin
Notary Public
My commission is for life.