

RECORDATION NO. 12717-D Filed 1425

SLOVER & LOFTUS

ATTORNEYS AT LAW

1224 SEVENTEENTH STREET, N. W.

WASHINGTON, D. C. 20036

FEB 17 1981 - 11 55 AM

INTERSTATE COMMERCE COMMISSION

WILLIAM L. SLOVER
C. MICHAEL LOFTUS
DONALD G. AVERY
JOHN H. LE SEUR

202 347-7170

February 16, 1981

1-C48A-85
No. FEB 17 1981
Date.....
Fee \$ 10.00
ICC Washington, D. C.

The Honorable Agatha Mergenovich
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Re: Utility Fuels, Inc.
Lease Financing Dated as of January 1, 1981
Amendment Agreements Dated as of February 9, 1981
(Green Covers)

Dear Ms. Mergenovich:

Pursuant to 49 U.S.C. § 11202 and the Commission's
rules and regulations thereunder, I enclose herewith on
behalf of Utility Fuels, Inc., for filing as an additional
filing under recordation number 12717, counterparts of the
following document:

Amendment Agreement No. 1 dated as of February 9, 1981,
among Wells Fargo Equipment Leasing Corporation, Utility Fuels,
Inc., Mercantile-Safe Deposit and Trust Company and ACF
Industries, Incorporated.

The names and addresses of the parties to the aforementioned
Agreement are as follows:

Builder-Vendor

ACF Industries, Incorporated
750 Third Avenue
New York, N.Y. 10017

Lessee

Utility Fuels, Inc.
611 Walker Street
Houston, Texas 77002

Agent-Assignee-Vendor

Mercantile-Safe Deposit and Trust Company
Two Hopkins Plaza
Baltimore, Maryland 21203

RECEIVED
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I.C.C.
FEE OPERATION BR.

Agatha Mergenovich

The Honorable Agatha Mergenovich
February 16, 1981
Page 2

Owner-Vendee-Lessor

Wells Fargo Equipment
Leasing Corporation
425 California Street
San Francisco, California 94104

? NOT LISTED
IN DOCUMENT

Please file the Amendment Agreement referred to in this letter and index it under the names of the Builder-Vendor, Lessee, Agent-Assignee-Vendor and Owner-Vendee-Lessor. It is requested that recordation number 12717-D be assigned to the Amendment Agreement.

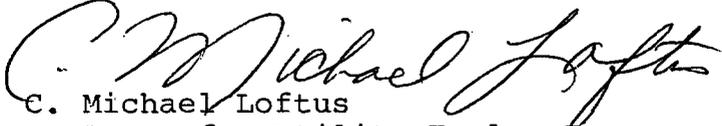
The equipment covered by the aforementioned document consists of the following:

55 105-ton 4240 cu. ft. gondola coal cars; AAR Mechanical Designation GTS; bearing identifying numbers of the Lessee 18001-18055, inclusive.

There is also enclosed a check for \$10 for the required recordation fee.

Please stamp all counterparts of the enclosed document with your official recording stamp. You will wish to retain one copy of the instrument for your files. It is requested that the remaining counterparts be delivered to the bearer of this letter.

Very truly yours,


C. Michael Loftus
as Agent for Utility Fuels, Inc.

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

Michael Loftus
Slover & Loftus
1224 Seventeenth Street, N. W.
Washington, D. C. 20036

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 2/17/81 at 11:50AM & , and assigned re-
11:55AM
recording number(s). 12717-D, & 12718-D

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

FEB 17 1981 - 11 55 AM

[CS&M Ref. 2483-135]
[1981 Transaction (B)]

INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT No. 1 dated as of February 9, 1981, among UNIONBANC LEASING CORPORATION, A California corporation (the "Owner"), UTILITY FUELS, INC., a Texas corporation (the "Lessee"), MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, a Maryland banking corporation (the "Agent") and ACF INDUSTRIES, INCORPORATED (the "Builder").

