

12718-D  
RECORDATION NO. Filed 1981

SLOVER & LOFTUS FEB 17 1981 - 11 50 AM  
ATTORNEYS AT LAW  
1224 SEVENTEENTH STREET, N. INTERSTATE COMMERCE COMMISSION  
WASHINGTON, D. C. 20036

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

February 16, 1981 202 347-7170  
1-C48A181

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

No. [REDACTED]  
FEB 17 1981  
Date.....  
Fee \$ 10.00  
ICC Washington, D. C.

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

Dear Ms. Mergenovich:

Pursuant to 49 U.S.C. § 11303 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 12718, counterparts of  
the following document:

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

The names and addresses of the parties to the afore-  
mentioned 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  
FEB 17 11 45 AM '81  
I.C.C.  
FEE OPERATION BR.

*Handwritten:* [Signature]  
[Signature]  
Counterpart

The Honorable Agatha Mergenovich  
February 16, 1981  
Page 2

Owner-Vendee-Lessor

Unionbanc Leasing Corporation  
445 South Figueroa Street  
Los Angeles, California 90071

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 12718-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 18056-18110, 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.

*Handwritten note:*  
Cover 18001-18055 in document!

FEB 17 1981 - 11 20 AM

INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT No. 1 dated as of February 9, 1981, among WELLS FARGO EQUIPMENT 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 12718;

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 12718-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 12718-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 12718-C;

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.

WELLS FARGO EQUIPMENT LEASING CORPORATION,

by

\_\_\_\_\_

by

\_\_\_\_\_

[Corporate Seal]

Attest:

\_\_\_\_\_

UTILITY FUELS, INC.,

by

*[Handwritten Signature]*

\_\_\_\_\_

[Corporate Seal]

Attest:

*[Handwritten Signature]*  
\_\_\_\_\_

MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, as Agent,

by



ASSISTANT VICE PRESIDENT

[Corporate Seal]

Attest:



ACF INDUSTRIES, INCORPORATED,

by

[Corporate Seal]

Attest:

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MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, as Agent,

by \_\_\_\_\_

[Corporate Seal]

Attest:  
\_\_\_\_\_

ACF INDUSTRIES, INCORPORATED,

by

*H. G. Grant*  
**TREASURER**

[Corporate Seal]

Attest:

*R. M. Morgan*  
**ASSISTANT SECRETARY**

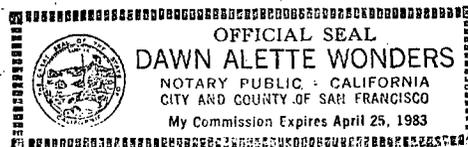
STATE OF CALIFORNIA, )  
 ) ss.:  
COUNTY OF SAN FRANCISCO,)

On this            day of February 1981, before me personally appeared RONALD E. DEAN            and ROBERT F. DARLING , to me personally known, who, being by me duly sworn, says that they are the SENIOR VICE PRESIDENT            and VICE PRESIDENT            , respectively, of WELLS FARGO EQUIPMENT 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.

Dawn Alette Wonders  
Notary Public

[Notarial Seal]

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

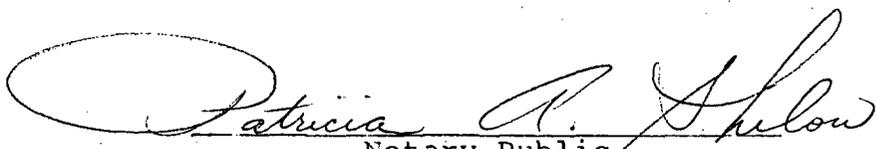
[Notarial Seal]

My Commission expires



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

On this 5<sup>TH</sup> day of February 1981, before me personally appeared **E. 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 <sup>5<sup>th</sup></sup> 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

EXHIBIT A

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	18001-18055	\$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.

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	18001-18055	\$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 Jacobs Junction, Wyoming, or Spring Creek Mine, Montana, as the case may be.