



2211 Congress Street
Portland, Maine 04122
(207) 780-2211

Writer's Direct Dial (207) 770-3189

July 28, 1988

RECORDATION NO. 15126-A

AUG 1 1988-11 25 AM

No. 8-214A093

INTERSTATE COMMERCE COMMISSION

Date AUG 1 1988

Ms. Mildred Lee
Interstate Commerce Commission
12th and Constitution Avenue, NW
Washington, D.C. 20423

Fee \$ 13.00

ICC Washington, D.C.

100 OF FIVE AT
THE SPORADIC
AUG 1 11 32 AM '88
MOTOR OPERATING UNIT

Dear Ms. Lee:

Enclosed please find, for filing and recordation pursuant to Section 11303 of Title 49 of the United States Code three fully executed copies of the following document relating to certain railroad rolling stock as described herein, which should be included as part of the filing recorded on December 18, 1986 at 2:30 p.m., Recordation No. 15126 as the next available recordation number:

I. First Amendment, dated March, 1987

A. Parties: Lessor: UNUM Life Insurance Company and UNUM Life Insurance Company of America

Lessee: Indiana Hi-Rail Corporation

B. Addresses: Lessor: 2211 Congress Street, Portland, Maine 04122
Attn: Bond Investment Division

Lessee: Rural Route One
Box 242
Connersville, Indiana 47331
Attn: President

C. Equipment: 81 4750 cu. ft. 100-ton covered hopper cars built 1980 bearing the reporting marks listed on page 2 of the First Amendment.

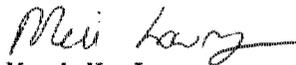
D. First Amendment to Lease: This Amendment adds 31 cars to the cars that were covered under the provisions of the Lease Agreement between the parties dated as of June 6, 1986 and recorded on December 18, 1986, recordation Number 15126.

Ms. Mildred Lee
July 28, 1988
Page Two

I respectfully request that the original of this document be recorded under the provisions of 49 U.S.C. Section 11303. A short summary for the Recordation Index for this document would be: "First Amendment to Lease." I would also appreciate your stamping the additional copies of the document which are not required for your filing purposes and returning them to me. A check in the amount of \$13.00 is enclosed to cover the filing fees.

The undersigned certifies that she is acting as counsel to UNUM Life Insurance Company and UNUM Life Insurance Company of America and that she has knowledge of the matters set forth in the above-described documents.

Sincerely,



Meri N. Lowry
Assistant Counsel
Legal-Investments Department
UNUM Life Insurance Company
UNUM Life Insurance Company of America

Enclosures

MNL/ad

Interstate Commerce Commission
Washington, D.C. 20423

8/1/88

OFFICE OF THE SECRETARY

Meri N. Lowry

UNUM

2211 Congress Street
Portland Maine 04122

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 8/1/88 at 11:35am, and assigned rec-
ordation number(s). 15126

Sincerely yours,

Narta L. McEua
Secretary

Enclosure(s)

FIRST AMENDMENT

RECORDATION NO. 15126-A
PAGE 1400

AUG 1 1988 11 22 AM

WHEREAS, UNUM Life Insurance Company, UNUM Life Insurance Company of America (hereinafter to be referred to together as "UNUM") and Indiana HI-Rail Corporation ("IHRC") have entered into a Lease of 50 covered hopper rail cars dated June 6, 1986 (the "Lease"); and

WHEREAS, Schedule 1 of the Lease obliges IHRC to store additional covered hopper rail cars for UNUM pursuant to a fee schedule set forth therein; and

WHEREAS, the parties to the Lease wish to amend Schedule 1 of the Lease to provide that the additional covered hopper rail cars shall be subject to the terms and conditions of the Lease;

NOW THEREFORE, the amended Schedule 1 shall read as set forth on Exhibit A attached hereto.

SCHEDULE 1

To Lease Agreement dated as of June 6, 1986 between UNUM Life Insurance Company (formerly Union Mutual Life Insurance Company), UNUM Life Insurance Company of America (formerly Unionmutual Stock Life Insurance Co. of America) and Indiana Hi-Rail Corporation.

TYPE OF CAR: 4750 cu.ft. 100-ton covered hopper
 Year Built: 1980
 UMLER Value: \$45,300 (approx)

NUMBER OF CARS: 81

INTERIOR EQUIPMENT: None

SPECIAL LININGS: None

PERMITTED LADING: Non-corrosive commodities

REPORTING MARKS: See page 2

DELIVERY POINT: Railroad lines of Lessee at
 Rushville, Indiana

LEASE TERM: 5 years

OTHER:

INDIANA HI-RAIL CORPORATION

By: R Powell Felip
 Its: President
 Date: 3-13-87

UNUM LIFE INSURANCE COMPANY
 (formerly Union Mutual Life
 Insurance Company)

UNUM LIFE INSURANCE COMPANY
 OF AMERICA
 (formerly Unionmutual Stock Life
 Insurance Co. of America)

By: [Signature] *mvl*
 Its: Second Vice President
 Date: 3/2/87

SCHEDULE 1

To Lease Agreement dated as of June 6, 1986 between UNUM Life Insurance Company (formerly Union Mutual Life Insurance Company), UNUM Life Insurance Company of America (formerly Unionmutual Stock Life Insurance Co. of America) and Indiana Hi-Rail Corporation.

TYPE OF CAR: 4750 cu.ft. 100-ton covered hopper
Year Built: 1980
UMLER Value: \$45,300 (approx)

NUMBER OF CARS: 81

INTERIOR EQUIPMENT: None

SPECIAL LININGS: None

PERMITTED LADING: Non-corrosive commodities

REPORTING MARKS: See page 2

DELIVERY POINT: Railroad lines of Lessee at
Rushville, Indiana

LEASE TERM: 5 years

OTHER:

INDIANA HI-RAIL CORPORATION

By: _____
Its: _____
Date: _____

UNUM LIFE INSURANCE COMPANY
(formerly Union Mutual Life
Insurance Company)

UNUM LIFE INSURANCE COMPANY
OF AMERICA
(formerly Unionmutual Stock Life
Insurance Co. of America)

By:  _____
Its: Second Vice President
Date: 3/2/87

STATE OF MAINE)
) SS.
COUNTY OF CUMBERLAND)

On this 2nd day of March, 1987, before me personally appeared David R. Murray, to me personally known who, being by me duly sworn, says that he is the Second Vice President of UNUM Life Insurance Company and UNUM Life Insurance Company of America, that the seal affixed to the foregoing instrument is the seal of said organizations, that said instrument was signed and sealed on behalf of said organizations by authority of its governing body, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said organizations.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.


Notary Public

JULIE A. RANDALL
NOTARY PUBLIC, MAINE
My Commission Expires: MY COMMISSION EXPIRES OCTOBER 4, 1991

STATE OF INDIANA

COUNTY OF Fayette

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}
}

SS.

On this 27th day of July, 1988 before me personally appeared R. Powell Felix, to me personally known who, being duly sworn, says that he is the President of Indiana Hi-Rail Corporation, and was the President of Indiana Hi-Rail Corporation on March 13, 1987, that the seal affixed to the foregoing instrument 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.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

[Signature]
Notary Public

My Commission Expires: 9-11-90

REPORTING MARKS

IHRC 005250
IHRC 005253
IHRC 005257
IHRC 005259
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