WHEREAS the Owner and the Builder have entered into a Conditional Sale Agreement dated as of January 1, 1981 (the "CSA"), which was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on January 7, 1981, at 1:35 p.m., and was assigned recordation number 12717;

WHEREAS the Builder and the Agent have entered into an Agreement and Assignment dated as of January 1, 1981 (the "CSA Assignment"), which was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on January 7, 1981, at 1:35 p.m., and was assigned recordation number 12717-A;

WHEREAS the Owner and the Lessee have entered into a Lease of Railroad Equipment dated as of January 1, 1981 (the "Lease"), which was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on January 7, 1981, at 1:35 p.m. and was assigned recordation number 12717-B;

WHEREAS the Owner and the Agent have entered into an Assignment of Lease and Agreement dated as of January 1, 1981 (the "Lease Assignment"), which was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on January 7, 1981, at 1:35 p.m., and was assigned recordation number 12717-C; and

WHEREAS the parties hereto desire to amend the CSA and the Lease to show only the units of railroad equipment actually delivered and accepted under the CSA and the Lease;

NOW, THEREFORE, in consideration of the mutual agreements herein contained, the parties hereto agree as follows:

1. Annex B to the Conditional Sale Agreement is hereby amended and restated in its entirety as shown in

Exhibit A hereto.

2. Appendix A to the Lease is hereby amended and restated in its entirety as shown in Exhibit B hereto.

3. The CSA Assignment and the Lease Assignment are hereby amended to permit the aforesaid Amendment Agreement to the CSA and the Lease as though originally set forth therein.

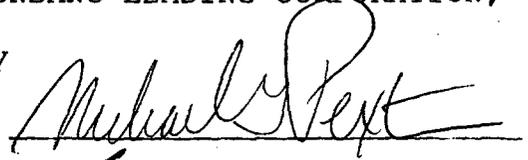
4. The Lessee will promptly cause this Amendment Agreement to be filed and recorded in accordance with the provisions of Article 19 of the CSA and § 18 of the Lease.

5. Except as amended hereby, the CSA, CSA Assignment, Lease and Lease Assignment shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized, and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

UNIONBANC LEASING CORPORATION,

by




[Corporate Seal]

Attest:



UTILITY FUELS, INC.,

by

[Corporate Seal]

Attest:

Exhibit A hereto.

2. Appendix A to the Lease is hereby amended and restated in its entirety as shown in Exhibit B hereto.

3. The CSA Assignment and the Lease Assignment are hereby amended to permit the aforesaid Amendment Agreement to the CSA and the Lease as though originally set forth therein.

4. The Lessee will promptly cause this Amendment Agreement to be filed and recorded in accordance with the provisions of Article 19 of the CSA and § 18 of the Lease.

5. Except as amended hereby, the CSA, CSA Assignment, Lease and Lease Assignment shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized, and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

UNIONBANC LEASING CORPORATION,

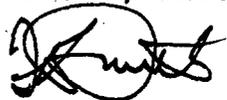
by

[Corporate Seal]

Attest:

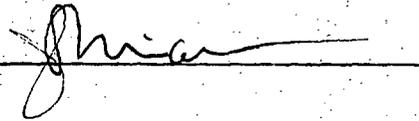
UTILITY FUELS, INC.,

by



[Corporate Seal]

Attest:



MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, as Agent,

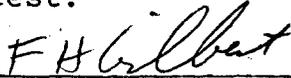
by



ASSISTANT VICE PRESIDENT

[Corporate Seal]

Attest:



ACF INDUSTRIES, INCORPORATED,

by

[Corporate Seal]

Attest:

MERCANTILE-SAFE DEPOSIT AND
TRUST COMPANY, as Agent,

by _____

[Corporate Seal]

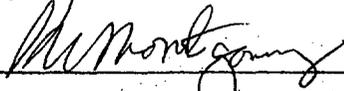
Attest:

ACF INDUSTRIES, INCORPORATED,

by _____

[Corporate Seal]

Attest:



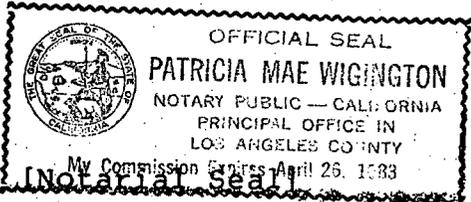
ASSISTANT SECRETARY



TREASURER

STATE OF CALIFORNIA,)
) ss.:
COUNTY OF LOS ANGELES,)

On this 10th day of February 1981, before me personally appeared Michael G. Pexton and Robert S. Clarke, to me personally known, who, being by me duly sworn, say that they are the President and Vice President, respectively, of UNIONBANC LEASING CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.



