

JCC

ITEL

RECORDATION NO. 13073-D Filed 1425

Istel Rail Corporation

55 Francisco
San Francisco, California 94133
(415) 984-4000
Telex 34234

MAY 31 1985 - 2 20 PM

INTERSTATE COMMERCE COMMISSION

5-151A021

May 2, 1985

No.

Date **MAY 31 1985**

Fee \$ **10.00**

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

ICC Washington, D. C.

MAY 31 2 14 PM '85

Dear Mr. Bayne:

Pursuant to 49 U.S.C. Section 11303(a) and the Interstate Commerce Commission's rules and regulations thereunder, I enclose herewith on behalf of Istel Rail Corporation for filing and recordation under the Lease Agreement dated as of April 22, 1981 between Istel Corporation, Rail Division as predecessor in interest to Istel Rail Corporation and Green Bay and Western Railroad Company which was filed with the I.C.C. on April 30, 1981 and given I.C.C. Recordation No. 13073, four counterparts of the following document:

we think this will be 13073-D

Amendment No. 2 dated March 11, 1984 to the Lease Agreement dated April 22, 1981 between Istel Corporation, Rail Division and Green Bay and Western Railroad Company.

The names and addresses of the parties to the aforementioned are:

1. Green Bay and Western Railroad Company (Lessee)
P.O. Box 2507
Green Bay, Wisconsin 54306
2. Istel Rail Corporation (Lessor)
55 Francisco, 5th Floor
San Francisco, California 94133

The equipment covered by this Amendment is one hundred forty-seven (147) 50' Plate E, 70-ton, XM boxcars bearing reporting marks GBW 8051-8197.

Also enclosed is a check in the amount of \$10.00 for the required recording fee.

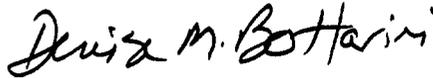
Hand signed



Mr. James H. Bayne, Secretary
May 2, 1985
Page Two

Please stamp all counterparts of the enclosed Amendment with your official recording stamp. You will wish to retain one (1) counterpart of the document for your files; it is requested that the remaining three (3) counterparts to the bearer of this document.

Sincerely,



Denise M. Bottarini
Legal Assistant

DMB/vdv/#2-18

cc: Robert S. Clark
J. Michael Kelly, Esq.
Virginia Hanger.

L-0634
4/6/84

RECORDATION NO. 13073-2 Filed 1428

MAY 31 1985 2 20 PM

AMENDMENT NO. 2

INTERSTATE COMMERCE COMMISSION

THIS AMENDMENT NO. 2 (the "Amendment") to that certain Lease Agreement (the "Agreement") dated as of April 22, 1981, between ITEL Corporation, Rail Division, as lessor and GREEN BAY AND WESTERN RAILROAD COMPANY as lessee ("Lessee") is made this 11th day of April, 1984 by and between ITEL RAIL CORPORATION, as successor in interest to ITEL Corporation, Rail Division ("Lessor") and Lessee.

WITNESSETH:

WHEREAS, Lessor and Lessee are parties to the Agreement pursuant to which one hundred ninety-eight (198) boxcars bearing the reporting marks GBW 8000-8197 have been delivered by Lessor to Lessee;

WHEREAS, Lessor and Lessee mutually desire to terminate fifty (50) items of equipment.

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

1. All terms defined in the Agreement shall have their defined meanings when used in this Amendment.
2. Equipment Schedule No. I.A. shall be deleted in its entirety.
3. Equipment Schedule No. I.B. shall be deleted in its entirety and Amended Equipment Schedule No. I.B. attached hereto shall be substituted therefor.
4. Except as expressly modified by this Amendment, all terms and provisions of the Agreement 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 RAIL CORPORATION

GREEN BAY AND WESTERN
RAILROAD COMPANY

By: *AD Hayes*

By: *Stephen J. Kelly*

Title: Acting President

Title: President

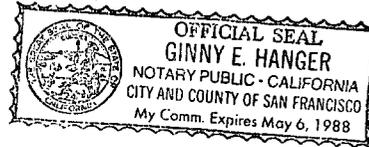
Date: May 25, 1984

Date: 4-16-84

STATE OF CALIFORNIA)
)
COUNTY OF SAN FRANCISCO) ss

On this 25th day of May, 1984, before me personally appeared Desmond P. Hayes DEN J. Douglass Coates, to me personally known, who being by me duly sworn says that such person is ^{Acting} President of ITEL Rail Corporation, that the foregoing Amendment No. 2 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 WISCONSIN)
)
COUNTY OF BROWN) ss

On this 16th day of April, 1984, before me personally appeared Stephen B. Selby, to me personally known, who being by me duly sworn says that such person is President of Green Bay and Western Railroad Company, that the foregoing Amendment No. 2 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.

Francis L. Remard
Notary Public

FRANCIS L. REMARD
NOTARY PUBLIC STATE OF WISCONSIN
My Commission Expires Sept. 27, 1987

L-0634

AMENDED EQUIPMENT SCHEDULE NO. 1.B.

Itel Rail Corporation hereby leases the following Boxcars to Green Bay and Western Railroad Company subject to the terms and conditions of that certain Lease Agreement dated as of April 22, 1981.

A.A.R. Mech. Desig.	Description	Numbers	Dimensions			Doors Width	No. of Cars
			Length	Inside Width	Height		
XM	50' Plate C Boxcar, 70-Ton	GBW 8051-8197	50'6"	9'6"	11' 1-3/4"10'	147	

ITEL RAIL CORPORATION

BY: *J.P. Hayes*

TITLE: Acting President

DATE: May 25, 1984

GREEN BAY ADN WESTERN
RAILROAD COMPANY

BY: *Stephen W. Dyer*

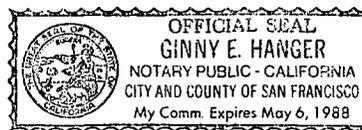
TITLE: President

DATE: 4-16-84

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

On this 25th day of May, 1984, before me personally appeared ~~Desmond P. Hayes~~ Desmond P. Hayes ~~J. Douglass Coates~~, to me personally known, who being by me duly sworn says that such person is President of Itel Rail Corporation, that the foregoing Amended Equipment Schedule No. I.B. 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 WISCONSIN)
)
COUNTY OF BROWN) ss:

On this 16th day of April, 1984, before me personally appeared Stephen P. Selby, to me personally known, who being by me duly sworn says that such person is President of Green Bay and Western Railroad Company, that the foregoing Amended Equipment Schedule No. I.B. 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.

Francis L. Renard
Notary Public
FRANCIS L. RENARD
NOTARY PUBLIC STATE OF WISCONSIN
My Commission Expires Sept. 27, 1987