

ITEL

July 6, 1987

IteI Rail Corporation

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

7-202A030

No.

Date JUL 21 1987

Fee \$ 20.00

ICC Washington, D.C.

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

RECORDATION NO. 9406-K

JUL 21 1987 11 25 AM

INTERSTATE COMMERCE COMMISSION

Re: Amendment No. 5 dated July 1, 1987, to the Lease Agreement dated December 23, 1977, as amended, among IteI Corporation, SSI Rail Corporation, and Marinette, Tomahawk and Western Railroad Company

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. §11303(a), along with a check in the amount of \$20 covering the recordation fee.

Please record the above Amendment under the Lease Agreement dated December 23, 1977, as amended, among IteI Corporation, SSI Rail Corporation and Marinette, Tomahawk and Western Railroad Company, which was filed with the ICC on May 26, 1978, and given Recordation No. 9406. Please cross-index this Amendment with the Equipment Trust Agreement dated January 1, 1982, between IteI Rail Corporation and First Security Bank of Utah, N.A., which was filed with the ICC on September 20, 1983, and given Recordation No. 14165.

The parties to the aforementioned instrument are listed below:

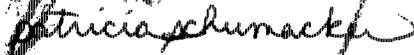
IteI Rail Corporation (Lessor)
55 Francisco Street
San Francisco, California 94133

Marinette, Tomahawk and Western Railroad Company (Lessee)
P.O. Box 310
Tomahawk, Wisconsin 54487

This Amendment (i) further extends the lease term with respect to boxcars bearing reporting marks MTW 1100-1049 and MTW 8000-8050 only as stated in Subsection 2.A. and (ii) deletes Subsection 2.B. in its entirety.

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

Very truly yours,



Patricia Schumacker
Legal Department

:ps
Enclosures

cc: Ginny Hanger

ICC OFFICE OF THE SECRETARY
JUL 21 11 09 AM '87
MOTOR OPERATING UNIT

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

7/21/87

Itel Rail Corporation
55 Francisco Street
San Francisco, California 94133

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 7/21/87 at 11:15 AM, and assigned recordation number(s). 9406-K

Sincerely yours,

Noreta R. McGee
Secretary

Enclosure(s)

SE-30
(7/79)

9406-K
REGISTRATION NO. ... FILED 1987

JUL 21 1987 - 11 15 AM

INTERSTATE COMMERCE COMMISSION

06/15/87

AMENDMENT NO. 5

AMENDMENT NO. 5 (the "Amendment") to that certain Lease Agreement dated as of December 23, 1977, as amended, (the "Lease Agreement") among ITEL Corporation, SSI Rail Corp. and **MARINETTE, TOMAHAWK AND WESTERN RAILROAD COMPANY** ("Lessee") is made as of this 1st day of July, 1987, by and between **ITEL RAIL CORPORATION**, as successor in interest to both SSI Rail Corp. and ITEL Corporation ("Lessor") and Lessee.

R E C I T A L S:

- A.** Lessor and Lessee are parties to the Lease Agreement pursuant to which three hundred ninety-six (396) boxcars bearing reporting marks from within the series MTW 1100-1149, MTW 4300-4599 and MTW 8000-8050 (the "Boxcars") have been leased by Lessor to Lessee.
- B.** The term of the Lease Assignment with respect to the Boxcars bearing the reporting marks MTW 1100-1149 and MTW 8000-8050 (the "Cars") was extended through June 30, 1987 pursuant to Amendment No. 4 dated April 3, 1987 to the Lease Agreement ("Amendment No. 4").
- C.** The parties desire to further extend the term of the Lease Agreement with respect to the Cars for three (3) months.

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

- 1. All terms defined in the Lease Agreement shall have the meanings defined therein when used in this Amendment.
- 2. With respect to the Boxcars bearing the reporting marks MTW 1100-1149 and MTW 8000-8050 only, the words "on June 30, 1987" in Subsection 2.A. of the Lease Agreement (as amended by Amendment No. 4) are replaced by the words "on September 30, 1987" and Subsection 2.B. is deleted in its entirety.
- 3. Except as expressly modified by this Amendment, all terms and provisions of the Lease Agreement shall remain in full force and effect.

THIS INSTRUMENT IS SUBJECT TO A SECURITY INTEREST IN FAVOR OF HELLER FINANCIAL, INC. UNDER THE HELLER FINANCIAL, INC. LOAN AND SECURITY AGREEMENT WITH ITEL RAIL CORPORATION DATED AS OF SEPTEMBER 30, 1986.

ASSIGNED TO FIRST SECURITY BANK OF UTAH, N.A., TRUSTEE, UNDER A LEASE ASSIGNMENT.

4. 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 RAIL CORPORATION

By: *AD Hayes*
Title: *President*
Date: *July 1, 1987*

**MARINETTE, TOMAHAWK AND WESTERN
RAILROAD COMPANY**

By: *Elizabeth L. Bresh*
Title: *General Manager*
Date: *6-24-87*

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

On this 1st day of July, 1987, before me personally appeared Diamond P. Hayler, 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. 5 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.



Patricia Schumacker
Notary Public

STATE OF Wisconsin)
) ss:
COUNTY OF Lincoln)

On this 24th day of June, 1987, before me personally appeared Elizabeth Aichelich, to me personally known, who being by me duly sworn says that such person is George of Marinette, Tomahawk and Western Railroad Company, that the foregoing Amendment No. 5 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.

R. L. Ludwig
Notary Public