Patricia Mae Wigington
Notary Public 7 7

My Commission expires

STATE OF TEXAS,)
) ss.:
COUNTY OF HARRIS,)

On this _____ day of February 1981, before me personally appeared _____, to me personally known, who, being by me duly sworn, says that he is the _____ of UTILITY FUELS, INC., that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

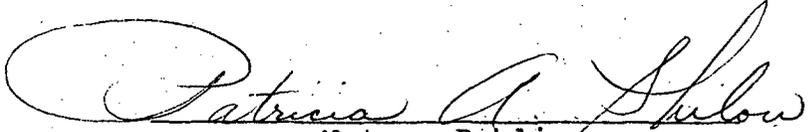
Notary Public

[Notarial Seal]

My Commission expires

STATE OF MARYLAND,)
) ss.:
COUNTY OF BALTIMORE,)

On this 5TH day of February 1981, before me personally appeared R. E. Schreiber, to me personally known, who, being by me duly sworn, says that he is the ASSISTANT VICE PRESIDENT of MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.


Notary Public

[Notarial Seal]

My Commission expires 7-1-82

STATE OF NEW YORK,)
) ss.:
COUNTY OF NEW YORK,)

On this _____ day of February 1981, before me personally appeared _____, to me personally known, who, being by me duly sworn, says that he is the _____ of ACF INDUSTRIES, INCORPORATED, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

Notary Public

[Notarial Seal]

My Commission expires

STATE OF MARYLAND,)
) ss.:
COUNTY OF BALTIMORE,)

On this day of February 1981, before me personally appeared , to me personally known, who, being by me duly sworn, says that he is the of MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

Notary Public

[Notarial Seal]

My Commission expires

STATE OF NEW YORK,)
) ss.:
COUNTY OF NEW YORK,)

On this ^{5th} day of February 1981, before me personally appeared **H. A. BORST**, to me personally known, who, being by me duly sworn, says that he is the **TREASURER** of ACF INDUSTRIES, INCORPORATED, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

Anthony M. Romanello

Notary Public

[Notarial Seal]

My Commission expires

ANTHONY M. ROMANELLO
Notary Public, State of New York
No. 31-4703607
Qualified in New York County
Commission Expires March 30, 1981

Annex B
to
Conditional Sale Agreement

Type	AAR Mechanical Designation	Builder's Specifications	Builder's Plant	Quantity	Lessee's Identification Numbers (Inclusive)	Estimated Unit Price*	Estimated Total Price*	Estimated Time and Place of Delivery
105-ton 4240 cu. ft. gon- dola coal car	GTS	Per Purchase Order UFI-00108 dated August 3, 1979	St. Louis, Missouri	55	18056-18110	\$39,500	\$2,172,500	January, 1981, F.O.B. Builder's plant with shipment to Jacobs Junction, Wyoming or Spring Creek Mine, Montana.

* Includes prepaid freight to Jacobs Junction, Wyoming or Spring Creek Mine, Montana, as the case may be.

EXHIBIT A

APPENDIX A TO LEASE

Type	AAR Mechanical Designation	Builder's Specifications	Builder's Plant	Quantity	Lessee's Identification Numbers (Inclusive)	Estimated Unit Price*	Estimated Total Price*	Estimated Time and Place of Delivery
105-ton gondola coal car	GIS	Per Purchase Order UFI-00108 dated August 3, 1979	St. Louis, Missouri	55	18056-18110	\$39,500	\$2,172,500	Jan., 1981, F.O.B. Builder's plant with shipment to Jacobs Junction, Wyoming, or Spring Creek Mine, Montana.

* Includes prepaid freight to Jacob's Junction, Wyoming, or Spring Creek Mine, Montana, as the case may be.

EXHIBIT B